

Edgar Filing: COMSCORE, INC. - Form SC 13G

COMSCORE, INC.  
Form SC 13G  
February 12, 2008

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. \_\_\_\_\_)

COMSCORE, INC.  
(Name of Issuer)

-----  
Common Stock  
(Title of Class of Securities)  
-----

20564W105  
(CUSIP Number)  
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December 31, 2007  
(Date of Event Which Requires Filing of this Statement)  
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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

/x/ Rule 13d-1(b)  
 / / Rule 13d-1(c)  
 / / Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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 control number.

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1

Names of Reporting Persons  
I.R.S. Identification Nos. of above persons (entities only).

UBS Global Asset Management (Americas) Inc.  
36-3664388

2

Check the Appropriate Box if a Member of a Group (See Instructions)

a / /  
b /x/ See Item 8 of attached schedule.

3

SEC USE ONLY

4

Citizenship or Place of Organization - Delaware

Number of	5. Sole Voting Power	<u>                    </u>
Shares Bene-	6. Shared Voting Power	<u>1,701,156</u>
ficially	7. Sole Dispositive Power	<u>                    </u>
Owned by Each	8. Shared Dispositive Power	<u>1,701,156</u>
Reporting		
Person With:		

9

Aggregate Amount Beneficially Owned by Each Reporting Person  
1,701,156 Shares \*

10

Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11

Percent of Class Represented by Amount in Row (9)  
6.1%

12

Type of Reporting Person (See Instructions)  
IA

\* UBS Global Asset Management (Americas) Inc. disclaims beneficial ownership of such securities.

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1

Names of Reporting Persons  
I.R.S. Identification Nos. of above persons (entities only).

Adams Street Partners, LLC  
36-4395178

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2

Check the Appropriate Box if a Member of a Group (See Instructions)

a / /

b /x/ See Item 8 of attached schedule.  
-----

3

SEC USE ONLY  
-----

4

Citizenship or Place of Organization - Delaware  
-----

Number of	5. Sole Voting Power	_____
Shares Bene-	6. Shared Voting Power	1,701,156
ficially	7. Sole Dispositive Power	_____
Owned by Each	8. Shared Dispositive Power	1,701,156
Reporting		
Person With:		

-----

9

Aggregate Amount Beneficially Owned by Each Reporting Person  
1,701,156 Shares \*

10

Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)  
-----

11

Percent of Class Represented by Amount in Row (9)  
6.1%

12

Type of Reporting Person (See Instructions)

IA  
-----

\* Adams Street Partners, LLC disclaims beneficial ownership of such securities.

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Item 1(a). Name of Issuer:  
COMSCORE, INC.

Item 1(b). Address of Issuer's Principal Executive Offices:  
11465 Sunset Hills Road, Suite 200  
Reston, Virginia 20190  
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Item 2(a) Name of Persons Filing:  
UBS Global Asset Management (Americas) Inc. ("UBS Global Asset Management"), and Adams Street Partners, LLC ("Adams Street")

Item 2(b) Address of Principal Business Office or, if none, Residence:  
UBS Global Asset Management's principal business office is

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located at:

One North Wacker Drive, Chicago, Illinois 60606  
Adams Street's principal place of business is located at:  
One North Wacker Drive, Suite 2200, Chicago, Illinois  
60606-2807

Item 2(c) Citizenship:

Incorporated by reference to Item 4 of the cover pages.

Item 2(d) Title of Class of Securities:

The class of equity security to which the statement relates  
is Common Stock (the "Common Stock") in the amount of  
1,701,156 shares.

Item 2(e) CUSIP Number:

20564W105  
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Item 3. Type of Person Filing:

UBS Global Asset Management is an Investment Adviser  
registered under section 203 of the Investment Advisers Act  
of 1940. Adams Street is an Investment Adviser registered  
under section 203 of the Investment Advisers Act of 1940.  
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Item 4 (a)-(c) (iv). Ownership:

Incorporated by reference to Items 5-11 of the cover pages.  
Reporting persons' beneficial ownership results from  
beneficial ownership of 1,701,156 shares of Common Stock.

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Item 5. Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as  
of the date hereof the reporting person has ceased to be the  
beneficial owner of more than five percent of the class of  
securities, check the following / /.  
-----

Item 6. Ownership of More than Five Percent on Behalf of  
Another Person:

Accounts managed on a discretionary basis by UBS Global Asset  
Management, and subadvised by Adams Street, have the right to  
receive or the power to direct the receipt of dividends from,  
or the proceeds from the sale of, the Common Stock. T. Rowe  
Price Associates provides advice on securities trading.  
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Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company:

[See item 3 above]

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Item 8 Identification and Classification of Members of the Group:

Adams Street is a subadviser to UBS Global Asset Management. UBS Global Asset Management is an indirect wholly-owned subsidiary of UBS AG. T. Rowe Price Associates provides advice on securities trading. Neither UBS Global Asset Management, Adams Street Partners, nor T. Rowe Price affirms the existence of a group within the meaning of Rule 13d-5(b)(1). See Exhibit 1.

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Item 9 Notice of Dissolution of Group:  
Not Applicable

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Item 10 Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 12,2008

UBS GLOBAL ASSET MANAGEMENT (AMERICAS) INC.

By: Mark F. Kemper  
Mark F. Kemper

By: Michael J. Calhoun  
Michael J. Calhoun

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Secretary

Assistant Secretary

ADAMS STREET PARTNERS, LLC

By: Michael J. Jacobs  
Michael J. Jacobs  
Vice President

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EXHIBIT 1  
AGREEMENT TO MAKE A JOINT FILING

UBS Global Asset Management (Americas) Inc., a registered investment adviser, and Adams Street Partners, LLC, a registered investment adviser, each agrees that this Schedule 13G (including all amendments thereto) is filed by and on behalf of each such party.

Date: February 12, 2008

UBS GLOBAL ASSET MANAGEMENT (AMERICAS) INC.

By: Mark F. Kemper  
Mark F. Kemper  
Secretary

By: Michael J. Calhoun  
Michael J. Calhoun  
Assistant Secretary

ADAMS STREET PARTNERS, LLC

By: Michael J. Jacobs  
Michael J. Jacobs  
Vice President

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