GOUW RANZETTA THERESIA

Form 4

August 13, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations

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

1(b).

(Last)

(City)

(Print or Type Responses)

may continue.

See Instruction

1. Name and Address of Reporting Person * **GOUW RANZETTA THERESIA**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

COMSCORE, INC. [SCOR]

(Check all applicable)

C/O ACCEL PARTNERS, 428

(First)

(Street)

(State)

08/11/2010

(Middle)

(Zip)

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

Director Officer (give title below)

10% Owner _ Other (specify

UNIVERSITY AVENUE

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

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

PALO ALTO, CA 94301

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

` '	` ′	· · · · Iai	oie i - Non-	-Derivative Se	curiue	es Acqu	iirea, Disposea (or Benefic	iany Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Approx Disposed of (Instr. 3, 4 and	of (D) d 5) (A) or	red (A)	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	(D)	Price			
Common Stock	08/11/2010		J	1,074,320 (5)	D	\$0	3,222,962 (1) (4)	I	By Accel VII L.P.
Common Stock	08/11/2010		J	268,580 (<u>6)</u>	D	\$ 0	805,741 (2)	I	By Accel Internet Fund III L.P.
Common Stock	08/11/2010		J	3,581 <u>(6)</u>	A	\$0	3,581 (2) (4)	I	By Accel Internet Fund III Associates L.P.
Common	08/11/2010		J	132,814	D	\$0	398,442 (3)	I	By Accel

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Stock			<u>(7)</u>			<u>(4)</u>		Investors'99 L.P.
Common Stock	08/11/2010	J	622 (7)	A	\$ 0	622 (8)	I	By Brookline Living Trust

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)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	Execution Date, if		5. onNumber	6. Date Exerc Expiration D	ate	7. Title	nt of	8. Price of Derivative	9. Nu Deriv
Security	or Exercise		any	Code	of D : .:	(Month/Day/	Year)	Under		Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative			Securi		(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration		Number		
						Exercisable	xercisable Date	of			
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
. 9	Director	10% Owner	Officer	Other			
GOUW RANZETTA THERESIA C/O ACCEL PARTNERS 428 UNIVERSITY AVENUE PALO ALTO, CA 94301		X					

Signatures

/s/ Tracy L. Sedlock, Attorney-in-Fact 08/13/2010

**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).

Reporting Owners 2

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- Accel VII Associates L.L.C. ("A7A") is the General Partner of Accel VII L.P. ("A7") and has the sole voting and investment power.
- (1) James W. Breyer, Arthur C. Patterson, Theresia Gouw Ranzetta, James R. Swartz, and J. Peter Wagner are the Managing Members of A7A and share such powers.
- Accel Internet Fund III Associates L.L.C. is the General Partner of Accel Internet Fund III L.P. and has the sole voting and investment power. James W. Breyer, Arthur C. Patterson, Theresia Gouw Ranzetta, James R. Swartz, and J. Peter Wagner are the Managing Members of A7A and share such powers.
- (3) James W. Breyer, Arthur C. Patterson, Theresia Gouw Ranzetta, James R. Swartz, and J. Peter Wagner are the General Partners of Accel Investors '99 L.P. and therefore share the voting and investment powers.
- (4) Each general partner or managing member disclaims beneficial ownership except to the extent of their pecuniary interest therein.
- (5) These shares were transferred without additional consideration to partners in pro rata distributions pursuant to the partnership agreement of Accel VII L.P.
- (6) These shares were transferred without additional consideration to partners in pro rata distributions pursuant to the partnership agreement of Accel Internet Fund III L.P.
- (7) These shares were transferred without additional consideration to partners in pro rata distributions pursuant to the partnership agreement of Accel Investors '99 L.P.
- (8) Theresia Gouw Ranzetta is Trustee of the Brookline Living Trust.

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.