

**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): July 21, 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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b) Departure of Certain Officers

On July 21, 2016, Dr. Magid Abraham, co-founder and Executive Chairman of the Board of Directors (the "Board") of comScore, Inc. (the "Company") notified the Company that he was resigning from his named executive officer role as Executive Chairman of the Board of Directors effective immediately. Dr. Abraham is not resigning as a member of the Board, and remains a Class I director with term expiring at the Company's annual meeting of stockholders in 2018. The Company thanks Dr. Abraham for his many years of service as an executive officer of the Company.

Item 7.01. Regulation FD Disclosure.

Attached hereto as Exhibit 99.1 and incorporated by reference herein is a press release regarding the event described in Item 5.02 of this Current Report on Form 8-K as issued by the Company on July 22, 2016.

Disclaimer of Filing

Except as otherwise indicated in this Current Report on Form 8-K, the information in this Item 7.01 is furnished pursuant to Item 7.01 and shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section. This Current Report on Form 8-K will not be deemed an admission as to the materiality of any information in the Report that is required to be disclosed solely by Regulation FD.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
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99.1	Press release dated July 22, 2016
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Forward Looking Statements

This Current Report on Form 8-K contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Exchange Act, including, without limitation, comScore's expectations as to Dr. Abraham's continued role on the Board and otherwise with the Company.

The statements are based on management's current expectations, estimates and projections, are not guarantees of future outcomes or performance, and are subject to certain risks, uncertainties and other factors, some of which are beyond the Company's control and are difficult to predict, including, but not limited to, future strategic decisions as to management that may involve Dr. Abraham and Dr. Abraham's future participation on the Board.

The forward-looking statements contained in this Form 8-K are also subject to other risks and uncertainties, including those described in the Company's Annual Report on Form 10-K for the period ended December 31, 2014, the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2015 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 disclosure, or to reflect the occurrence of unanticipated events.

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: July 25, 2016

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
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99.1	Press release dated July 22, 2016
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FOR IMMEDIATE RELEASE

Contact: Kate Dreyer

comScore, Inc.
571-306-6647
press@comscore.com

Dr. Magid Abraham Resigns as Executive Chairman of the comScore Board of Directors

Will Remain on Board Through 2018

RESTON, VA, July 22, 2016 – comScore (NASDAQ: SCOR) today announced that co-founder Dr. Magid Abraham has resigned as executive chairman of the comScore board of directors. He will remain on the comScore board through the remainder of his term, which expires in 2018.

Dr. Abraham will focus his efforts as the recently appointed Executive Chairman of APX Labs and his work as a visiting scholar at the Stanford Graduate School of Business. He is also an active angel investor for technology startups.

“Magid’s vision and energy were central to building comScore into the leading technology company it is today, and it is with deep gratitude that we thank him for his longstanding leadership on the comScore board of directors,” said Bill Henderson, Lead Independent Director. “From its founding, he has led comScore with passion and integrity, creating a company that has become the world’s leading digital measurement provider. We look forward to his continued contributions as a member of the comScore board and support him devoting more of his energy to building the next generation of technology leaders.”

“I’ve always challenged my team to be brave and explore new opportunities, and so it’s fitting that I take my own advice and commit my energy to new projects and the mentoring of new technologists and entrepreneurs,” said Dr. Abraham. “I’m incredibly proud of what we’ve built at comScore and believe strongly in the future we’ve charted.”

“Magid and I founded comScore because we knew we could build a successful business by leveraging new technologies and recruiting incredibly talented people to measure and understand the impact of digital media and commerce,” said Gian Fulgoni, co-Founder and Chairman Emeritus. “Today, comScore is a global leader,

measuring cross platform audiences and advertising across digital and television. We've far exceeded the original vision of comScore, and today we are powerfully focused on the future while leveraging the many unique assets that comScore holds. Magid's legacy is powering the future of media measurement."

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.