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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

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**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): August 3, 2011**

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**comScore, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation)

**000-1158172**

(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))
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### **Item 1.01. Entry into a Material Definitive Agreement**

On August 3, 2011, comScore, Inc., a Delaware corporation (the “Company” or “comScore”), entered into a definitive Agreement and Plan of Merger (the “Merger Agreement”) with AdXpose, Inc., a Delaware corporation (“AdXpose”), CS Ad Solutions, LLC, a Delaware limited liability company and wholly owned subsidiary of comScore (“Merger Sub”), Draper Associates, L.P., a California limited partnership, Draper Fisher Jurvetson Fund IX, L.P., a Cayman Islands exempted limited partnership, Draper Fisher Jurvetson Partners IX, LLC, a California limited liability company, and Draper Fisher Jurvetson Fund IX, L.P., as Stockholder Representative. Pursuant to the Merger Agreement, on the Closing Date (as defined in the Merger Agreement), AdXpose will be merged with and into Merger Sub, with Merger Sub will continue as the surviving corporation and a wholly owned subsidiary of comScore (the “Merger”). The Merger Agreement and the transactions contemplated thereby were approved by the boards of directors of comScore and AdXpose, and approved by AdXpose’s stockholders. Closing of the Merger remains subject to customary closing conditions.

The aggregate purchase price to be paid by comScore for all of the outstanding equity securities of AdXpose is anticipated to be approximately \$22 million of which approximately 90% will be paid with unregistered shares of the Company’s common stock, and the remainder to be paid in shares of comScore common stock pursuant to comScore’s 2007 Equity Incentive plan and cash. The number of shares of comScore common stock to be issued pursuant to the Merger will be calculated based the average closing sales price of comScore’s common stock as quoted on the NASDAQ Global Market for the five (5) consecutive trading days prior to the third (3<sup>rd</sup>) trading day prior to the Closing Date.

Shares of comScore’s common stock representing an aggregate value of approximately \$4 million upon Closing will be withheld from the consideration initially distributed to the AdXpose stockholders and will be deposited into an escrow fund as security for the indemnification obligations of AdXpose’s stockholders under the Merger Agreement as well as any amounts owed by the stockholders due to post-closing adjustments. Any escrowed amount not paid to comScore will be released to the AdXpose stockholders as follows: fifty percent (50%) on the one-year anniversary of the Closing and any remaining amount on the two-year anniversary of closing.

The foregoing description of the Merger Agreement does not purport to be complete and is qualified in its entirety by reference to the Merger Agreement. The Merger Agreement contains customary representations and warranties made by and to the parties thereto as to specific dates. The assertions embodied in those representations and warranties are qualified by information contained in confidential disclosure schedules that the parties exchanged in connection with negotiating the terms of the Merger Agreement. Accordingly, investors and comScore stockholders should not rely on such representations and warranties as characterizations of the actual state of facts or circumstances, since they were only made as of the date of the Merger Agreement and are modified in important part by the underlying disclosure schedules. Moreover, information concerning the subject matter of such representations and warranties may change after the date of the Merger Agreement, which subsequent information may or may not be fully reflected in comScore’s public disclosures. In addition, certain representations and warranties may be subject to a contractual standard of materiality different from what might be viewed as material to stockholders, or may have been used for the purpose of allocating risk between the respective parties rather than establishing matters as facts. For the foregoing reasons, no person should rely on the representations and warranties as statements of factual information at the times they were made or otherwise.

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**Item 7.01 Regulation FD.**

On August 3, 2011, comScore issued a press release announcing the execution of the Merger Agreement, a copy of which is furnished herewith as Exhibit 99.1 .

The information provided in Item 7.01 of this Current Report on Form 8-K and in the attached Exhibit 99.1 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, except as shall be expressly set forth by specific reference in such a filing.

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

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release of comScore issued on August 3, 2011 announcing the entry into an Agreement and Plan of Merger for the acquisition of AdXpose, Inc. by comScore, Inc.*

\* This Exhibit is being furnished, not filed, with this Current Report on Form 8-K. Accordingly, this Exhibit will not be incorporated by reference into any other filing made by the Company with the Securities and Exchange Commission unless specifically identified therein as being incorporated by reference.

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**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: August 3, 2011

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## EXHIBIT INDEX

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FOR IMMEDIATE RELEASE

Contact: Andrew Lipsman  
comScore, Inc.  
(312) 775-6510  
press@comscore.com

**comScore to Acquire AdXpose, a Leader in Ad Verification, Optimization and Brand Safety**

***Acquisition Improves comScore's End-to-End Media Planning and Ad Effectiveness Measurement Capabilities***

**RESTON, VA, August 3, 2011** — comScore, Inc. (NASDAQ: SCOR), a leader in measuring the digital world, today announced a definitive agreement to acquire AdXpose®, the market-leading verification and optimization company, for total consideration of \$22 million in a primarily stock-based transaction. Headquartered in Seattle with offices in New York, AdXpose provides advertisers and publishers with greater transparency and confidence in the quality, safety, and performance of their digital advertising campaigns by allowing them to verify and optimize billions of campaign data points captured in real-time. The actionable optimization metrics captured by AdXpose solutions help its customers realize increased ROI, more profitable margins, and measurable ad effectiveness.

“We are excited to welcome the AdXpose team to comScore,” said Dr. Magid Abraham, comScore President & CEO. “In just a few short years, AdXpose has demonstrated clear technology leadership with their leading ad verification and optimization analytics solutions, which are highly complementary to comScore’s existing ad effectiveness product suite. Through the integration of these capabilities, comScore will be able to further its mission to develop the most comprehensive end-to-end suite of digital advertising analytics. With audience-buying becoming increasingly prevalent in digital media planning today, there is a growing demand for analytical tools that enable greater transparency and accountability in ad delivery. The AdXpose technology will enable comScore to bring this important dimension of advertising effectiveness to its clients.”

“The AdXpose team is thrilled to join comScore to help take our ad verification and optimization solutions to the next level,” said Kirby Winfield, AdXpose President & CEO. “comScore is at the center of the digital media planning universe, and in our view this business combination represents the most effective way to introduce our capabilities to a much broader footprint of advertisers and agencies. In addition, the ability to leverage comScore’s existing ad effectiveness capabilities will allow us to bring new value to the campaign planning and verification process.”

comScore expects the transaction to close in approximately two weeks, subject to customary closing conditions, and does not anticipate a meaningful impact on revenue in 2011.

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**About AdXpose**

AdXpose® is the leader in digital advertising analytics solutions. The company's SaaS technology provides advertisers and publishers with greater transparency and confidence in the quality, safety, and performance of their digital advertising campaigns. The actionable optimization metrics captured by AdXpose® solutions help its customers realize increased ROI, more profitable margins, and measurable ad effectiveness. AdXpose® is headquartered in Seattle, WA, with offices in New York City, and is backed by Draper Fischer Jurvetson and Ignition Partners.

**About comScore**

comScore, Inc. (NASDAQ: SCOR) is a global leader in measuring the digital world and preferred source of digital business analytics. comScore helps its clients better understand, leverage and profit from the rapidly evolving digital marketing landscape by providing data, analytics and on-demand software solutions for the measurement of online ads and audiences, media planning, website analytics, advertising effectiveness, copy-testing, social media, search, video, mobile, cross-media, e-commerce, and a broad variety of emerging forms of digital consumer behavior. comScore services, which now include the product suites of recent acquisitions Nedstat, Nexius XPlore, ARSGroup and Certifica, are used by more than 1,800 clients around the world, including global leaders such as AOL, Baidu, BBC, Best Buy, Carat, Deutsche Bank, ESPN, Facebook, France Telecom, Financial Times, Fox, Microsoft, MediaCorp, Nestle, Starcom, Terra Networks, Universal McCann, Verizon Services Group, ViaMichelin and Yahoo!. For more information, please visit [www.comScore.com](http://www.comScore.com).

**Cautionary Note Regarding Forward-Looking Statements**

This 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, including, but not limited to, comScore's expectations regarding the impact and benefits of the acquisition of AdXpose, financial or otherwise; comScore's expectations regarding the growth, opportunities and favorability of the market for digital advertising analytics; and comScore's expectations as to the integration of AdXpose's products and customer base with its existing products. These statements involve risks and uncertainties that could cause actual results to differ materially, including, but not limited to: the impact of integrating AdXpose's business and products into comScore's business and products; the possibility that the digital advertising analytics market does not grow and develop as expected; comScore's ability to retain customers of AdXpose; the risk of integration difficulties from the AdXpose; comScore's ability to grow its existing customer base and develop new products; the expected strength of comScore's business and client demand for comScore's products; the future quality of client relationships and resulting renewal rates; expectations of customer growth; and expectations of sales growth.

For a detailed discussion of these and other risk factors, please refer to comScore's Quarterly Report on Form 10-Q for the period ended March 31, 2011, Annual Report on Form 10-K for the period ended December 31, 2010 and from time to time other filings with the Securities and Exchange Commission (the "SEC"), which are available on the SEC's Web site (<http://www.sec.gov>).

Stockholders of comScore 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.