

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 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): March 15, 2016

comScore, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

001-33520

(Commission File Number)

54-1955550

(IRS Employer
Identification No.)

**11950 Democracy Drive
Suite 600
Reston, Virginia 20190**

(Address of principal executive offices, including zip code)

(703) 438-2000

(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

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 (see General Instruction A.2. below):

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))

Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On March 16, 2016, comScore, Inc. (the "Company") received a notice (the "Notice") from The NASDAQ Stock Market LLC ("NASDAQ") stating that because the Company had not yet filed its Annual Report on Form 10-K for the fiscal year ended December 31, 2015 (the "Form 10-K"), the Company is no longer in compliance with NASDAQ Listing Rule 5250(c)(1). Nasdaq Listing Rule 5250(c)(1) requires listed companies to timely file all required periodic financial reports with the Securities and Exchange Commission (the "SEC").

The Notice states that the Company has 60 calendar days to submit to NASDAQ a plan to regain compliance with the NASDAQ Listing Rules. If NASDAQ accepts the Company's plan, then NASDAQ may grant the Company up to 180 days from the prescribed due date for filing the Form 10-K to regain compliance. If NASDAQ does not accept the Company's plan, then the Company will have the opportunity to appeal that decision to a NASDAQ Hearings Panel.

On March 18, 2016, the Company issued a press release announcing its receipt of the Notice and other related events. A copy of the press release is attached as Exhibit 99.1 and is incorporated herein by reference.

Item 8.01. Other Events

As previously disclosed in the Form 12b-25 filed on February 29, 2016, and amended as of March 7, 2016, the Company was unable to file, without unreasonable effort and expense, the Form 10-K because it requires additional time to prepare its financial statements and complete the external audit of those statements included in the Form 10-K. As a result, the Company has not finalized its financial statements pending completion of the review.

The Company is a party to a Credit Agreement, dated as of September 26, 2013, and amended as of June 23, 2014 and June 3, 2015 (the "Credit Agreement"), by and among the Company, certain subsidiaries of the Company, Bank of America, N.A. (the "Administrative Agent"), Suntrust Bank and the

other lenders party thereto (the "Lenders"). The Credit Agreement contains certain customary financial covenants, including a covenant pursuant to Section 7.01(a) of the Credit Agreement, to deliver to the Administrative Agent and the Lenders within 15 days after the date required to be filed with the SEC (without giving effect to any extension permitted by the SEC), the audited financial statements of the Company and its subsidiaries (the "Audited Financial Statements"). Because the Form 10-K was due to be filed with the SEC on February 29, 2016, the Company failed to perform under the covenant of the Credit Agreement when it failed to deliver the Audited Financial Statements to the Administrative Agent and the Lenders by March 15, 2016.

Pursuant to Section 9.01(b)(i) of the Credit Agreement, a failure to perform under the covenant contained in Section 7.01(a) of the Credit Agreement for five days shall constitute an Event of Default, as that term is defined in the Credit Agreement. The Company will not have completed and filed the Audited Financial Statements on March 20, 2016, at which time it may be in default of the Credit Agreement. The Company intends to remedy the noncompliance with the covenant following the completion of the external audit of the financial statements.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

Exhibit No. Description

99.1 Press release dated March 18, 2016

SIGNATURES

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.

comScore, Inc.

By: /s/ Christiana L. Lin

Christiana L. Lin
EVP, General Counsel and Chief Privacy Officer

Date: March 18, 2016

EXHIBIT INDEX

Exhibit No. Description

99.1 Press release dated March 18, 2016



Contact:
Melvin Wesley, III
Chief Financial Officer
comScore, Inc.
(703) 438-2305
mwesley@comscore.com

**comScore, Inc. Receives Expected Notification of Deficiency from NASDAQ
Related to Delayed Annual Report on Form 10-K**

RESTON, VA - March 7, 2016 - [comScore, Inc.](http://www.comscore.com) (NASDAQ: SCOR) previously announced that it was delaying the filing of its Annual Report on Form 10-K for the year ended December 31, 2015.

In connection with the delayed Form 10-K, on March 16, 2016, comScore received a standard notice from NASDAQ stating that comScore is not in compliance with NASDAQ Listing Rule 5250(c)(1), which requires timely filing of periodic financial reports with the Securities and Exchange Commission. The NASDAQ notice has no immediate effect on the listing or trading of comScore's common stock on the NASDAQ Global Select Market. Under NASDAQ's listing rules, comScore has 60 calendar days from the date of the letter to submit a plan to regain compliance. If the plan is accepted, comScore can be granted an exception of up to 180 calendar days from the Form 10-K's original due date, or until August 27, 2016, to regain compliance. comScore expects to submit a plan to regain compliance or file its Form 10-K within the timeline prescribed by NASDAQ.

About comScore

comScore (NASDAQ: SCOR) is the cross-platform measurement company that precisely measures audiences, brands and consumer behavior everywhere. comScore completed its merger with Rentrak Corporation in January 2016 to create the new model for a dynamic, cross-platform world. Built on precision and innovation, our unmatched data footprint combines proprietary digital, TV and movie intelligence with vast demographic details to quantify consumers' multiscreen behavior at massive scale. This approach helps media companies monetize their complete audiences and allows marketers to reach these audiences more effectively. With more than 3,200 clients and global footprint in more than 75 countries, comScore is delivering the future of measurement. For more information on comScore, please visit comscore.com.

Cautionary Statement

This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934 (the "Exchange Act"), including, without limitation, comScore's expectations as to the filing of the Annual Report on Form 10-K for the year ended December 31, 2015 and comScore's expectations as to its ability to submit a satisfactory compliance plan to NASDAQ. These statements involve risks and uncertainties that could cause comScore's actual results to differ materially, including, but not limited to: the discovery of additional information relevant to the internal review; the conclusions of comScore's Audit Committee (and the timing of the conclusions) concerning matters relating to the internal review; the timing of the review by, and the conclusions of, comScore's independent registered public accounting firm regarding the internal review and comScore's financial statements; the risk that the completion and filing of the Annual Report on Form 10-K will take longer than expected; and the risk that comScore will be unable to meet the listing standards for the NASDAQ market.

For a detailed discussion of these and other risk factors, please refer to comScore's Annual Report on Form 10-K for the year ended December 31, 2014 and Quarterly Report on Form 10-Q for the three months ended September 30, 2015 and other filings comScore makes from time to time with the Securities and Exchange Commission (the "SEC"), which are available on the SEC's Web site (<http://www.sec.gov>).

Investors are cautioned not to place undue reliance on our forward-looking statements, which speak only as of the date such statements are made. comScore does not undertake any obligation to publicly update any forward-looking statements to reflect events, circumstances or new information after the date of this press release, or to reflect the occurrence of unanticipated events.