COMSCORE, INC. Form 3/A March 04, 2016

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

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting

Person *

Engel William E

(Last)

(First)

(Middle)

Statement

(Month/Day/Year)

01/29/2016

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

COMSCORE, INC. [SCOR]

C/O COMSCORE. INC., 11950 DEMOCRACY

DRIVE, 6TH FLOOR

(Street)

4. Relationship of Reporting

Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

02/02/2016

(Check all applicable)

X Director Officer (give title below) (specify below)

10% Owner Other

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

RESTON, VAÂ 20190

(City) (State)

1. Title of Security

(Instr. 4)

(Zip)

2. Amount of Securities Beneficially Owned

(Instr. 4)

3. Ownership

> (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Form: Direct (D) or Indirect

Table I - Non-Derivative Securities Beneficially Owned

Common Stock

48,550 (1)

Â D

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 1473 (7-02)

4.

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

1. Title of Derivative Security

Expiration Date (Month/Day/Year)

2. Date Exercisable and 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

5. Ownership Conversion or Exercise Form of

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Price of Derivative Derivative Security:

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Date Expiration Title Exercisable Date

Amount or Security Number of Shares

Direct (D) or Indirect (I) (Instr. 5)

Reporting Owners

Relationships Reporting Owner Name / Address

Director 10% Owner Officer Other

Engel William E

C/O COMSCORE, INC.

ÂΧ Â 11950 DEMOCRACY DRIVE, 6TH FLOOR

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RESTON, VAÂ 20190

Signatures

/s/ Christiana Lin, Attorney-in-Fact

03/01/2016

**Signature of Reporting Person

Date

Explanation of Responses:

- If the form is filed by more than one reporting person, see Instruction 5(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).
- The incorrect share amount included on the original Form 3 was due to an inadvertent omission of certain holdings in the transition of records following the acquisition of Rentrak Corporation.

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.

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