# 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): April 28, 2011**

# comScore, Inc.
(Exact name of registrant as specified in its charter)

| **Delaware** | **000-1158172** | **54-1955550** |
|---|---|---|
| (State or other jurisdiction of incorporation) | (Commission File Number) | (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):

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 2.02. Results of Operations and Financial Condition.**

Attached hereto as Exhibit 99.1 and incorporated by reference herein is financial information for comScore, Inc. (the “Company”) for the three month period ended March 31, 2011 as well as forward-looking statements relating to the second quarter ending June 30, 2011 and full year ending December 31, 2011 as presented in a press release issued on May 2, 2011.

The information in this Item 2.02, 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, as amended (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, as amended (the “Securities Act”), or the Exchange Act, regardless of any general incorporation language in such filing.

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

**(e)** On April 28, 2011, the Compensation Committee of the Company’s Board of Directors approved certain amendments to the Company’s 2011 Executive Compensation Bonus Policy. A summary of the amended and restated 2011 Executive Compensation Bonus Policy following such actions taken by the Compensation Committee is filed herewith as Exhibit 10.1 and is incorporated herein by reference.

*Forward Looking Statements*

This Item 5.02 contains forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act, including, without limitation, the Company’s expectations regarding the payments of performance-based bonuses to certain of the Company’s named executive officers. These statements involve risks and uncertainties, including, but not limited to, the uncertainty associated each named executive officer’s respective performance and the performance of the Company as a whole. For a detailed discussion of other risks, please refer to the Company’s 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 the Company are cautioned not to place undue reliance on the Company’s forward-looking statements, which speak only as of the date such statements are made. The Company does not undertake any obligation to publicly update any forward-looking statements to reflect events, circumstances or new information after the date of this filing, or to reflect the occurrence of unanticipated events.

**Item 9.01. Financial Statements and Exhibits**

**(d) Exhibits.**

| Exhibit No. | Description |
|---|---|
| 10.1 | Summary of Amended and Restated 2011 Executive Compensation Bonus Policy |
| 99.1 | Press release dated May 2, 2011 announcing first quarter 2011 financial results |

## 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: May 2, 2011

## EXHIBIT INDEX

| Exhibit No. | Description |
|---|---|
| 10.1 | Summary of Amended and Restated 2011 Executive Compensation Bonus Policy |
| 99.1 | Press release dated May 2, 2011 announcing first quarter 2011 financial results |

**Exhibit 10.1**

## Summary of 2011 Amended and Restated Executive Compensation Bonus Policy

On April 28, 2011, the Compensation Committee (the "Committee") of the Board of Directors of comScore, Inc. (the "Company"), with input from its outside compensation consultant, approved certain amendments to the Company's 2011 Executive Compensation Bonus Policy. Based on these amendments, the Company's 2011 Executive Compensation Bonus Policy is amended and restated as follows:

*Salary and Bonus Policy for Magid M. Abraham, Ph.D and Gian M. Fulgoni*

On March 15, 2011, the Committee approved the payment of stock to Dr. Abraham and Mr. Fulgoni in lieu of cash salary for the period from March 1, 2011 through December 31, 2011. The stock, to the extent earned, would be issued as soon as practicable following the end of the Company's 2011 fiscal year and would be fully vested at the time it is issued. The amount of stock to be issued would have a value at time of issuance equal to the amount of salary foregone by Dr. Abraham and Mr. Fulgoni between March 1, 2011 through December 31, 2011 based on the closing price of Company common stock as reported on the NASDAQ Global Market at the time of issuance. The amount of salary foregone by each of Dr. Abraham and Mr. Fulgoni for such period is expected to be $393,100 and $343,000, respectively. To the extent that each of Dr. Abraham and Mr. Fulgoni are liable for employee withholding taxes, such amount shall reduce the net amount of shares ultimately issued to each officer, respectively.

Also on March 15, 2011, the Committee approved 2011 short-term and long-term bonus target and maximum levels for each of Magid M. Abraham and Gian M. Fulgoni as follows:

| | Value of Short-Term Performance-Based Bonus Level for Annual Performance at Time of Award | | Value of Long-Term Performance-Based Bonus Level for Annual Performance at Time of Award | |
|---|---|---|---|---|
| **Name and Principal Position** | **Target** | **Maximum** | **Target** | **Maximum** |
| Magid M. Abraham, Ph.D.<br>*President, Chief Executive Officer and Director* | $471,750 | $707,625 | $1,179,000 | $1,768,500 |
| Gian M. Fulgoni<br>*Executive Chairman of the Board of Directors* | 311,400 | 467,100 | 795,800 | 1,193,800 |

The bonuses to each of Dr. Abraham and Mr. Fulgoni were originally intended to be granted, if earned, in the form of restricted stock in first quarter 2012 based on the closing price of Company common stock as reported on the NASDAQ Global Market at the time of grant.

On April 28, 2011, the Committee determined to award the amounts otherwise payable in restricted stock for Dr. Abraham's and Mr. Fulgoni's respective salary and bonus arrangements discussed above in the form of restricted stock units to maximize the Company's ability to deduct such amount for income tax purposes. Each of Dr. Abraham and Mr. Fulgoni were awarded unvested restricted stock units based on a value per share of $29.43, the closing price of the Company's common stock as reported on the NASDAQ Global Market at the time of grant, representing the maximum possible award for each of foregone cash salary and short- and long-term performance-based bonuses, as follows:

| | Foregone Salary | | Short-Term Performance-Based Bonus | | Long-Term Performance-Based Bonus | |
|---|---|---|---|---|---|---|
| **Name and Principal Position** | **Restricted Stock Units** | **Value at Time of Award** | **Restricted Stock Units** | **Value at Time of Award** | **Restricted Stock Units** | **Value at Time of Award** |
| Magid M. Abraham, Ph.D.<br>*President, Chief Executive Officer and Director* | 13,357 | $393,100 | 24,044 | $707,625 | 60,091 | $1,768,500 |
| Gian M. Fulgoni<br>*Executive Chairman of the Board of Directors* | 11,654 | $343,000 | 15,871 | $467,100 | 40,564 | $1,193,800 |

The restricted stock units representing the foregone cash salaries of each of Dr. Abraham and Mr. Fulgoni shall vest on January 1, 2012, subject to their continued employment through such date; *provided*, *however*, that to the extent the value of the restricted stock units on December 31, 2011 exceeds the salary foregone based on the then-closing price of the Company's common stock as reported on the NASDAQ Global Market, such number of restricted stock units representing the value of shares in excess of the foregone salary shall not vest and shall immediately forfeit to the Company. To the extent the value of the restricted stock units awarded to each named executive officer for foregone cash salary is less than the actual amount of salary foregone based on the closing price of the Company's common stock as reported on the NASDAQ Global Market on December 31, 2011, the Company shall award additional shares of common stock representing the shortfall.

The restricted stock units representing the short-term bonus of each of Dr. Abraham and Mr. Fulgoni shall vest as to the value of the short-term bonus earned by each such named executive officer as determined by the Committee and based on the closing price of the Company's common stock as reported on the NASDAQ Global Market at the time of determination. To the extent the value of the restricted stock units based on the closing price of the Company's common stock as reported on the NASDAQ Global Market at the time of determination exceeds the awarded short-term bonus at the time such determination is made, such number of restricted stock units representing the value of shares in excess of the short-term bonus shall not vest and shall immediately forfeit to the Company. To the extent the value of the restricted stock units awarded to each named executive officer for short-term bonus are less than the awarded bonus based on the closing price of the Company's common stock as reported on the NASDAQ Global Market at the time of determination, the Company shall award additional shares of common stock representing the shortfall.

The restricted stock units representing the long-term bonus of each of Dr. Abraham and Mr. Fulgoni shall vest as to the value of the long-term bonus earned by each such named executive officer as determined by the Committee and based on the closing price of the Company's common stock as reported on the NASDAQ Global Market at the time of determination. To the extent the value of the restricted stock units based on the closing price of the Company's common stock as reported on the NASDAQ Global Market at the time of determination exceeds the awarded long-term bonus at the time such determination is made, such number of restricted stock units representing the value of shares in excess of the long-term bonus shall not become eligible to vest and shall immediately forfeit to the Company. To the extent the value of the restricted stock units awarded to each named executive officer for long-term bonus are less than the awarded bonus based on the closing price of the Company's common stock as reported on the NASDAQ Global Market at the time of determination, the Company shall award additional shares of common stock representing the shortfall. One-quarter of the number of shares of the that are determined to be eligible for vesting with respect to their long-term bonus shall vest immediately upon the date of determination, and one-quarter of the shares eligible to vest would vest annually thereafter beginning on the first anniversary of the date of determination until all the shares eligible to vest have vested, subject to continued employment through each of the vesting dates.

In all cases, each of Dr. Abraham and Mr. Fulgoni must remain employed through the date that short- and long-term bonus amounts are designated in order to vest in any portion of the awards. The Committee, in its sole discretion, retains the right to amend, supplement, supersede or cancel the bonus program for any reason, and reserves the right to determine whether and when to pay out any awards, regardless of the achievement of the performance targets.

*Form of Bonus Payable to Kenneth J. Tarpey, Gregory T. Dale and Christiana L. Lin*

The Committee has approved 2011 short-term and long-term bonus target and maximum levels for each of Kenneth J. Tarpey, Gregory T. Dale and Christiana L. Lin as follows:

| | Value of Short-Term Performance-Based Bonus Level for Annual Performance at Time of Award | | Value of Long-Term Performance-Based Bonus Level for Annual Performance at Time of Award | |
|---|---|---|---|---|
| **Name and Principal Position** | **Target** | **Maximum** | **Target** | **Maximum** |
| Kenneth J. Tarpey<br>*Chief Financial Officer* | $98,438 | $147,656 | $295,313 | $442,969 |
| Gregory T. Dale<br>*Chief Operating Officer* | 58,000 | 87,000 | 174,000 | 261,000 |
| Christiana L. Lin<br>*Executive Vice President, General Counsel and Chief Privacy Officer* | 66,250 | 99,375 | 198,750 | 298,125 |

The Company anticipates that each of the short-term and long-term bonus awards to Messrs. Tarpey and Dale and Ms. Lin, if earned, will be issued in the form of restricted stock issued during the first quarter of 2012 based on each executive’s actual performance and will be valued based on the closing price of the Company’s common stock as reported on the NASDAQ Global Market on the date of grant.

Shares to be issued with respect to the short-term performance-based stock bonus awards will be fully vested upon the grant date. One-quarter of the number of shares that become eligible to vest with respect to the long-term performance-based stock bonus awards to each named executive officer would vest immediately upon the grant date, and the one-quarter of the shares eligible to vest would vest annually thereafter beginning on the first anniversary of the grant date until the full amount of the award is vested, subject to continued employment through each of the vesting dates.

In all cases, recipients must remain employed through the date that bonus awards are granted in order to earn the awards. The Committee, in its sole discretion, retains the right to amend, supplement, supersede or cancel the bonus program for any reason, and reserves the right to determine whether and when to pay out any awards, regardless of the achievement of the performance targets.

# comScore Reports First Quarter 2011 Results

***First quarter revenue grows 47% year-over-year***

***First quarter non-GAAP adjusted EBITDA increases 46% year-over-year***

***First quarter non-GAAP EPS reaches $0.24 per share***

RESTON, VA — May 2, 2011 — comScore, Inc. (NASDAQ: SCOR), a leader in measuring the digital world, today announced financial results for the first quarter 2011.

In the first quarter of 2011, comScore achieved quarterly revenue of $53.0 million, which was an increase of 47% over the first quarter of 2010. GAAP loss before income taxes was ($2.5) million in the first quarter of 2011 and GAAP net loss was ($0.3) million, or ($0.01) per basic and diluted share. Non-GAAP net income in the first quarter of 2011 was $7.7 million, a 54% increase over the first quarter of 2010, and represented $0.24 per diluted share. Adjusted EBITDA was $9.9 million in the first quarter of 2011, an increase of 46% from adjusted EBITDA of $6.8 million in the first quarter of 2010.

Dr. Magid Abraham, comScore’s president and chief executive officer said, “With record revenue and strong overall first quarter results, the year is off to a good start. Deferred revenues grew by 42% from the first quarter of 2010 and reached a record level of $73.3 million, while free cash flow was a new quarterly record of $13.5 million. International revenue grew 97% over first quarter 2010 and now represents 23% of our total revenue. We added 55 net new customers during the quarter, and we continued to enjoy healthy renewal rates and strong revenue growth among our existing and new customers.

“We are pleased with the business momentum we are seeing and the integration of the acquisitions we made in the second half of 2010 are proceeding well. In particular, we are excited about our recent launch of our highly differentiated web analytics tool, Digital Analytix, that has received an enthusiastic customer reception.”

**First Quarter 2011 Financial and Business Summary**
(Dollars in millions, except per share data)

| | 1Q11 | 1Q10 | Change |
|---|---|---|---|
| Revenue | $ 53.0 | $ 36.1 | 46.8% |
| GAAP (Loss) Income Before Income Taxes | $ (2.5) | $ 1.3 | NM |
| GAAP Net (Loss) Income | $ (0.3) | $ 0.2 | NM |
| GAAP EPS | $ (0.01) | $ 0.01 | NM |
| Adjusted EBITDA* | $ 9.9 | $ 6.8 | 45.6% |
| Adjusted EBITDA Margin* | 18.7% | 18.8% | -0.5% |
| Non-GAAP Net Income* | $ 7.7 | $ 5.0 | 54.0% |
| Non-GAAP EPS* | $ 0.24 | $ 0.16 | 50.0% |
| Operating Cash Flow | $ 15.1 | $ 14.8 | 2.0% |
| Free Cash Flow* | $ 13.5 | $ 13.1 | 3.1% |
| Deferred Revenue | $ 73.3 | $ 51.5 | 42.3% |
| Subscription Revenue | $ 44.8 | $ 30.9 | 45.0% |
| Project Revenue | $ 8.2 | $ 5.2 | 57.7% |
| Existing Customer Revenue | $ 45.0 | $ 32.3 | 39.3% |
| New Customer Revenue | $ 8.0 | $ 3.8 | 110.5% |
| International Revenue | $ 12.4 | $ 6.3 | 96.8% |
| Customer Count | 1,807 | 1,349 | 34.0% |

* A complete reconciliation of GAAP to non-GAAP historical results is set forth in the attachment to this press release.

**Financial Outlook**

Dr. Abraham concluded, “With continued business momentum we are increasingly confident in our full year performance. As such we are increasing our anticipated full-year revenue growth to a range of 35% to 37% over 2010. We believe that with our expanding product portfolio and geographic footprint, we have considerably expanded our market opportunity and we plan to invest revenue upside in our long-term growth while still delivering healthy profitability on a full-year basis. Over the longer term, we believe our widened portfolio of best-in-breed products positions us to achieve strong top-line growth that we will be able to leverage with scale to further enhance our profitability.”

comScore’s expectations for the second quarter of 2011 are outlined in the table below:

| | |
|---|---|
| GAAP Revenue | $57.2 million to $58.0 million |
| GAAP (loss) before income taxes | ($5.6) million to ($6.4) million |
| Adjusted EBITDA* | $10.0 million to $10.8 million |
| Estimated fully-diluted shares | 32.6 million |

comScore’s expectations for full year 2011 are outlined in the table below:

| | |
|---|---|
| GAAP Revenue | $236.2 million to $239.7 million |
| GAAP (loss) before income taxes | ($3.2) million to ($5.8) million |
| Adjusted EBITDA* | $50.5 million to $53.1 million |
| Estimated fully-diluted shares | 32.7 million |

* Reconciliations of GAAP to non-GAAP measures are set forth in the attachment to this press release.

Due to the high variability and difficulty in predicting certain items that affect GAAP net income, such as tax rates and stock price, comScore is unable to provide a complete reconciliation of Adjusted EBITDA to net income (loss) on a forward-looking basis without unreasonable efforts. However, a reconciliation of forward-looking Adjusted EBITDA to GAAP income (loss) before income taxes is set forth in the attachment to this press release.

**Conference Call Information:**

Management will provide commentary on the company's results in a conference call on Monday, May 2, 2011 at 5:00 pm ET.

The conference call and replay can be accessed by telephone and webcast as follows:

**Call-in Number**: 888-679-8018, Pass code 62072661
(International) 617-213-4845, Pass code 62072661

**Replay Number**: 888-286-8010, Pass code 89718758
(International) 617-801-6888, Pass code 89718758

Webcast (live and replay): http://ir.comscore.com/events.cfm

**About comScore**

comScore, Inc. (NASDAQ: SCOR) is a global leader in measuring the digital world and preferred source of digital business analytics. For more information, please visit http://www.comscore.com/companyinfo.

**Non-GAAP Financial Measures**

comScore reports all financial information required in accordance with generally accepted accounting principles (GAAP). comScore believes, however, that evaluating its on-going operating results will be enhanced if it also discloses certain non-GAAP information because it is useful to understand comScore's performance, as it excludes non-cash and other charges that many investors believe may obscure comScore's on-going operating results.

For example, comScore uses non-GAAP revenue and non-GAAP net income, which excludes stock-based compensation, amortization of acquired intangible assets, impairment of marketable securities, costs from acquisitions and restructurings, the non-cash deferred tax provision, litigation costs and gains and the purchase accounting impact on acquired deferred revenue. Nexius and Nedstat recorded deferred revenue related to past transactions for which revenue would have been recognized in future periods as revenue recognition criteria were satisfied. Purchase accounting for the acquisition requires comScore to record acquired deferred revenue to its current fair value. As a result, in post-acquisition reporting periods, the Company does not recognize the full amount of this revenue that otherwise would have been recognized by Nexius and Nedstat as independent companies. comScore has and will adjust for the effect of the deferred revenue adjustment in non-GAAP revenue and non-GAAP net income to reflect the full amount of this impact and help investors evaluate the intrinsic profitability of the business under steady state revenue accounting. comScore also reports non-GAAP EPS (diluted), which uses non-GAAP net income in lieu of GAAP net income in calculating earnings per share.

In addition, comScore believes that adjusted EBITDA is a useful measure for investors to use to evaluate its operating performance. Adjusted EBITDA comprises non-GAAP net income further adjusted to exclude the cash tax provision, depreciation, interest income (expense), net and costs and benefits not associated with ongoing operations, such as acquisition and litigation related costs and gains. A reconciliation of comScore’s GAAP results to these non-GAAP measures is included in the financial tables accompanying this release.

The company believes that adjusted EBITDA is an important indicator of the company’s operational strength and the performance of its business because it provides a link between profitability and operating cash flow. Adjusted EBITDA is also widely used by investors and analysts as a supplemental measure to evaluate the overall operating performance of companies in comScore’s industry. comScore’s management also uses adjusted EBITDA extensively as a measure of operating performance because it does not include the impact of items not directly resulting from its core operations. Moreover, the company’s management uses the measure for planning purposes, to allocate resources and to evaluate the effectiveness of the company’s business strategies and management’s performance.

The company believes that excluding certain costs from non-GAAP net income and EPS and from adjusted EBITDA provides a meaningful indication to investors of the expected on-going operating performance of the company. Specifically as it relates to acquisitions and restructurings, the exclusion of these costs reflects the expected benefits realized or to be realized upon the integration of acquired entities into comScore, and the realized benefits of the restructurings.

comScore’s management also uses free cash flow as a non-GAAP measure of the company’s operating cash flow less cash expenditures for capital spending and acquisition-related costs as a key indicator of the company’s operating cash flow performance net of these expenditures.

Whenever comScore uses such historical non-GAAP financial measures, it provides a reconciliation of historical non-GAAP financial measures to the most closely applicable GAAP financial measure. Investors are encouraged to review the related GAAP financial measures and the reconciliation of these historical non-

GAAP financial measures to their most directly comparable GAAP financial measure included in the financial tables accompanying this release. Although the company provides a reconciliation of historical non-GAAP financial measures, due to the high variability and difficulty in predicting certain items that affect net income, such as tax rates and stock price, comScore is unable to provide a complete reconciliation of adjusted EBITDA to net income on a forward-looking basis without unreasonable efforts. However, a reconciliation of forward-looking adjusted EBITDA to GAAP income (loss) before income taxes is set forth in the attachment to this press release.

These non-GAAP financial measures do not reflect a comprehensive system of accounting, differ from GAAP measures with the same captions and may differ from non-GAAP financial measures with the same or similar captions that are used by other companies. The use of certain non-GAAP financial measures requires management to make estimates and assumptions regarding amounts of assets and liabilities and the amounts of revenue and expense during the reporting periods. Significant estimates and assumptions are inherent in the analysis and the measurement of certain elements of non-GAAP financial measures such as the impact of purchase accounting on acquired deferred revenue and the amortization of deferred contract costs associated with acquired deferred revenue. comScore bases its estimates on historical experience and assumptions that it believes are reasonable. Actual results could differ from those estimates.

**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, including, without limitation, comScore's expectations regarding the continued growth of its customer base, both organically and through acquisitions; expectations regarding continued record financial performance; expectations regarding the increased impact of international sales; expectations as to customer renewal rates; expectations as to the growth of subscription-based products resulting increased deferred revenue balances; expectations regarding the customer reception, impact and financial benefits of certain products, including Digital Analytix; expectations regarding the integration and development of new products; expectations regarding acquisitions and the resulting impacts, opportunities and benefits to comScore; expectations regarding product portfolio, geographic footprint and market opportunity expansion opportunities; expectations regarding investment in long-term growth; expectations and forecasts of future financial performance, including related growth rates and components thereof; and assumptions related to the market and economic environment and assumptions related to growth for the second quarter and the full year 2011. These statements involve risks and uncertainties that could cause our actual results to differ materially, including, but not limited to: comScore's ability to generate strong revenue and margin growth in future periods; comScore's ability to retain existing large customers, including those gained through acquisitions, and obtain new large customers; risks related to the domestic and global economies and the effects they may have on comScore, its industry or its customers; comScore's ability to manage its growth, including through acquisitions; the impact of changes in foreign currency exchange rates and comScore's potential exposure; the unanticipated costs of asserting and defending comScore's intellectual property rights; the impact of a change in methodology stemming from acquisitions or the development of new products; comScore's ability to sell new or additional products and attract new customers; comScore's ability to sell additional subscription-based products to customers; comScore's ability to successfully operate in international markets; comScore's ability to sell additional products and services to existing customers; limitations over comScore's control of certain variables in financial forecasts such as its stock price and the resulting effect on its tax rates; and the volatility of quarterly results and expectations.

For a detailed discussion of these and other risk factors, please refer to comScore's 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.

**Contact:**
Kenneth Tarpey
Chief Financial Officer
comScore, Inc.
(703) 438-2305
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comScore, Inc.
Condensed Consolidated Statements of Operations
(dollars in thousands, except share and per share data)

| | Three Months Ended March 31, 2011 | Three Months Ended March 31, 2010 |
|---|---|---|
| | (unaudited) | |
| Revenues | $ 52,952 | $ 36,139 |
| Cost of revenues (excludes amortization of intangible assets resulting from acquisitions shown below) (1) | 17,139 | 10,359 |
| Selling and marketing (1) | 18,169 | 12,718 |
| Research and development (1) | 7,899 | 5,047 |
| General and administrative (1) | 10,318 | 6,206 |
| Amortization of intangible assets resulting from acquisitions | 1,994 | 507 |
| Total expenses from operations | 55,519 | 34,837 |
| (Loss) income from operations | (2,567) | 1,302 |
| Interest and other (expense) income, net | (89) | 114 |
| Gain (loss) from foreign currency | 150 | (117) |
| (Loss) income before income taxes | (2,506) | 1,299 |
| Income tax benefit (provision) | 2,172 | (1,070) |
| Net(loss) income | $ (334) | $ 229 |
| Net(loss) income available to common stockholders per common share: | | |
| Basic | $ (0.01) | $ 0.01 |
| Diluted | $ (0.01) | $ 0.01 |
| Weighted -average number of shares used in per share calculation — common stock | | |
| Basic | 31,656,904 | 30,630,461 |
| Diluted | 31,656,904 | 31,475,136 |

(1) Amortization of stock-based compensation is included in the line items above as follows:

| | 2011 | 2010 |
|---|---|---|
| Cost of revenues | $ 462 | $ 230 |
| Selling and marketing | 1,953 | 1,219 |
| Research and development | 431 | 264 |
| General and administrative | 2,678 | 961 |

comScore, Inc.
Condensed Consolidated Balance Sheets
(dollars in thousands)

| | March 31, 2011 | December 31, 2010 * |
|---|---|---|
| Assets | | |
| Current assets: | | |
| Cash and cash equivalents | $ 41,080 | $ 33,736 |
| Accounts receivable, net of allowances of $1,181 and $725, respectively | 47,562 | 54,269 |
| Prepaid expenses and other current assets | 11,072 | 8,391 |
| Deferred tax assets | 6,712 | 6,701 |
| Total current assets | 106,426 | 103,097 |
| Long-term investments | 2,877 | 2,819 |
| Property and equipment, net | 27,478 | 28,637 |
| Other non-current assets | 1,155 | 733 |
| Long-term deferred tax assets | 11,712 | 11,316 |
| Intangible assets, net | 49,451 | 50,260 |
| Goodwill | 87,742 | 86,217 |
| Total assets | $286,841 | $ 283,079 |
| Liabilities and stockholders' equity | | |
| Current Liabilities: | | |
| Accounts payable | $ 6,408 | $ 5,588 |
| Accrued expenses | 15,791 | 15,297 |
| Deferred revenues | 71,591 | 70,611 |
| Deferred rent | 911 | 941 |
| Deferred tax liability | — | 132 |
| Capital lease obligations | 4,731 | 4,659 |
| Total current liabilities | 99,432 | 97,228 |
| Deferred rent, long-term | 7,797 | 8,019 |
| Deferred tax liability, long-term | — | 744 |
| Capital lease obligations, long-term | 6,983 | 7,959 |
| Other long-term liabilities | 3,437 | 3,297 |
| Total liabilities | 117,649 | 117,247 |
| Stockholders' equity: | | |
| Common stock | 32 | 32 |
| Additional paid-in capital | 218,162 | 216,895 |
| Accumulated other comprehensive income | 4,593 | 2,166 |
| Accumulated deficit | (53,595) | (53,261) |
| Total stockholders' equity | 169,192 | 165,832 |
| Total liabilities and stockholders' equity | $286,841 | $ 283,079 |

* Information derived from the audited Consolidated Financial Statements

comScore, Inc.
Condensed Consolidated Statements of Cash Flows
(dollars in thousands)

| | Three Months Ended March 31, 2011 | Three Months Ended March 31, 2010 |
|---|---|---|
| | (unaudited) | |
| Operating Activities: | | |
| Net (loss) income | $ (334) | $ 229 |
| Adjustments to reconcile net (loss) income to net cash provided by operating activities: | | |
| Depreciation | 3,101 | 1,619 |
| Amortization of intangible assets resulting from acquisitions | 1,994 | 507 |
| Provisions for bad debts | 295 | 17 |
| Stock-based compensation | 5,524 | 2,676 |
| Amortization of deferred rent | (263) | (219) |
| Amortization of bond premium | — | 112 |
| Deferred tax (benefit) provision | (1,189) | 811 |
| Loss on asset disposal | 8 | 1 |
| Changes in operating assets and liabilities: | | |
| Accounts receivable | 6,856 | 3,802 |
| Prepaid expenses and other current assets | (3,015) | 189 |
| Accounts payable, accrued expenses, and other liabilities | 1,787 | 1,168 |
| Deferred revenues | 358 | 3,478 |
| Deferred rent | (1) | 365 |
| Net cash provided by operating activities | 15,121 | 14,755 |
| Investing activities: | | |
| Acquisitions, net of cash acquired | — | (16,788) |
| Sales and maturities of investments | — | 12,754 |
| Purchase of property and equipment | (1,578) | (1,689) |
| Net cash (used in) provided used in investing activities | (1,578) | (5,723) |
| Financing activities: | | |
| Proceeds from the exercise of common stock options | 190 | 608 |
| Repurchase of common stock | (5,372) | (2,910) |
| Principal payments on capital lease obligations | (1,163) | (90) |
| Net cash used in financing activities | (6,345) | (2,392) |
| Effect of exchange rate changes on cash | 146 | (294) |
| Net (decrease) increase in cash and cash equivalents | 7,344 | 6,346 |
| Cash and cash equivalents at beginning of period | 33,736 | 58,284 |
| Cash and cash equivalents at end of period | $ 41,080 | $ 64,630 |

Reconciliation of GAAP revenue to non-GAAP Revenue
(dollars in thousands)

| | Three Months Ended March 31, 2011 | Three Months Ended March 31, 2010 |
|---|---|---|
| | (unaudited) | |
| Revenue | $ 52,952 | $ 36,139 |
| Purchase accounting impact on acquired deferred revenue | 1,300 | — |
| Non-GAAP Revenue | $ 54,252 | $ 36,139 |

Reconciliation from Income before income taxes to Non-GAAP Net Income and Adjusted EBITDA
(dollars in thousands, except per share amounts)

| | Three Months Ended March 31, 2011 | Three Months Ended March 31, 2010 |
|---|---|---|
| | (unaudited) | |
| **(Loss) income before income taxes** | $ (2,506) | $ 1,299 |
| Deferred tax benefit (provision) | 1,189 | (811) |
| Current cash tax benefit (provision) | 983 | (259) |
| **Net(loss) income** | (334) | 229 |
| Purchase accounting impact on acquired deferred revenue | 1,300 | — |
| Amortization of acquired intangibles | 1,994 | 507 |
| Stock-based compensation (1) | 5,524 | 2,674 |
| Costs related to acquisitions and restructuring | 137 | 799 |
| Costs related to litigation | 225 | — |
| Deferred tax (benefit) provision | (1,189) | 811 |
| **Non-GAAP net income** | 7,657 | 5,020 |
| Current cash tax (benefit) provision | (983) | 259 |
| Depreciation | 3,101 | 1,619 |
| Interest Exp (income), net | 105 | (83) |
| **Adjusted EBITDA** | 9,880 | 6,815 |
| Adjusted EBITDA margin (%) | *19%* | *19%* |
| EPS (diluted) | $ (0.01) | $ 0.01 |
| Non-GAAP EPS (diluted) | $ 0.24 | $ 0.16 |
| Weighted -average number of shares used in per share calculation — common stock | | |
| GAAP EPS (diluted) | 31,656,904 | 31,475,136 |
| Non-GAAP EPS (diluted) | 32,332,536 | 31,475,136 |

(1) The three months ended March 31, 2011 and 2010 includes $1.3 million and $0.0 million, respectively, related to market-based performance equity grants.

Reconciliation from GAAP Operating Cash Flow to Free Cash Flow
(dollars in thousands)

| | Three Months Ended March 31, 2011 | Three Months Ended March 31, 2010 |
|---|---|---|
| | (unaudited) | |
| Net cash provided by operating activities | $ 15,121 | $ 14,755 |
| Purchase of property and equipment | (1,578) | (1,689) |
| Free cash flow | $ 13,543 | $ 13,066 |

Reconciliation from Income before income taxes to Adjusted EBITDA (Guidance)
(dollars in thousands)
Forecasted amounts for the three and twelve months ended June 30, and December 31, 2011 are based on the mid-points of the range of guidance provided herein
The three and twelve months ended June 30, and December 31, 2010 reflect reported results

| | Three Months Ended June 30, 2011 | Three Months Ended June 30, 2010 | Full Year December 31, 2011 | Full Year December 31, 2010 |
|---|---|---|---|---|
| | (unaudited) | | (unaudited) | |
| Revenue | $ 57,600 | $ 41,962 | $ 238,000 | $ 174,999 |
| Purchase accounting impact on acquired deferred revenue | 300 | — | 1,600 | 3,888 |
| **Revenues** | 57,900 | 41,962 | 239,600 | 178,887 |
| | | | | |
| **(Loss) income before income taxes** | $ (6,000) | $ 1,811 | $ (4,500) | $ (1,753) |
| Purchase accounting impact on acquired deferred revenue | 300 | — | 1,600 | 3,888 |
| Amortization of acquired intangibles | 2,000 | 658 | 7,900 | 4,534 |
| Stock-based compensation | 5,400 | 3,489 | 21,600 | 17,774 |
| Costs related to acquisitions and restructuring | 300 | 1,176 | 1,200 | 5,421 |
| Costs related to litigation | 5,100 | — | 10,300 | — |
| Depreciation | 3,200 | 1,867 | 13,300 | 8,422 |
| Interest (income) expense, net | 100 | (27) | 400 | (7) |
| **Adjusted EBITDA** | $ 10,400 | $ 8,974 | $ 51,800 | $ 38,279 |
| Adjusted EBITDA margin (%) | *18%* | *21%* | *22%* | *22%* |