
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-A/A
(Amendment No. 1)

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF
THE SECURITIES EXCHANGE ACT OF 1934**

comScore, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State of Incorporation or Organization)

54-1955550
(I.R.S. Employer Identification No.)

11950 Democracy Drive
Suite 600
Reston, Virginia
(Address of Principal Executive Offices)

20190
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

**Title of each class
to be so registered**
Rights to Purchase Preferred Shares

**Name of exchange on which
each class is to be registered**
OTC Markets

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

Securities Act registration statement file number to which this form relates:

_____ (if applicable)

Securities to be registered pursuant to Section 12(g) of the Act:

Not applicable
(Title of Class)

EXPLANATORY NOTE

This Form 8-A/A is filed by comScore, Inc. (the “Company”) to reflect the expiration of the rights to purchase one one-hundredth of a share of the Company’s preferred stock (the “Rights”) registered on the Form 8-A filed by the Company on February 9, 2017.

Item 1. Description of Registrant’s Securities to be Registered.

On September 28, 2017, the Company entered into an amendment (the “Amendment”) to the Tax Asset Protection Rights Agreement, dated as of February 8, 2017 (the “Rights Agreement”), by and between the Company and American Stock Transfer & Trust Company, LLC, as rights agent.

The Amendment accelerated the expiration date of the Rights from 5:00 p.m., New York City time on February 7, 2020 to 5:00 p.m., New York City time on September 28, 2017, and had the effect of terminating the Rights Agreement on that date. At the time of the termination of the Rights Agreement, all of the Rights distributed to holders of the Company’s common stock pursuant to the Rights Agreement expired.

The foregoing summary of the Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Amendment, a copy of which is attached as Exhibit 4.2 hereto and is incorporated herein by reference.

Item 2. Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
4.1	Tax Asset Protection Rights Agreement, dated as of February 8, 2017, between comScore, Inc. and American Stock Transfer & Trust Company, LLC, as Rights Agent (including the form of Certificate of Designation of Series A Junior Participating Preferred Stock attached as Exhibit A thereto, the form of Rights Certificate attached as Exhibit B thereto and the Summary of Rights to Purchase Preferred Stock attached as Exhibit C thereto) (incorporated by reference to Exhibit 4.1 to comScore, Inc.’s Current Report on Form 8-K, filed February 9, 2017).
4.2	Amendment to Tax Asset Protection Rights Agreement, dated as of September 28, 2017, between comScore, Inc. and American Stock Transfer & Trust Company, LLC, as Rights Agent.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

comScore, Inc.

By: /s/ Carol A. DiBattiste
Carol A. DiBattiste
General Counsel and Chief Compliance, Privacy &
People Officer

Date: September 29, 2017

INDEX TO EXHIBITS

<u>Exhibit Number</u>	<u>Description</u>
4.1	Tax Asset Protection Rights Agreement, dated as of February 8, 2017, between comScore, Inc. and American Stock Transfer & Trust Company, LLC, as Rights Agent (including the form of Certificate of Designation of Series A Junior Participating Preferred Stock attached as Exhibit A thereto, the form of Rights Certificate attached as Exhibit B thereto and the Summary of Rights to Purchase Preferred Stock attached as Exhibit C thereto) (incorporated by reference to Exhibit 4.1 to comScore, Inc.'s Current Report on Form 8-K, filed February 9, 2017).
4.2	Amendment to Tax Asset Protection Rights Agreement, dated as of September 28, 2017, between comScore, Inc. and American Stock Transfer & Trust Company, LLC, as Rights Agent.

AMENDMENT NO. 1 TO TAX ASSET PROTECTION RIGHTS AGREEMENT

Amendment No. 1, dated as of September 28, 2017 (this "*Amendment*"), to the Tax Asset Protection Rights Agreement, dated as of February 8, 2017 (the "*Rights Agreement*"), between comScore, Inc., a Delaware corporation (the "*Company*"), and American Stock Transfer & Trust Company, LLC, a New York limited liability trust company, as Rights Agent.

RECITALS

A. Pursuant to Section 27 of the Rights Agreement, prior to the time at which the Rights cease to be redeemable pursuant to Section 23 of the Rights Agreement, and subject to the penultimate sentence of Section 27 of the Rights Agreement, the Company may in its sole and absolute discretion, and the Rights Agent will if the Company so directs, supplement or amend any provision of the Rights Agreement in any respect without the approval of any holders of Rights or Common Shares.

B. The Rights are currently redeemable pursuant to Section 23 of the Rights Agreement.

C. The Board of Directors of the Company has determined that it is in the best interests of the Company and its stockholders to amend the Rights Agreement as set forth in this Amendment, and has directed the Rights Agent to execute this Amendment pursuant to Section 27 of the Rights Agreement.

AGREEMENT

NOW THEREFORE, in consideration of the foregoing and the mutual agreements set forth in the Rights Agreement and in this Amendment, the parties hereto hereby agree as follows:

1. Section 1(u) of the Rights Agreement is hereby amended and restated in its entirety as follows:

“*Expiration Date*” means the earliest of (i) the Close of Business on September 28, 2017, (ii) the time at which the Rights are redeemed as provided in Section 23, and (iii) the time at which all exercisable Rights are exchanged as provided in Section 24.”

2. Exhibits B and C to the Rights Agreement are deemed amended in a manner consistent with this Amendment.

3. Capitalized terms used without other definition in this Amendment are used as defined in the Rights Agreement.

4. This Amendment will be deemed to be a contract made under the internal substantive laws of the State of Delaware and for all purposes will be governed by and construed in accordance with the internal substantive laws of such State applicable to contracts to be made and performed entirely within such State.

-
5. The Rights Agreement is not otherwise supplemented or amended by virtue of this Amendment, but remains in full force and effect.
 6. This Amendment may be executed in any number of counterparts and each of such counterparts will for all purposes be deemed to be an original, and all such counterparts will together constitute but one and the same instrument. A signature to this Amendment transmitted electronically will have the same authority, effect and enforceability as an original signature.
 7. This Amendment will be effective as of the date first above written and all references to the Rights Agreement will, from and after such time, be deemed to be references to the Rights Agreement as amended hereby.
 8. The undersigned officer of the Company, being duly authorized on behalf of the Company, hereby certifies in his or her capacity as an officer on behalf of the Company to the Rights Agent that this Amendment is in compliance with the terms of Section 27 of the Rights Agreement.
 9. By its execution and delivery hereof, the Company directs the Rights Agent to execute this Amendment.

[Signatures on the Following Page]

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed as of the date and year first above written.

COMSCORE, INC.

By: /s/ Susan Riley
Name: Susan Riley
Title: Board Chair

**AMERICAN STOCK TRANSFER & TRUST COMPANY,
LLC**

By: /s/ Michael A. Nespoli
Name: Michael A. Nespoli
Title: Executive Director