

COMSCORE, INC.

Form 3

June 26, 2007

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**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 *

CVCA, LLC

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

06/26/2007

3. Issuer Name **and** Ticker or Trading Symbol
COMSCORE, INC. [SCOR]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

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

270 PARK AVENUE

(Street)

NEW YORK, NY 10017

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**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.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)Date Expiration
Exercisable Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)Title Amount or
Number of
Shares4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect
(I)
(Instr. 5)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

Series A Preferred Stock	Â (1)	Â (1)	Common Stock	814,293	\$ (5)	D (2) (4)	Â
Series B Preferred Stock	Â (1)	Â (1)	Common Stock	70,226	\$ (6)	D (2) (4)	Â
Series B Preferred Stock	Â (1)	Â (1)	Common Stock	2,690	\$ (6)	D (3) (4)	Â
Series C Preferred Stock	Â (1)	Â (1)	Common Stock	627,200	\$ (7)	D (2) (4)	Â
Series D Preferred Stock	Â (1)	Â (1)	Common Stock	685,964	\$ (8)	D (2) (4)	Â
Series E Preferred Stock	Â (1)	Â (1)	Common Stock	305,712	\$ (9)	D (3) (4)	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CVCA, LLC 270 PARK AVENUE NEW YORK, NY 10017	Â	Â X	Â	Â
JP MORGAN PARTNERS BHCA LP C/O J.P. MORGAN PARTNERS LLC 270 PARK AVENUE, 39TH FLOOR NEW YORK, NY 10017	Â	Â X	Â	Â
JPMP MASTER FUND MANAGER L P C/O JPMORGAN PARTNERS LLC 270 PARK AVENUE, 39TH FLOOR NEW YORK, NY 10017	Â	Â X	Â	Â
JPMP CAPITAL CORP C/O JP MORGAN PARTNERS, LLC 270 PARK AVENUE, 39TH FLOOR NEW YORK, NY 10017	Â	Â X	Â	Â

Signatures

/s/ Ana Capella Gomez-Acebo, Managing
Director

06/26/2007

__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).

(1) The Series A, B, C, D Preferred Shares and Series E Convertible Preferred Shares are immediately exercisable. None of such Series has an expiration date.

(2)

Edgar Filing: COMSCORE, INC. - Form 3

The amount shown represents the beneficial ownership of the Issuer's equity securities by CVCA, LLC. Upon the closing of the Issuer's initial public offering of Common Stock, these shares will automatically convert into Common Stock.

- (3) The amount shown represents the beneficial ownership of the Issuer's equity securities by JPMP BHCA, L.P. Upon the closing of the Issuer's initial public offering of Common Stock, these shares will automatically convert into Common Stock.
- (4) See Table 99.
- (5) The Series A Preferred Stock is convertible on a 1 for 1.162791 basis. Also reflects a 1 for 5 reverse split of common stock.
- (6) The Series B Preferred Stock is convertible on a 1 for 1.983806 basis. Also reflects a 1 for 5 reverse split of common stock.
- (7) The Series C Preferred Stock is convertible on a 1 for 1.512800 basis. Also reflects a 1 for 5 reverse split of common stock.
- (8) The Series D Preferred Stock is convertible on a 1 for 1.124500 basis. Also reflects a 1 for 5 reverse split of common stock.
- (9) The Series E Preferred Stock is convertible on a 1 for 1.000000 basis. Also reflects a 1 for 5 reverse split of common stock.

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.