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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, DC 20549

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**FORM 8-K**

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

**Date of Report (Date of earliest event reported): December 5, 2016**

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**comScore, Inc.**

(Exact name of registrant as specified in its charter)

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**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)

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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))
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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

**(b)**

On December 5, 2016, Dr. Magid Abraham, a Class III member of the board of directors (the “Board”) of comScore, Inc. (the “Company”) and the Company’s co-founder, notified the Company of his resignation from the Board effective immediately. Dr. Abraham’s resignation was not because of any disagreement with the Company known to an executive officer of the Company on any matter relating to the Company’s operations, policies or practices. The Company thanks Dr. Abraham for his service to the Company, particularly as its co-founder, former chief executive officer and former chairman of the Board.

The Company issued the press release attached hereto as Exhibit 99.1 disclosing Dr. Abraham’s resignation.

**Item 9.01. Financial Statements and Exhibits**

**(d) Exhibits.**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated December 5, 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: December 5, 2016

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**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated December 5, 2016



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

### **Dr. Magid Abraham Resigns as Director of comScore**

**RESTON, VA, December 5, 2016** – comScore (NASDAQ: SCOR) today announced that co-founder Dr. Magid Abraham has resigned from its board of Directors.

Dr. Abraham is now heavily engaged in his capacity as Executive Chairman of APX Labs, a World Economic Forum Technology Pioneer, that is dedicated to increasing manufacturing productivity by delivering real time, task specific information to industrial workers while preserving the full use of their hands, increasing their skills, speed and work quality. His responsibilities, along with his engagement with other growth and startup companies and his continuing research and lecturing work at the Stanford Graduate School of Business, limit his ability to continue to contribute to the comScore board at the level to which he aspires.

“Magid’s vision and innovative energy have helped comScore reach its leading industry position. The company and its board are grateful for his leadership over the years,” said Bill Henderson, Chairman of comScore’s board. “He has led with passion for excellence, integrity, and continued innovation, helping the company achieve its industry leading position in media measurement. We wish him continued success in building other industry-leading companies.”

“I will always be proud of the 17 years I have spent at comScore, and the great people that have helped build the company’s success. comScore is now a poised for a new phase of growth measuring the whole media landscape, and has all the talent, assets and roadmap for continued success,” said Dr. Abraham. “Personally, I am tremendously excited at the opportunity to help change another industry and the new intellectual challenges it represents. I am thankful for the experience I have had at comScore and will continue to be inspired by its accomplishments.”

Gian Fulgoni, comScore’s co-founder and CEO, said: “I’ve spent the better part of 25 years of my career building world-class information companies in partnership with Magid and I have the greatest admiration for his unique innovative skills and passion for excellence. Magid has long been a prolific inventor of new analytical applications in the information technology arena and I have no doubt that he will bring the same creative genius to APX Labs that he brought to comScore. We will miss him but I wish him every success in this new chapter of his distinguished career.”

#### **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](http://comscore.com).