
**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): February 7, 2017

comScore, Inc.

(Exact name of registrant as specified in 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:

- 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 February 6, 2017, comScore, Inc. (the “Company”) received a notification letter, as expected, from the Nasdaq Hearings Panel (the “Panel”) indicating that the Panel had determined to delist the shares of the Company’s common stock from The Nasdaq Global Select Market and, accordingly, would suspend trading in the Company’s common stock effective at the open of business on February 8, 2017. The Company has appealed the decision to the Nasdaq Listing and Hearing Review Council (the “Council”), including a request for a stay of the suspension prior to February 8, 2017, although no assurance can be given that such a stay will occur by that date or that the appeal will be successful in preventing the delisting of the Company’s shares.

As previously reported, the Company is not in compliance with Nasdaq Listing Rule 5250(c)(1), which requires listed companies to timely file all required periodic financial reports with the Securities and Exchange Commission (the “SEC”). On October 25, 2016, the Panel granted the Company’s request for continued listing of its common stock on Nasdaq until February 23, 2017, subject to certain conditions. One of the Panel’s conditions for continued listing required the Company file with the SEC by February 23, 2017 its Annual Report on Form 10-K for the fiscal year ended December 31, 2015 and its Quarterly Reports on Form 10-Q for the quarterly periods ending March 31, 2016, June 30, 2016 and September 30, 2016 (collectively, the “Reports”). The Panel decision also required the Company to notify the Panel immediately in the event that it was determined that the Company would not satisfy the February 23, 2017 deadline, if an event occurred that would substantially jeopardize the Company’s ability to meet that date or if any other significant events occurred before February 23, 2017. As previously disclosed, the Company also is not in compliance with Nasdaq Listing Rule 5620(a), which required the Company to hold an annual meeting of stockholders for fiscal year 2015 by no later than December 31, 2016. On February 2, 2017, the Company informed the Panel of its determination that it would be unable to satisfy the February 23, 2017 deadline for filing the Reports.

Following suspension of trading of the Company’s common stock on The Nasdaq Global Select Market, the Company’s shares will be quoted on the OTC Markets under the trading symbol SCOR. For quotes or additional information on the OTC Markets, you may visit <http://www.otcm Markets.com>.

As the Panel has determined to delist the Company’s shares from The Nasdaq Global Select Market following suspension of trading in the Company’s shares, Nasdaq will complete the delisting by filing a Form 25-NSE (Notification of Removal from Listing and/or Registration under Section 12(b) of the Securities Exchange Act of 1934) with the SEC once the appeal process has concluded. In the event the Company is not successful in its appeal, the Company intends to promptly seek relisting of its common stock on a major exchange once the restatement is complete and all SEC filings are current.

On February 6, 2017, the Company issued press releases announcing the Company’s notification to the Panel of its inability to satisfy the February 23, 2017 deadline and announcing the Company’s receipt of the Panel determination letter, which press releases are attached hereto as Exhibit 99.1 and Exhibit 99.2, respectively, and incorporated by reference herein.

The Company disclaims any intention to update this Current Report on Form 8-K to disclose any further response or action that the Company may take after the filing of this report.

Item 9.01. Financial Statements and Exhibits.**(d) Exhibits.**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated February 6, 2017 regarding comScore Update on Nasdaq Listing
99.2	Press release dated February 6, 2017 regarding comScore Announcement on Anticipated Delisting from Nasdaq

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/ David Chemerow
David Chemerow
Chief Financial Officer

Date: February 7, 2017

EXHIBIT INDEX

**Exhibit
No.**

Description

99.1 Press release dated February 6, 2017 regarding comScore Update on Nasdaq Listing

99.2 Press release dated February 6, 2017 regarding comScore Announcement on Anticipated Delisting from Nasdaq



Contact: Kate Dreyer
comScore, Inc.
(571) 306-6447
press@comscore.com

comScore Provides Update on Nasdaq Listing

RESTON, VA, February 6, 2017—comScore (NASDAQ: SCOR) (“comScore” or the “Company”) today announced that the Company has notified the Nasdaq Hearings Panel (the “Panel”) that the Company will be unable to regain compliance with its Securities and Exchange Act (“SEC”) periodic reporting requirements by the February 23, 2017 deadline set by the Panel.

As previously disclosed, by decision dated October 25, 2016, the Panel determined to provide comScore with conditional listing on the Nasdaq Global Select Market (“Nasdaq”) through February 23, 2017 so as to grant the Company additional time to complete its financial restatement and regain compliance with Nasdaq’s listing requirements.

While comScore has made significant progress toward completing the restatement process, it has determined that the aforementioned deadline will not be met.

The delay primarily relates to the magnitude of work that the Company needs to perform in order to review the Company’s accounting judgments and estimates for transactions that occurred during 2013-2016. Although the Company has made good progress towards this effort, the amount of work, primarily in the revenue area, has taken longer than anticipated. The Company is targeting the summer of 2017 to complete the restatement and become current in filing all of its required SEC periodic reports, although there can be no assurance that the process will be completed by that time.

Gian Fulgoni, co-founder and Chief Executive Officer, commented, “Although we are disappointed that we will not meet Nasdaq’s deadline, we have made significant progress towards the restatement and in strengthening our internal audit and compliance functions. Furthermore, our business fundamentals continue to be strong, underscored by our healthy balance sheet with \$116 million in cash. We are confident in our strategy, our roadmap for innovation, our unique data and technology assets, and in the value we deliver to more than 3,000 clients, all of which we believe will drive long-term growth for our Company.”

As a result of the updated timing, comScore’s common stock may be suspended from trading and delisted from Nasdaq. If the Panel makes such a determination, the Company intends to file an appeal with the Nasdaq Listing and Hearing Review Council (the “Listing Council”) requesting that the Listing Council stay any Panel action to suspend comScore’s listing and consider providing comScore with additional time to complete the restatement process while remaining listed on Nasdaq.

Following a possible suspension of trading in comScore's common stock on Nasdaq, the Company intends that its shares be quoted on the OTC Markets. The Company will continue to work towards completion of the restatement and to regain compliance with its SEC reporting obligations as soon as practicable, at which time the Company will promptly seek to relist its common stock on a major exchange.

About comScore

comScore, Inc. (NASDAQ:SCOR) is a leading 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 current progress and timing objectives regarding completion of its accounting restatement and becoming current in its required filings with the SEC; comScore's inability to file its delinquent required filings with the SEC within the deadline granted by the Panel; any expectation that the Panel will continue to permit comScore's exception to the Nasdaq Listing Rules; the likelihood that comScore's common stock will be delisted from The Nasdaq Global Select Market; and an appeal to the Council on the Panel's decision. 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 Quarterly Reports on Form 10-Q for the quarters ended March 31, 2016, June 30, 2016, and September 30, 2016 and the Annual Report on Form 10-K for the year ended December 31, 2015 will take longer than expected; the risk that the Panel will reconsider the terms of the deadline granted; and pending litigation and possibility of further legal proceedings adverse to comScore resulting from the restatement or related matter; the costs associated with the restatement; recent changes in comScore's management; a possible delisting of comScore's common stock from The Nasdaq Global Select Market; and the Council's determination on whether to review the Panel's decision.

The risks included above are not exhaustive. 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.





Contact: Kate Dreyer
comScore, Inc.
(571) 306-6447
press@comscore.com

comScore Announces Anticipated Delisting From Nasdaq Effective February 8, 2017

Company to be traded on OTC Market as final stages of re-audit are completed

RESTON, Va., Feb 6, 2017 – comScore (NASDAQ: SCOR) today announced that, as expected, it received notice from the Nasdaq Hearings Panel (the “Panel”) that the Panel had determined to delist the shares of comScore common stock from the Nasdaq Global Select Market and suspend trading in comScore shares effective at the open of business on February 8, 2017. The Panel’s determination was made in connection with comScore’s non-compliance with Securities and Exchange Act (“SEC”) filing requirements, as set forth in Listing Rule 5250(c)(1). comScore has appealed the decision to the Nasdaq Listing and Hearing Review Council, including a request for a stay of the suspension prior to Wednesday, February 8, 2017, although no assurance can be given that such a stay will occur by that date or that the appeal will be ultimately successful thereafter.

As previously disclosed, the Panel, in a decision dated October 25, 2016, determined to provide comScore with conditional listing on Nasdaq through February 23, 2017 to provide comScore with additional time to complete its financial restatement and regain compliance with Nasdaq’s filing requirement. While comScore has made significant progress toward completing the restatement process, it has been determined that the aforementioned deadline will not be met. In the event comScore is not successful in its appeal, comScore intends to promptly seek relisting of its common stock on a major exchange once the restatement is complete and all SEC filings are current. The Company is targeting the Summer of 2017 to complete the restatement and be current with all of its SEC filings, although there can be no assurance that the process will be completed by that time.

Following the suspension of trading of the Company’s common stock on Nasdaq, comScore’s common shares will be quoted on the OTC Market until such time as comScore becomes current in its reporting obligations with the SEC and seeks to relist the common stock on a national exchange. The common shares will continue to trade under the symbol [SCOR]. For quotes or additional information on the OTC Market, please visit <http://www.otcm Markets.com>.

Gian Fulgoni, co-founder and CEO, commented, “While we are disappointed with the pending delisting, our growth prospects remain robust. We have an extensive portfolio of valuable services that are needed by our more than 3,000 clients and we compete in fast-growing markets. We remain focused on measuring what matters for our clients to make audiences, consumer behavior and advertising more valuable for our clients – across all platforms. We are confident that we have the right strategy and team in place to execute on our Company’s exciting vision.”

David Chemerow, Chief Financial Officer also stated, “If we are not successful with our appeal, we will seek to relist our common stock on a major exchange as soon as we have met our filing requirements, but as always we remain committed to continued communication with our shareholders. In the near future,

Gian and I plan to update the investor community on our strategic direction and product roadmap, and once we are current with our filings we look forward to providing further details on our financial performance and outlook.”

About comScore

comScore, Inc. (NASDAQ:SCOR) is a leading 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 current progress and timing objectives regarding completion of its accounting restatement and becoming current in its required filings with the SEC; comScore’s inability to file its delinquent required filings with the SEC within the deadline granted by the Panel; any expectation that the Panel will continue to permit comScore’s exception to the Nasdaq Listing Rules; the likelihood that comScore’s common stock will be delisted from The Nasdaq Global Select Market; and an appeal to the Council on the Panel’s decision. 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 Quarterly Reports on Form 10-Q for the quarters ended March 31, 2016, June 30, 2016, and September 30, 2016 and the Annual Report on Form 10-K for the year ended December 31, 2015 will take longer than expected; the risk that the Panel will reconsider the terms of the deadline granted; and pending litigation and possibility of further legal proceedings adverse to comScore resulting from the restatement or related matter; the costs associated with the restatement; recent changes in comScore’s management; a possible delisting of comScore’s common stock from The Nasdaq Global Select Market; and the Council’s determination on whether to review the Panel’s decision.

The risks included above are not exhaustive. 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.

