

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 14A

(Rule 14a-101)

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-11(c) or §240.14a-2

COMSCORE, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.
 - (1) Title of each class of securities to which transaction applies:
 - (2) Aggregate number of securities to which transaction applies:
 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):
 - (4) Proposed maximum aggregate value of transaction:
 - (5) Total fee paid:
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
 - (1) Amount Previously Paid:

- (2) Form, Schedule or Registration Statement No.:
- (3) Filing Party:
- (4) Date Filed:

Explanatory Note:

comScore, Inc. (the “Company”) prepared the attached written materials to accompany oral discussions to be held with certain stockholders relating to the Company’s proposal to approve on an advisory basis the compensation awarded to its named executive officers in 2014, which proposal is to be voted on at the Company’s 2015 Annual Meeting of Stockholders to be held on July 21, 2015.

The Company encourages all stockholders to review the proxy statement made available on June 8, 2015 relating to such meeting.

Additional Materials:

comScore 2014 Executive Compensation

William Henderson, Chairman, Compensation Committee

July, 2015

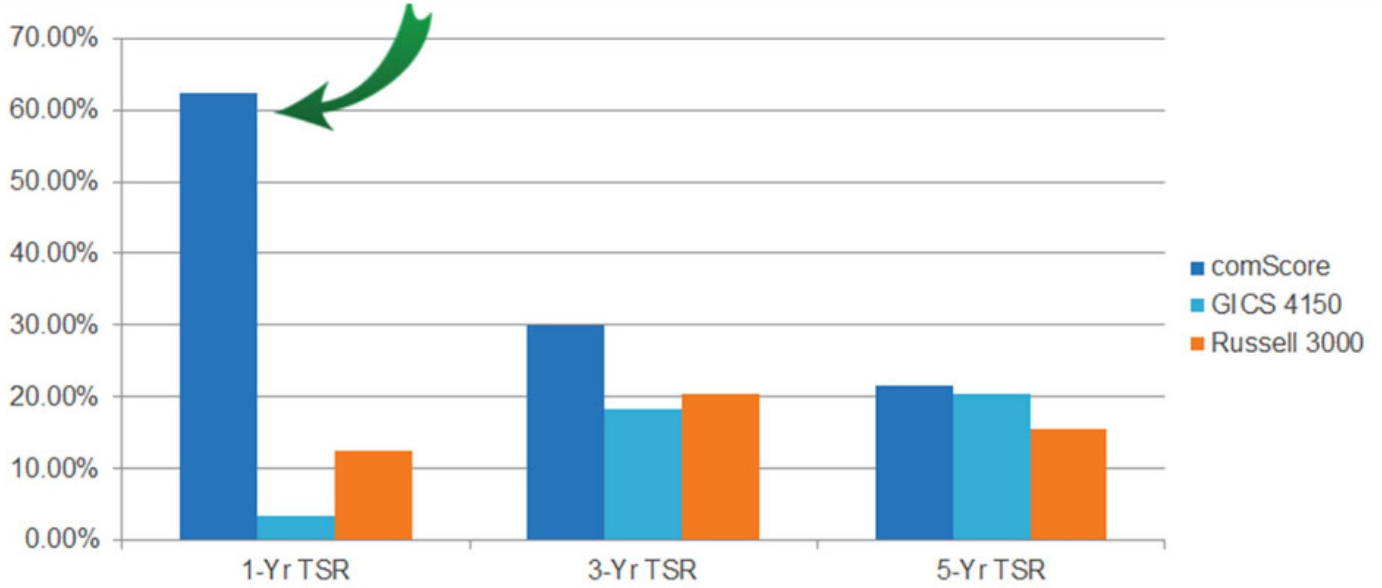


For info about the proprietary technology used in comScore products, refer to http://comscore.com/About_comScore/Patents

Background

- On July 21, 2015, SCOR will have its annual shareholder meeting.
 - Each year, we conduct a Say-on-Pay advisory vote regarding the compensation of our executives.
- Today, we would like to provide you our executive compensation philosophy, explain how it has shaped the design of our 2014 Executive Compensation program, and highlight our recent financial performance so that you have the necessary context to cast your Say-on-Pay vote.

Corporate Financial Performance has been Strong



18-month Stock Price Growth Validates Compensation Program

Date	Closing Stock Price
December 31, 2013	\$28.61
March 1, 2014	\$31.62
December 31, 2014	\$46.43
March 1, 2015	\$51.59
June 30, 2015	\$53.26

During 2014, our share price grew from \$28.61 per share (on December 31, 2013) to \$46.43 per share (on December 31, 2014), representing a 62% increase.



Market Based Awards Established to Promote Further Aggressive Growth

Stock Price Target (per share)	% Increase Over Baseline Stock Price*	% of Stock Options Shares that Become Exercisable	% of RSU Award Shares that Vest
\$48.00	25%	66%	48%
\$50.00	30%	10%	10%
\$55.00	43%	14%	22%
\$60.00	56%	10%	20%

* Baseline Stock Price = 30 day average stock price immediately prior to date of grant

Key Plan Features:

- Awards earned **ONLY** if aggressive stock price targets of 25%-56% achieved
- Consistent with market practice, stock price target is achieved **ONLY** if stock price averages at target for a 30-day period
- Stock price targets and vesting bear in mind that the stock had already appreciated by over 60% in the 12 months prior to the award.....

Other Stats

More than 89% of CEO compensation is performance based (including market-based award)

- Our targets were consistent with measures promised to investors
- The company significantly overperformed against these measures, resulting in a CEO performance-based stock award that was 184% against target
- Market capitalization grew by 60% in 2014 in spite of a 2% decrease in shares outstanding
- To earn the awards, market capitalization would have to grow an additional 25%-56% against the baseline set on the grant award date.
- The grant date fair value of our of the market-based grant for our CEO was valued at \$8.5M in options, and \$4.5M in RSUs (or \$13M total), which would be earned when the market capitalization for the company achieves market capitalization growth of between \$322M and \$726M (assuming a constant outstanding share count)

Our Request Today

BOTTOM LINE:

- Compensation program is **HEAVILY** performance-oriented
- Financial performance has been **STRONG**



As a result, our program has provided for high compensation upon achievement of aggressive financial and stock performance

- If you haven't voted, we ask for your support on our fiscal 2015 Say-On-Pay proposal
- If you have voted against, we ask that you recast your vote in favor of our Say-On-Pay proposal

THANK YOU

Questions

