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): August 4, 2014

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

Delaware	001-33520	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 June 30, 2014 as well as forward-looking statements relating to the third quarter ending September 30, 2014 and full year ending December 31, 2014 as presented in a press release issued on August 5, 2014.

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.

Appointment of Chief Financial Officer

On August 5, 2014, the Company issued a press release announcing that Mel Wesley, age 43, has been hired as the Company's Chief Financial Officer ("CFO"), effective as of August 29, 2014. Mr. Wesley will assume the role of the Company's principal financial officer and principal accounting officer.

As previously announced by the Company in a Current Report on Form 8-K filed May 8, 2014, Kenneth J. Tarpey, the Company's current CFO, principal financial officer and principal accounting officer, intended to depart his position with the Company as of the filing date of the Company's quarterly report on Form 10-Q for the quarter ended June 30, 2014 (but in no event later than August 15, 2014) (the "Departure Date Date"). Mr. Tarpey and the Company have agreed to postpone the Departure Date until Mr. Wesley joins comScore on August 29. Mr. Tarpey has also agreed to assist with transitioning the position and duties of the chief financial officer.

Prior to joining the Company, Mr. Wesley most recently served as Chief Financial Officer of Mandiant Corporation, a privately-held provider of advanced endpoint security products and security incident response management solutions, from January 2013 until Mandiant's acquisition by FireEye in December 2013. Prior to Mandiant, Mr. Wesley served as Chief Financial Officer of OPNET Technologies, a publicly traded company that provided application and network performance solutions, from December 2004 until OPNET's acquisition by Riverbed Technology in December 2012. Mr. Wesley also served as Corporate Controller for OPNET from June 2004 through November 2004. Prior to that, Mr. Wesley served as Corporate Controller of SteelCloud, Inc. and as Assistant Controller for Learning Tree International, Inc., both publicly traded companies in the technology sector. Mr. Wesley holds a B.S. in Accounting and an M.B.A. from George Mason University and is licensed as a Certified Public Accountant in Virginia.

A copy of the press release announcing Mr. Wesley's appointment is attached hereto as Exhibit 99.2.

Employment Offer Letter with Mel Wesley

In connection with Mr. Wesley's appointment as the CFO, the Company entered into an Employment Offer Letter Agreement with Mr. Wesley dated August 4, 2014 (the "Offer Letter"). Under the terms of the Offer Letter, as approved by the compensation committee (the "Compensation Committee") of the board of directors of the Company, Mr. Wesley will be paid a base salary of $320,000 per year. Mr. Wesley will also be eligible for the Company's standard benefits programs.

Pursuant to the Offer Letter, the Compensation Committee has authorized the grant of restricted stock units for 10,000 shares of the Company to Mr. Wesley in connection with his initial hiring. One-third (1/3) of the number of shares subject to the restricted stock unit award shall vest on August 15, 2015, and one-third (1/3) of the number of shares subject to the restricted stock unit award would vest annually thereafter on the anniversary until all such shares have vested on August 15, 2017. The vesting is subject to Mr. Wesley's continued status as a service provider of the Company at the time of each vesting date.

Pursuant to the Offer Letter, Mr. Wesley will also be eligible to participate in the Company's 2014 Executive Compensation Bonus Policy. The incentive awards consist of two potential awards, a short-term incentive ("STI") award payable in restricted stock and a long-term incentive ("LTI") award payable in restricted stock units, both of which shall be awarded as determined by the Compensation Committee in February 2015. The restricted stock and restricted stock units issued will be based on the value of the Company's common stock as reported on the NASDAQ Global Select Market upon the closing of the date of grant. Mr. Wesley must remain employed through the date that the Compensation Committee makes its determinations to earn the awards.

Both of the STI and the LTI awards will be based on performance relative to certain Company-wide revenue and Adjusted EBITDA targets as well as certain management-based objectives specific to Mr. Wesley, all of which are approved by the Compensation Committee. Each of the Company-wide revenue and Adjusted EBITDA targets represent 37.5% of the total award calculation and the management-based objectives represent 20% of the total award calculation. Adjusted EBITDA is a financial metric not calculated in accordance with U.S. generally accepted accounting principles ("GAAP"). For further description of how the Company defines Adjusted EBITDA, the limitations of its use, and a reconciliation to the most directly-comparable GAAP-based financial metric, see the Company's Quarterly Report on Form 10-K for the year ended December 31, 2013.

The target value of the STI award is 75% of Mr. Wesley's base annual salary. The STI award shall be fully vested on the date of issuance.

The LTI award consists of both a performance-based and a time-based component. The performance-based LTI award is based on a target value of $450,000 subject to achievement of performance against the goals indicated and will vest in three equal installments starting with the date of grant and then annually thereafter, subject in each case to Mr. Wesley's continued employment. The time-based LTI award is a value of $300,000 subject to Mr. Wesley's continued employment at the time of award and will vest in three equal installments starting with the date of grant and then annually thereafter, subject in each case to Mr. Wesley's continued employment.

Change of Control and Severance Agreement

The Offer Letter also provides that Mr. Wesley shall be a party to the Company's form of change of control and severance agreement for executive officers (the "Change of Control and Severance Agreement"). The Change of Control and Severance Agreement has a three-year initial term with automatic one-year renewals thereafter, and an automatic 12-month extension following the date of a change in control (as such term is defined in the Change of Control and Severance Agreement) of the Company.

The Change of Control and Severance Agreement provides that if the Company terminates Mr. Wesley's employment without cause (as such term is defined in the Change of Control and Severance Agreement), or Mr. Wesley resigns from such employment for good reason (as such term is defined in the Change of Control and Severance Agreement), then, subject to his compliance with certain post-employment covenants, he would be eligible to receive (i) payment of all accrued but unpaid vacation, expense reimbursements, wages and other benefits due under the Company's plans, policies and arrangements; (ii) reimbursement of COBRA premiums (or an equivalent cash distribution if his severance period exceeds the permitted COBRA participation period) until the earlier of the expiration of his severance period or the date that he becomes covered under a similar plan; and (iii) the following salary payment, depending on the time of termination:

Time of Termination or Resignation	**Additional Salary Benefit**
Prior to a change of control	If employed as CFO for under 2 years, continuing payments at a rate equal to his annual base salary then in effect, for 6 months year following termination, to be paid periodically in accordance with our normal payroll policies. If employed as CFO for 2 years or more, continuing payments at a rate equal to his annual base salary then in effect, for 1.25 years following termination, to be paid periodically in accordance with our normal payroll policies.
On or within 12 months after a change in control	A lump sum payment (less applicable withholding taxes) equal to 1.25 of his annual base salary in effect immediately prior to his termination date or, if greater, at the level in effect immediately prior to the change in control.

Further, if Mr. Wesley is terminated without cause, resigns for good reason, or remains employed by or continues to provide services to the Company through the one-year anniversary of a change in control, the Change of Control and Severance Agreement provides that all of his then outstanding and unvested equity awards will vest in full.

In the event that the payments or benefits under the Change of Control and Severance Agreement would (i) constitute "parachute payments" within the meaning of Section 280G of the Internal Revenue Code or (ii) would subject Mr. Wesley to the excise tax imposed by Section 4999 of the Code, Mr. Wesley would receive such payment as would entitle him to receive the greatest “after-tax” benefit.

Indemnification Agreement

Mr. Wesley has also entered into the Company’s standard form of indemnification agreement (the “Indemnification Agreement”). Pursuant to the Indemnification Agreement, the Company agrees to indemnify Mr. Wesley against certain liabilities that may arise by reason of his status or service as Chief Financial Officer of the Company and to advancement of his expenses incurred as a result of any proceeding as to which he may be indemnified. The Indemnification Agreement is intended to provide indemnification rights to the fullest extent permitted under applicable indemnification rights statutes in the State of Delaware and is in addition to any other rights Mr. Wesley may have under the Company’s amended and restated certificate of incorporation, bylaws and applicable law.

Item 7.01 Regulation FD Disclosure.

The Company issued a press release announcing the acquisition of M.Labs, Inc., a Delaware corporation on August 4, 2014. A copy of this press release is attached as Exhibit 99.2 hereto and is incorporated by reference to this Item 7.01

The information in this Item 7.01, including Exhibit 99.2 attached hereto, is being furnished and shall not be deemed “filed” for purposes of Section 18 of 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 or the Exchange Act, regardless of any general incorporation language in such filing.

Item 9.01. Financial Statements and Exhibits

(d) **Exhibits.**

Exhibit No.	Description
99.1	Press release dated August 5, 2014 announcing second quarter 2014 financial results
99.2	Press release dated August 4, 2014 announcing acquisition
99.3	Press Release dated August 5, 2014, announcing the appointment of Mel Wesley as Chief Financial Officer

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/ Kenneth J. Tarpey

Kenneth J. Tarpey
Chief Financial Officer

Date: August 5, 2014

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press release dated August 5, 2014 announcing second quarter 2014 financial results
99.2	Press release dated August 4, 2014 announcing acquisition
99.3	Press Release dated August 5, 2014, announcing the appointment of Mel Wesley as Chief Financial Officer

Exhibit 99.1

comScore, Inc. Reports Second Quarter 2014 Results

Strong Performance Reflects Continued Business Momentum

RESTON, VA - **August 5, 2014** - comScore, Inc. (NASDAQ: SCOR), a leader in measuring the digital world, today announced financial results for the second quarter 2014.

Second Quarter 2014

comScore achieved record quarterly revenue of $80.0 million. GAAP loss before income taxes was $2.7 million; and GAAP net loss was $3.2 million, or $(0.09) per basic and diluted share, which primarily reflects the accrual of contingent losses expected from the tentative settlement related to comScore's outstanding privacy class-action litigation which was reported in our Form 8-K dated May 30, 2014.

Second quarter and year to date 2014 metrics compared to results for the second quarter and year to date in the prior year* were as follows:

- Second quarter revenues of $80.0 million, up 14% from a year ago.
- Second quarter adjusted EBITDA of $16.7 million, up 20% from a year ago.
- Second quarter adjusted EBITDA margin was 21% of revenue, as compared to 20% in the same quarter of 2013.
- Year to date revenues of $156.9 million, up 13% from the same period in 2013 and up 14% on a pro forma basis*.
- Year to date adjusted EBITDA of $32.1 million, up 20% from the same period in 2013 and up 21% from a year ago on a pro forma basis*.

* comScore divested its Non-Health Copy Testing and Configuration Manager products in March 2013. All year-to-date 2013 pro forma growth rates included in the foregoing reflect adjustments to exclude the company's Non-Health Copy Testing and Configuration Manager products for the purposes of consistent presentation and are based on management's estimates of the revenue and results of operations of such products. See Reconciliation of Revenue and Income before Income Taxes to Non-GAAP Revenue, non-GAAP Income and Adjusted EBITDA set forth in the attachment to this press release.

Serge Matta, comScore's chief executive officer, said, "Our strong performance in the second quarter reflects continued sharp execution on comScore's key strategic priorities and positive momentum across our business. vCE continues to be a leader in digital measurement as we advance our long-term, strategic partnerships with Yahoo and Google to provide essential digital, mobile and video analytics to global advertisers seamlessly. We are also pleased to announce an expansion of our relationship with GroupM as a Preferred Strategic Partner, allowing us to further grow our vCE client base. This quarter, we continued to meaningfully enhance our core vCE product offerings and increase the value we provide to advertisers with the addition of sophisticated ad fraud detection technology via the MdotLabs acquisition. Looking forward, we are confident that we are very well-positioned to deliver superior value to our clients, partners and shareholders by capitalizing on dynamic market trends around the mobile and multi-platform consumer, ubiquitous video and advertising automation."

Second Quarter 2014 Supplemental Financial and Business Information
(dollars in millions)
(unaudited)

	2Q14	2Q13	Change
Subscription Revenue	$ 72.6	$ 59.5	22.0 %
Project Revenue	$ 7.4	$ 10.4	(28.8)%
Existing Customer Revenue	$ 73.3	$ 62.5	17.3 %
New Customer Revenue	$ 6.7	$ 7.4	(9.5)%
International Revenue	$ 23.9	$ 20.5	16.6 %
Customer Count	2,459	2,250	9.3 %

Financial Outlook

comScore's expectations for the third quarter of 2014 are outlined in the table below:

GAAP revenue	$80.6 million to $82.7 million
GAAP (loss) income before income taxes	($1.1) million to $0.7 million
Adjusted EBITDA**	$15.7 million to $17.4 million
Estimated fully-diluted shares	34.6 million

comScore's expectations for full year 2014 are outlined in the table below:

GAAP revenue	$320.5 million to $329.5 million
GAAP (loss) income before income taxes	($3.9) million to $0.2 million
Adjusted EBITDA**	$62.5 million to $69.5 million
Estimated fully-diluted shares	34.7 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.

Given the discussion herein regarding our non-health copy testing and configuration manager products, which we disposed of in 2013, we are also providing Non-GAAP pro forma revenue and pro forma Adjusted EBITDA reconciliations for the corresponding prior periods that exclude this business in the attachments to this press release.

Conference Call Information

Management will provide commentary on the company's results in a conference call on Tuesday, August 5 at 8:30 a.m. ET.

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

Call-in Number: 888-713-4218, Pass code 50689742
(International) 617-213-4870, Pass code 50689742

Replay Number: 888-286-8010, Pass code 71882823
(International) 617-801-6888, Pass code 71882823

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

About comScore

comScore, Inc. (NASDAQ: SCOR) is a global leader in digital measurement and analytics, delivering insights on web, mobile and TV consumer behavior that enable clients to maximize the value of their digital investments. For more information, please visit 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 ongoing 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 net income, which excludes stock-based compensation, amortization of acquired intangible assets, impairment of intangible assets, impairment of marketable securities, costs from acquisitions, restructurings and other infrequently occurring items, non-cash deferred tax provision and litigation and related settlement costs. comScore reports non-GAAP EPS (diluted), which uses non-GAAP net income in lieu of GAAP net income in calculating earnings per share. Year to date 2013 Non-GAAP pro forma revenue excludes the estimated effects of revenue generated from non-health copy testing and configuration manager products. Year to date 2013 adjusted pro forma EBITDA also excludes the estimated effects of operations related to Non-Health Copy Testing and Configuration Manager products.

The company believes that excluding certain costs from non-GAAP net income, non-GAAP EPS, and 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. In addition, the company believes that adjusting for the pro forma effect of the sale of the company's non-health copy testing products in March 2013 promotes better comparability of the company's financial statements.

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. 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 as to adoption of products and services by customers, including vCE; expectations regarding continued growth of its customer base; expectations as to the company's strategy, market position, growth in revenue and margin expansion, impact and financial benefits of certain products, including vCE and Total Video measurement, expectations as to new product releases; expectations as to the benefits of comScore’s partnerships, such as those with Google, Yahoo and GroupM; expectations regarding the results of litigation and the potential settlement thereof; expectations and forecasts of future financial performance, including related growth rates and components thereof; and assumptions related to growth for the third quarter and full year of 2014 and beyond. These statements involve risks and uncertainties that could cause comScore's 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 sell new or additional products and attract new customers; comScore's ability to develop new products; comScore's ability to sell additional subscription-based products to customers; comScore’s dependence on key partnership arrangements, comScore's ability to sell additional products and services to existing customers; 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 year ended December 31, 2013, comScore's most recent Quarterly Report on Form 10-Q and other filings comScore makes from time to time 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.
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comScore, Inc.
Condensed Consolidated Statements of Operations
(in thousands, except share and per share data)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
	(unaudited)		(unaudited)	
Revenue	$ 80,013	$ 69,911	$ 156,912	$ 138,759
Cost of revenue (excludes amortization of intangible assets) (1)	23,232	21,610	46,673	44,164
Selling and marketing (1)	26,600	25,491	52,666	49,949
Research and development (1)	12,931	9,803	25,408	20,026
General and administrative (1)	14,642	11,238	27,986	20,250
Amortization of intangible assets	1,919	1,936	3,874	4,087
Gain on asset disposition	—	—	—	(210)
Settlement of litigation, net	2,940	(1,160)	2,860	(1,160)
Total expenses from operations	82,264	68,918	159,467	137,106
(Loss) income from operations	(2,251)	993	(2,555)	1,653
Interest and other (expense), net	(304)	(168)	(507)	(332)
Loss from foreign currency	(164)	93	(317)	(247)
(Loss) income before income tax provision	(2,719)	918	(3,379)	1,074
Income tax provision	(481)	(1,316)	(603)	(3,495)
Net loss	$ (3,200)	$ (398)	$ (3,982)	$ (2,421)
Net loss per common share:				
Basic	$ (0.09)	$ (0.01)	$ (0.12)	$ (0.07)
Diluted	$ (0.09)	$ (0.01)	$ (0.12)	$ (0.07)
Weighted-average number of shares used in per share calculation - common stock:				
Basic	33,688,945	34,414,301	33,601,610	34,317,569
Diluted	33,688,945	34,414,301	33,601,610	34,317,569
(1) Amortization of stock-based compensation is included in the line items above as follows:				
Cost of revenue	$ 1,002	$ 832	$ 1,727	$ 1,548
Selling and marketing	$ 3,667	$ 3,219	$ 6,063	$ 6,032
Research and development	$ 856	$ 602	$ 1,581	$ 1,216
General and administrative	$ 3,535	$ 2,493	$ 6,912	$ 3,349

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

	June 30, 2014	December 31, 2013
	(Unaudited)	*
Assets		
Current assets:		
Cash and cash equivalents	$ 39,002	$ 67,795
Accounts receivable, net of allowances of $2,358 and $1,667, respectively	86,852	90,040
Prepaid expenses and other current assets	22,372	10,162
Deferred tax assets	12,194	10,802
Total current assets	160,420	178,799
Property and equipment, net	40,858	37,995
Other non-current assets	1,132	1,123
Long-term deferred tax assets	9,232	9,244
Intangible assets, net	28,994	32,938
Goodwill	103,040	103,314
Total assets	$ 343,676	$ 363,413
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	$ 2,837	$ 3,378
Accrued expenses	42,013	33,472
Deferred revenue	91,569	86,607
Deferred rent	1,832	1,155
Deferred tax liabilities	10	10
Capital lease obligations	11,922	10,351
Total current liabilities	150,183	134,973
Deferred rent, long-term	10,592	11,747
Deferred revenue, long-term	2,201	2,859
Deferred tax liabilities, long-term	590	595
Capital lease obligations, long-term	13,513	13,330
Other long-term liabilities	1,032	1,107
Total liabilities	178,111	164,611
Commitments and contingencies		
Stockholders’ equity:		
Common stock	36	36
Additional paid-in capital	300,429	293,322
Accumulated other comprehensive income	1,656	1,726
Accumulated deficit	(87,155)	(83,173)
Treasury stock	(49,401)	(13,109)
Total stockholders’ equity	165,565	198,802
Total liabilities and stockholders’ equity	$ 343,676	$ 363,413

* Information derived from the audited Consolidated Financial Statements

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

	Six Months Ended June 30,	
	2014	2013
	(unaudited)	*
Operating activities:		
Net loss	$ (3,982)	$ (2,421)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation	8,563	8,156
Amortization of intangible assets	3,874	4,087
Provision for bad debts	1,971	582
Stock-based compensation	16,283	12,145
Amortization of deferred rent	(525)	61
Deferred tax (benefit) provision	(1,432)	2,702
Gain on asset disposition	(55)	(222)
Changes in operating assets and liabilities:		
Accounts receivable	1,200	6,179
Prepaid expenses and other current assets	(12,164)	1,200
Accounts payable, accrued expenses, and other liabilities	10,281	2,924
Deferred revenue	4,290	(1)
Deferred rent	36	1,590
Net cash provided by operating activities	28,340	36,982
Investing activities:		
Proceeds from asset disposition, net	—	160
Purchase of property and equipment	(4,691)	(2,315)
Net cash used in investing activities	(4,691)	(2,155)
Financing activities:		
Proceeds from the exercise of common stock options	20	91
Repurchase of common stock (withholding taxes)	(12,132)	(7,048)
Repurchase of common stock (treasury shares)	(36,292)	(496)
Excess tax benefits from stock based compensation	1,181	—
Principal payments on capital lease obligations	(5,573)	(4,624)
Proceeds from financing arrangements	—	3,941
Principal payments on financing arrangements	—	(1,971)
Net cash used in financing activities	(52,796)	(10,107)
Effect of exchange rate changes on cash	354	(714)
Net (decrease) increase in cash and cash equivalents	(28,793)	24,006
Cash and cash equivalents at beginning of period	67,795	61,764
Cash and cash equivalents at end of period	$ 39,002	$ 85,770

Reconciliation of Revenue and Income before Income Taxes to Non-GAAP Revenue, Non-GAAP Net Income and Adjusted EBITDA
(dollars in thousands, except per share amounts)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
	(unaudited)		(unaudited)	
Revenue	$ 80,013	$ 69,911	$ 156,912	$ 138,759
Adjustment to exclude non-Health Copy-Testing and Configuration Manager products	—	—	—	(1,330)
Non-GAAP Revenue (1)	$ 80,013	$ 69,911	$ 156,912	$ 137,429
(Loss) income before income taxes	$ (2,719)	$ 918	$ (3,379)	$ 1,074
Deferred tax benefit (provision)	1,177	(914)	1,432	(2,702)
Current tax provision	(1,658)	(402)	(2,035)	(793)
Net loss	(3,200)	(398)	(3,982)	(2,421)
Amortization of intangible assets	1,919	1,936	3,874	4,087
Stock-based compensation	9,060	7,146	16,283	12,145
Costs related to acquisitions, restructuring and other infrequently occurring items	825	926	3,436	2,344
Settlement of litigation, net	2,940	(1,160)	2,860	(1,160)
Gain on asset disposition	—	—	—	(210)
Adjustment to exclude non-Health Copy-Testing and Configuration Manager products	—	—	—	(170)
Non-cash portion of current tax provision related to excess tax benefits from stock based compensation (2)	916	—	1,181	—
Deferred tax (benefit) provision	(1,177)	914	(1,432)	2,702
Non-GAAP net income (1)	11,283	9,364	22,220	17,317
Current tax provision, excluding non-cash portion	742	402	854	793
Depreciation	4,380	4,045	8,563	8,156
Interest Exp (income), net	304	168	507	332
Adjusted EBITDA (1)	$ 16,709	$ 13,979	$ 32,144	$ 26,598
Adjusted EBITDA margin (%)	21%	20%	20%	19%
EPS (diluted)	$ (0.09)	$ (0.01)	$ (0.12)	$ (0.07)
Non-GAAP EPS (diluted)	$ 0.33	$ 0.26	$ 0.64	$ 0.48
Weighted - average number of shares used in per share calculation - common stock				
GAAP EPS (diluted)	33,688,945	34,414,301	33,601,610	34,317,569
Non-GAAP EPS (diluted)	34,641,555	35,783,944	34,764,377	35,880,252

(1) comScore divested its Non-Health Copy Testing and Configuration Manager Products in March 2013. All year-to-date 2013 amounts include adjustments to exclude Non-Health Copy Testing and Configuration Manager products and are based on management's estimates of the revenue and results of operations of such products.
(2) Included in the tax provision for the three and six months ended June 30, 2014 was $0.9 million and $1.2 million, respectively, of non-cash current tax expense related to excess tax benefits from stock based compensation.

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

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
	(unaudited)		(unaudited)	
Net cash provided by operating activities	$ 8,965	$ 18,562	$ 28,340	$ 36,982
Purchase of property and equipment	(2,818)	(760)	(4,691)	(2,315)
Free cash flow	$ 6,147	$ 17,802	$ 23,649	$ 34,667

Revenue and Reconciliation of Income (Loss) before Income Taxes to Adjusted EBITDA (Guidance)
(dollars in thousands)
Forecasted amounts for the three and twelve month periods ending September 30, 2014 and December 31, 2014 are based on the mid-points of the range of guidance provided herein
The twelve month period ending December 31, 2013 has been adjusted to exclude the results of operations from the Non-Health Copy-Testing and Configuration Manager products activity which was disposed of during the first quarter of 2013.

	Three Months Ended September 30,		Full Year December 31,	
	2014	2013	2014	2013
	(unaudited)		(unaudited)	
Revenue	$ 81,700	$ 71,606	$ 325,000	$ 285,530(1)
Income (loss) before income taxes	(200)	707	$ (1,900)	2,183
Amortization of intangible assets	1,900	1,956	7,700	7,697
Stock-based compensation	8,900	7,243	32,900	27,035
Costs related to acquisitions, restructuring and other infrequently occurring items	1,100	2,247	5,300	7,015
Settlement of litigation	(100)	—	2,700	(1,360)
Gain on ARS disposition	—		—	(214)
Depreciation	4,600	3,964	18,000	16,777
Interest expense, net	400	238	1,300	938
Adjusted EBITDA	$ 16,600	$ 16,355	$ 66,000	$ 60,071(1)
Adjusted EBITDA margin (%)	*20%*	*23%*	*20%*	*21(1)%*

Estimated Q3 2014 and full year 2014 non-GAAP (Diluted) share count is 34.6MM and 34.7MM, respectively.

(1) Amounts include adjustments to exclude the Non-Health Copy Testing and Configuration Manager products and are based on management's estimates of the revenue and results of operations of such products.

Reconciliation of Revenue and Adjusted EBITDA to Pro Forma Revenue and Pro Forma Adjusted EBITDA (1)
(dollars in thousands)

	Twelve Months Ended December 31,		
	2013		
	(unaudited)		
	As Reported	**Adjustment to Exclude non-Health Copy Testing and Configuration Manager Products (3)**	**Pro Forma**
Revenue	$ 286,860	(1,330)	285,530
Adjusted EBITDA(2)	$ 60,241	(170)	$ 60,071
Adjusted EBITDA margin (%)	21%	13%	21%

(1) 2013 annual pro forma revenue and pro forma Adjusted EBTIDA are adjusted to exclude the company's Non-Health Copy Testing and Configuration Manager products.
(2) See reconciliation of Adjusted EBITDA.
(3) Adjustments to exclude the Non-Health Copy Testing and Configuration Manager products are based on management's estimates of the revenue and results of operations of such products during 2013.

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comScore Acquires MdotLabs to Augment its Non-Human Traffic Detection Technology

MdotLabs' Technology to be Integrated into comScore Media Metrix and vCE to Combat NHT and Deliver a Human GRP

RESTON, VA, August 4, 2014 – comScore (NASDAQ: SCOR) today announced that it has acquired MdotLabs to augment its non-human traffic (NHT) detection methods used in the Media Metrix and validated Campaign Essentials (vCE) product suites. MdotLabs uses cyber-security methodologies such as signal processing, statistics, machine learning and applied math to identify a variety of malicious activities including bots, click farms, pay-per-view networks and a growing list of traffic generation techniques. Integrated with comScore's existing NHT detection methods, the combined technology provides a sophisticated, multi-layered approach to the identification and eradication of NHT in the measurement of digital audiences and advertising. This allows for the reporting of a human-based GRP metric that minimizes the effects of NHT, enabling more precise media planning, buying and evaluation. The entire MdotLabs team, including co-founders Dr. Paul Barford and Timur Yarnall, will be joining comScore as part of the acquisition.

"We are excited to welcome the MdotLabs team to comScore," said Serge Matta, President & CEO of comScore. "The outstanding team of engineers and data scientists at MdotLabs has been at the forefront of developing the highly sophisticated techniques for identifying and rooting out the waste associated with non-human traffic, which can often run in excess of 50 percent on a given campaign. We believe that the combination of Mdot's technology with our existing NHT detection methods will deliver a significant advancement in addressing this important issue, providing even greater transparency and more accurate metrics around campaign performance."

"The MdotLabs team is thrilled to join comScore as we look to scale the value of our non-human traffic detection methods to a much greater footprint of clients," said Timur Yarnall, CEO and Co-Founder of MdotLabs. "comScore sits at the center of the digital media buying and selling communities, and we believe our technology can play a big role in helping both sides mitigate the deleterious effects of NHT and bring confidence to those investing in digital."

About comScore
comScore, Inc. (NASDAQ: SCOR) is a global leader in digital measurement and analytics, delivering insights on web, mobile and TV consumer behavior that enable clients to maximize the value of their digital investments. For more information, please visit www.comscore.com/companyinfo.

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, expectations regarding the impact and benefits to comScore from its Media Metrix vCE family of products, financial or otherwise. These statements involve risks and uncertainties that could cause our actual results to differ materially, including, but not limited to: the features and characteristics of the products, the rate of development of the digital marketing intelligence, Internet advertising and e-Commerce markets; the growth of the Internet as a medium for commerce, content, advertising and communications; and the acceptance of new products and methodologies by the industry, including existing and prospective clients.

For a detailed discussion of these and other risk factors, please refer to comScore's most recent respective Quarterly Reports on Form 10-Q, Annual Reports on Form 10-K 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 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.

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comScore Appoints Mel Wesley as Chief Financial Officer

Technology Industry Veteran Comes to comScore Following Tenure as CFO of Mandiant Corporation

RESTON, VA, August 4, 2014 – comScore (NASDAQ: SCOR), a leader in measuring the digital world, today announced that Mel Wesley will be joining the company as Chief Financial Officer, effective August 29th. He will step into the position following current CFO Kenneth Tarpey's retirement from comScore later this month.

Mr. Wesley is a technology industry veteran who has served in a variety of financial leadership positions in his career. Most recently, he served as CFO of Mandiant Corporation, a provider of advanced endpoint security products and security incident response management solutions, which was acquired by FireEye in December 2013. Prior to Mandiant, he spent over eight years at OPNET Technologies, a publicly traded company that provided application and network performance solutions, where he was Senior Vice President and CFO when OPNET was acquired by Riverbed Technologies in December 2012. He also served as Corporate Controller for OPNET from June 2004 through November 2004. Previously Mr. Wesley also served as Corporate Controller for SteelCloud, Inc. and as Assistant Controller for Learning Tree International, Inc., both publicly traded companies in the technology sector. He holds a B.S. in Accounting and an MBA from George Mason University and is licensed as a Certified Public Accountant in Virginia.

"Having already twice served as CFO, Mel brings significant experience to the role of chief financial officer at comScore," said Serge Matta, President & CEO of comScore. "His public company experience, in addition to having spent his entire career in the technology sector, make him uniquely qualified to step into this position and be able to hit the ground running. We look forward to Mel's addition to the comScore management team as we embark upon the Company's next phase of growth."

Added Matta: "I would also like to extend my thanks to Ken Tarpey for his service as CFO of comScore over the past five years. His guidance was instrumental in helping comScore significantly grow our revenues, expand our operating margins and manage several strategic acquisitions during his tenure. He leaves comScore having helped establish a strong strategic, operational and financial foundation for the Company’s future.”

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