

COMSCORE, INC.

Form 4

February 01, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
WPP plc

(Last) (First) (Middle)

27 FARM STREET

(Street)

LONDON, X0 W1J 5RJ

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
COMSCORE, INC. [SCOR]

3. Date of Earliest Transaction
(Month/Day/Year)
01/29/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
____X____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/29/2016		J ⁽¹⁾		3,493,572	A	<u>11</u>	3,493,572	I	See Footnote ⁽²⁾
Common Stock								7,021,124	I	See Footnote ⁽³⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**

SEC 1474
(9-02)

Edgar Filing: COMSCORE, INC. - Form 4

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WPP plc 27 FARM STREET LONDON, X0 W1J 5RJ		X		
WPP Luxembourg Gamma Three S.a.r.l. 124 BOULEVARD DE LA PETRUSSE LUXEMBOURG, N4 L-2330		X		
Cavendish Square Holding B.V. LAAN OP ZUID 167 3072 DB ROTTERDAM, P7		X		

Signatures

WPP plc By: /s/ Paul Richardson, Global Finance Director	01/29/2016
_____ **Signature of Reporting Person	Date
Cavendish Square Holding B.V. By: /s/ A. Van Heulen-Mulder, Managing Director	01/28/2016
_____ **Signature of Reporting Person	Date
WPP Luxembourg Gamma Three S.a r.l. By: /s/ Anne Ehrismann, Manager	01/29/2016
_____ **Signature of Reporting Person	Date
By: /s/ Thierry Lenders, Manager	01/29/2016
_____ **Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) These shares were received upon the completion of, and as a result of the merger of Rentrak Corporation ("Rentrak") into Rum Acquisition Corporation, a wholly owned subsidiary of comScore, Inc. on January 29, 2016 (the "Merger"). These shares were received in exchange for 3,037,889 shares of Rentrak common stock that WPP Luxembourg Gamma Three S.a r.l. ("Lux Gamma Three") owned immediately prior to the Merger. On the effective date of the Merger, the closing price of Rentrak's common stock was \$44.47 per share.

(2) These shares are owned directly by Lux Gamma Three, which is a wholly-owned subsidiary of WPP plc that WPP plc owns indirectly through a series of intervening holding companies. WPP plc is an indirect beneficial owner of the reported securities. Lux Gamma Three disclaims beneficial ownership of these shares.

(3) These shares are owned directly by Cavendish Square Holding B.V. ("Cavendish"), which is a wholly-owned subsidiary of WPP plc that WPP plc owns indirectly through a series of intervening holding companies. WPP plc is an indirect beneficial owner of the reported securities. Cavendish disclaims beneficial ownership of these shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.