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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of report (Date of earliest event reported): January 21, 2021

comScore, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State of incorporation
or organization)

001-33520
(Commission
File Number)

54-1955550
(I.R.S. Employer
Identification Number)

11950 Democracy Drive
Suite 600
Reston, Virginia 20190
(Address of principal executive offices)

(703) 438-2000
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the Registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	SCOR	NASDAQ Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01. Regulation FD Disclosure.

As previously disclosed, comScore, Inc. (the “**Company**”) has entered into separate Series B Convertible Preferred Stock Purchase Agreements with each of Charter Communications Holding Company, LLC, Qurate Retail, Inc., and Pine Investor, LLC (collectively, the “**Purchasers**”) pursuant to which, among other things, at the closing of the transactions contemplated thereby, and on the terms and subject to the conditions set forth therein, the Company will issue and sell to each of the Purchasers shares of Series B Convertible Preferred Stock of the Company (collectively, the “**Transactions**”).

On January 21, 2021, the Company began holding a series of meetings with customers during which the Transactions were discussed. A form of the presentation materials for such meetings is attached hereto as Exhibit 99.1 and is incorporated into this Item 7.01 by reference.

The information in this Item 7.01, including Exhibit 99.1 attached hereto, is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “**Exchange Act**”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, regardless of any general incorporation language in such filing.

Cautionary Statement Regarding Forward-Looking Statements

This Current Report on Form 8-K contains forward-looking statements within the meaning of federal and state securities laws, including, without limitation, the Company’s expectations, plans and opinions regarding the Transactions, the Company’s commercial agreements, future data rights, product innovation, and development of an industry standard or currency. These statements involve risks and uncertainties that could cause actual events to differ materially from expectations, including, but not limited to, changes in the investment or commercial agreement terms, failure to receive any required government authorizations, failure to obtain the requisite shareholder approvals, failure to obtain required consents, delays in closing the Transactions, changes in the Company’s business, external market conditions, the impact of the Covid-19 pandemic and related government mandates, and the Company’s ability to achieve its expected strategic, financial and operational plans. For additional discussion of risk factors, please refer to the Company’s respective Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, and other filings that the Company makes from time to time with the U.S. Securities and Exchange Commission (the “**SEC**”), which are available on the SEC’s website (www.sec.gov).

Investors are cautioned not to place undue reliance on forward-looking statements, which speak only as of the date such statements are made. The Company does not intend or undertake, and expressly disclaims, any duty or obligation to publicly update any forward-looking statements to reflect events, circumstances or new information after the date of this report, or to reflect the occurrence of unanticipated events.

Additional Information and Where to Find it

The Company intends to file a proxy statement (the “**Proxy Statement**”) with the SEC in connection with the solicitation of proxies by the Company in connection with the proposed Transactions. The Company also intends to file other relevant documents with the SEC regarding the proposed Transactions. The definitive Proxy Statement will be mailed to the Company’s shareholders when available. Before making any voting or investment decision with respect to the proposed Transactions, shareholders of the Company are urged to read the definitive Proxy Statement regarding the proposed Transactions (including any amendments or supplements thereto) and other relevant materials carefully and in their entirety when they become available because they will contain important information about the proposed Transactions.

The Proxy Statement, any amendments or supplements thereto and other relevant materials, and any other documents filed by the Company with the SEC, may be obtained once such documents are filed with the SEC free of charge on the SEC’s website at www.sec.gov or free of charge from the Company at www.comscore.com or by directing a request to the Company’s Investor Relations team at press@comscore.com or by calling 646-746-0579.

Participants in the Solicitation

The Company and its executive officers and directors and certain other members of management and employees may, under the rules of the SEC, be deemed to be “participants” in the solicitation of proxies in connection with the Transactions. Information regarding the Company’s directors and executive officers is available in its Proxy Statement

on Schedule 14A for its 2020 Annual Meeting of Stockholders, filed with the SEC on May 29, 2020, and in its Annual Report on Form 10-K for the year ended December 31, 2019, filed with the SEC on February 28, 2020. These documents may be obtained free of charge from the sources indicated above. Other information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the Proxy Statement and other relevant materials relating to the proposed Transactions to be filed with the SEC when they become available.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Customer meeting materials, dated January 21, 2021
101.INS	XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document
101.SCH	Inline XBRL Taxonomy Extension Schema Document
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File - the cover page iXBRL tags are embedded within the Inline XBRL document

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: January 21, 2021

COMSCORE, INC.

By: /s/ Gregory A. Fink

Gregory A. Fink

Chief Financial Officer and Treasurer



OUR VISION FOR 2021 AND BEYOND

Meet Comscore, **REINVENTED**

Bill Livek
CEO & EXECUTIVE
VICE CHAIR

Chris Wilson
CHIEF COMMERCIAL
OFFICER

Today's Agenda

1 Big News

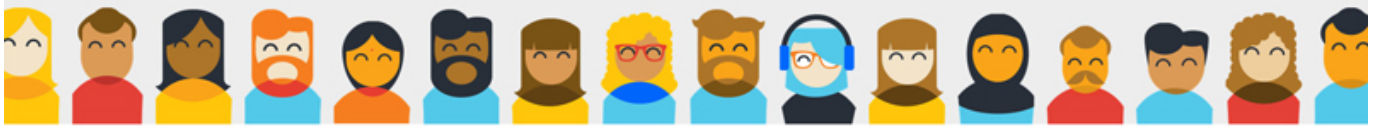
2 Currency, Redefined

3 Focus on Audiences, Impressions and Outcomes

4 What This Means for You

5 Q&A

First, let's talk about our **big news**



A watershed moment for Comscore

Game-changing strategic investment will accelerate the industry's shift to census-based audience and impression measurement through the addition of unmatched data licenses and preferred partnerships.



Charter
COMMUNICATIONS

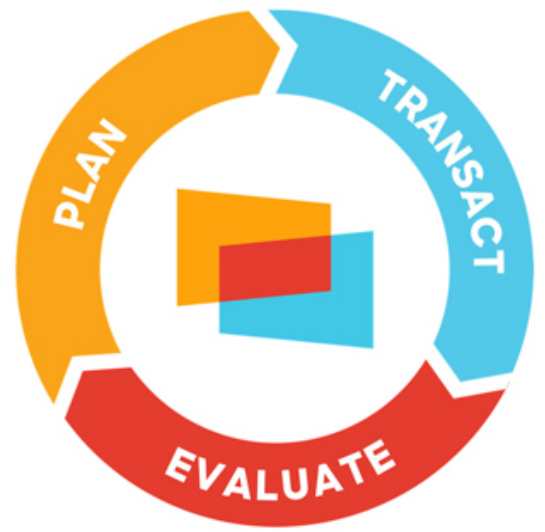


qurate
RETAIL, INC.



cerberus

New deal will power our
closed loop story in 2021



Currency, **Redefined**





MEET COMSCORE, REINVENTED.

For more than a decade, Comscore has been the gold standard for measuring audiences and advertising across platforms. As we enter the next generation of media, **Comscore continues to pave the path to the future, as the industry's trusted impressions- and audience-based currency.**

We are taking a fresh approach to serving our clients, partners, and the industry, in which we will...



INNOVATE

We are building the next generation of audience and advertising solutions.



EXPAND

We are constantly expanding our footprint – across platforms and around the world.



EMPOWER

We are customer-centric and focused on helping our clients succeed in the “new normal.”

With this approach, we are embracing key modern imperatives



AUDIENCES

We've reached a critical juncture where we need to target audiences based on **who they are, what they like and what they do** – with addressability and at scale.



IMPRESSIONS

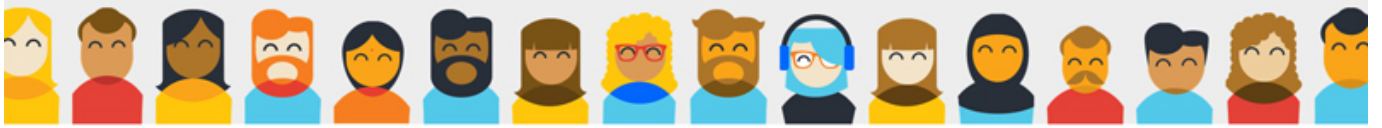
As we head into 2021, impressions-based measurement will be the key to **maximizing the value of inventory** for all media across all platforms.



OUTCOMES

In a fragmented environment, marketers need to be able to determine if their campaigns **reached valuable consumers** across screens and drove **real-world outcomes**.

What this means **for you**



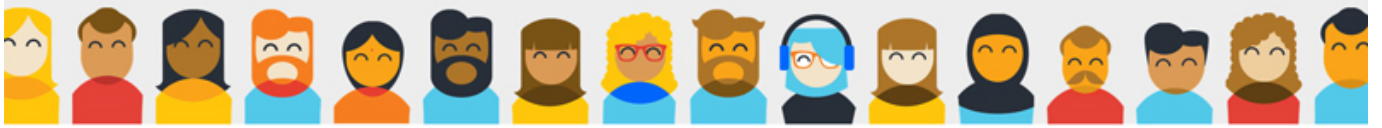


Media will never be the same, and neither will its currency.

As we enter the next generation of media, where agencies and advertisers are taking an audience-centric approach to planning and buying across myriad platforms and requiring impressions to evaluate their success, **it is time we redefine "currency."**

Questions?

Learn more at [Comscore.com/vision](https://comscore.com/vision)



Thank you!

Bill Livek
CEO & EXECUTIVE
VICE CHAIR

Chris Wilson
CHIEF COMMERCIAL
OFFICER

The following information is provided as a requirement on all company communications related to this transaction.

Additional Information and Where to Find It

This communication may be deemed to be solicitation material in respect of the proposed transaction. Comscore intends to file a proxy statement (the "Proxy Statement") with the SEC in connection with the solicitation of proxies by Comscore in connection with the proposed transaction. Comscore also intends to file other relevant documents with the SEC regarding the proposed transaction. The definitive Proxy Statement will be mailed to Comscore's shareholders when available. **Before making any voting or investment decision with respect to the proposed transaction, shareholders of Comscore are urged to read the definitive Proxy Statement regarding the proposed transaction (including any amendments or supplements thereto) and other relevant materials carefully and in their entirety when they become available because they will contain important information about the proposed transaction.** The Proxy Statement, any amendments or supplements thereto and other relevant materials, and any other documents filed by Comscore with the SEC, may be obtained once such documents are filed with the SEC free of charge on the SEC's website at www.sec.gov or free of charge from Comscore at www.comscore.com or by directing a request to Comscore's Investor Relations team at press@comscore.com or by calling 646-746-0579.

No Offer or Solicitation

This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities, or a solicitation of any vote or approval, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

Participants in the Solicitation

Comscore and its executive officers and directors and certain other members of management and employees may, under the rules of the SEC, be deemed to be "participants" in the solicitation of proxies in connection with the proposed transaction. Information regarding Comscore's directors and executive officers is available in its Proxy Statement on Schedule 14A for its 2020 Annual Meeting of Stockholders, filed with the SEC on May 29, 2020, and in its Annual Report on Form 10-K for the year ended December 31, 2019, filed with the SEC on February 28, 2020. These documents may be obtained free of charge from the sources indicated above. Other information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the Proxy Statement and other relevant materials relating to the proposed transaction to be filed with the SEC when they become available.

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