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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): September 1, 2010**

**comScore, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation)

**000-1158172**

(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))
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## **Item 1.01. Entry into a Material Definitive Agreement.**

### **Stock Purchase Agreement**

On September 1, 2010, comScore, Inc., a Delaware corporation (“comScore”) and its wholly owned subsidiary, CS Worldnet Holding B.V., a Netherlands company (“CS Worldnet”), entered into and closed on a definitive Stock Purchase Agreement (the “Stock Purchase Agreement”) with Nedstat B.V., a Netherlands company (“Nedstat”), the holders of all issued and outstanding ordinary shares of capital of Nedstat (the “Sellers”) and Stichting Sellers Nedstat, as representative of the Sellers.

The information set forth in Item 2.01 below with respect to the terms and conditions of the Stock Purchase Agreement is incorporated into this Item 1.01 by reference.

### **Item 2.01. Completion of Acquisition or Disposition of Assets.**

On September 1, 2010, pursuant to the terms and conditions of the Equity Purchase Agreement, comScore’s wholly-owned subsidiary CS Worldnet, acquired all of the issued and outstanding capital stock of Nedstat, and Nedstat became a wholly-owned subsidiary of CS Worldnet. Nedstat is a provider of Internet analytics.

The aggregate amount of consideration paid by CS Worldnet and guaranteed by comScore upon the closing of the transaction was 29,274,000 EUR, in cash (the “Aggregate Consideration”). The Aggregate Consideration is subject to post-closing increase or reduction based on the amount, if any, by which Nedstat’s net working capital at closing exceeded or fell short of an agreed upon target. In connection with the Stock Purchase Agreement, the Sellers have entered into a Bank Guarantee in the amount of 2,000,000 EUR. Any reduction to the Aggregate Consideration resulting from the post-closing net working capital adjustment will be payable to comScore by drawing on the Bank Guarantee.

In exchange for their shares of Nedstat each Seller will receive their pro rata portion of the Aggregate Consideration reduced by certain expenses (“Seller Pro Rata Consideration”). Pursuant to the terms of the Stock Purchase Agreement, two key employee shareholders of Nedstat have entered into Subscription Agreements to purchase a number of shares of common stock of comScore equal in value to 30% of their Seller Pro Rata Consideration. Such common stock will be subject to restriction on resale over a 2 year period.

All outstanding equity rights of Nedstat were cancelled at closing. Following closing, comScore will grant a number of restricted shares of common stock equal to an aggregate value of approximately 1,830,000 EUR to key employees of Nedstat. Such restricted stock grants vest over a four-year period, with 25% of the total shares subject to grant vesting on each anniversary of the closing date, subject to such holders continued status as a service provider to comScore. The grants will be issued under the comScore 2007 Equity Incentive Plan.

The foregoing description of the Stock Purchase Agreement does not purport to be complete and is qualified in its entirety by reference to the Stock Purchase Agreement, a copy of which will be filed with comScore’s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2010 pursuant to Regulation S-K, Item 601(a)(4).

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The Stock Purchase Agreement contains customary representations and warranties made by and to the parties thereto as to specific dates. The assertions embodied in those representations and warranties are qualified by information contained in confidential disclosure schedules that the parties exchanged in connection with negotiating the terms of the Stock Purchase Agreement. Accordingly, investors and comScore shareholders should not rely on such representations and warranties as characterizations of the actual state of facts or circumstances, since they were only made as of the date of the Stock Purchase Agreement and are modified in important part by the underlying disclosure schedules. Moreover, information concerning the subject matter of such representations and warranties may change after the date of the Stock Purchase Agreement, which subsequent information may or may not be fully reflected in comScore's public disclosures. In addition, certain representations and warranties may be subject to a contractual standard of materiality different from what might be viewed as material to shareholders, or may have been used for the purpose of allocating risk between the respective parties rather than establishing matters as facts. For the foregoing reasons, no person should rely on the representations and warranties as statements of factual information at the times they were made or otherwise.

**Item 3.02. Unregistered Sales of Equity Securities.**

The information set forth in Item 2.01 above with respect to shares of comScore common stock sold pursuant to the Subscription Agreements is incorporated into this Item 3.02 by reference. These shares were issued in reliance upon exemptions from the registration requirements of the Securities Act of 1933, as amended, provided by (i) Section 4(2) thereof because the issuance did not involve a public offering and (ii) Regulation S because the offers and sales were made outside of the United States of America.

**Item 7.01. Regulation FD Disclosure.**

On September 1, 2010, comScore issued a press release announcing the execution of the Stock Purchase Agreement and the completion of the acquisition of Nedstat by comScore. The press release is furnished with this Current Report as Exhibit 99.1.

The information provided in Item 7.01 of this Current Report on Form 8-K and in the attached Exhibit 99.1 shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 (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 or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

**Item 9.01. Financial Statements and Exhibits.**

**(a) Financial Statements of Businesses Acquired.**

The financial statements required to be filed pursuant to Item 9.01(a) will be filed by an amendment to this Current Report on Form 8-K not later than 71 calendar days after the date that this Current Report on Form 8-K is required to be filed.

**(b) Pro Forma Financial Information.**

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The pro forma financial information required to be filed pursuant to Item 9.01(b) will be filed by an amendment to this Current Report on Form 8-K not later than 71 calendar days after the date that this Current Report on Form 8-K is required to be filed.

**(d) Exhibits.**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release of comScore issued on September 1, 2010 *

\* This Exhibit is being furnished, not filed, with this Current Report on Form 8-K. Accordingly, this Exhibit will not be incorporated by reference into any other filing made by the Company with the Securities and Exchange Commission unless specifically identified therein as being incorporated by reference.

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**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

General Counsel and Chief Privacy Officer

Date: September 1, 2010

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## EXHIBIT INDEX

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FOR IMMEDIATE RELEASE

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**comScore Acquires Nedstat, Global Analytics and Online Optimization Provider**

*Acquisition Adds New Products and Capabilities to “Unified Digital Measurement” Platform*

**RESTON, VA, September 1, 2010** — comScore, Inc. (NASDAQ: SCOR), a leader in measuring the digital world, today announced that it has acquired Nedstat, a leading provider of web analytics and innovative video measurement solutions for approximately \$36.7 million. Headquartered in Amsterdam, the Netherlands, Nedstat offers world class technology that helps organizations optimize customer experiences and maximize the return on digital media investments. With the Nedstat technology installed on thousands of sites, the acquisition helps comScore accelerate its global expansion strategy, particularly in European markets, and strengthens comScore’s Unified Digital Measurement™ (UDM) platform, which combines panel-based audience measurement with census-level data collection to provide a holistic view of digital consumer behavior.

“The acquisition of Nedstat is another important step towards fulfilling our vision of making the Unified Digital Measurement platform the global standard for digital measurement,” said Dr. Magid Abraham, comScore President & CEO. “In addition, our clients are asking for a new class of business applications to maximize the monetization of their audiences using the UDM data we already collect. The Nedstat platform helps us deliver substantial additional value to clients, expand existing customer relationships, and broaden the scope of our addressable market by adding new and unique digital business analytics to comScore’s offerings. Nedstat clients have benefited over the years from the platform’s detailed and flexible analytical tools and elegant user-experience. We are committed to using Nedstat’s technology to develop new applications, greater scalability, a more expansive data set, and a unified and consistent view of audience statistics, all of which we think will help generate actionable insights that can lead to improved business results for customers.”

“We are excited to join forces with comScore, a recognized global leader in digital measurement,” said Michael Kinsbergen, CEO of Nedstat. “comScore’s ‘Unified Digital Measurement’ platform presents a compelling vision of the future of digital measurement, and we are eager to play a vital role in helping to make that vision a reality. We believe that Nedstat web analytics can add substantial value for clients when combined with the existing comScore measurement platform.”

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Upon the acquisition, Nedstat became a wholly owned subsidiary of comScore. Mr. Kinsbergen will be helping in the transition and will continue to be involved by joining comScore's advisory board. In addition, Fred Appelman, Nedstat's Chief Technology Officer, and Michiel Berger, Nedstat's co-founder and Chief Innovations Officer, will join comScore in senior strategy and technology roles.

comScore believes that the Nedstat acquisition will contribute approximately \$4 million of additional revenue for the remainder of 2010. comScore anticipates that due to transaction-related expenses and transaction-related accounting adjustments the transaction will be dilutive to 2010 GAAP and non-GAAP net income, but accretive to quarterly GAAP and non-GAAP net income within the first half of 2011.

#### **Clients Voice Support**

"With today's fast paced and complex digital media landscape, it is crucial for an International media group like Eurosport to have a global source of digital market intelligence providing analytics, audience measurement, insight into consumer behavior and socio-demographic characteristics on Internet, online video, mobile and tablet usage. Joining Nedstat's analytic solution with comScore's Unified Digital Measurement platform is a very positive development. The benefit for Eurosport of having one single service provider will be twofold: we will have all the information we need about consumer behaviour on our digital platforms and at the same time the analytics needed to optimize the performance of our clients' advertising campaigns."

- Pierre-Emmanuel Ferrand, Head of Programmes Marketing and Research, Eurosport

"Sound data and analytics are the lifeblood of any digital business and we support any efforts in our industry to bring the various data sets into greater harmony. This will enable us to have greater confidence in the data and make better business decisions in a more timely and efficient manner."

- Roberto Massiff, VP of Sales, Grupo El Mercurio

#### **comScore to Discuss Acquisition in Conference Call**

comScore management will discuss today's announcement in a conference call today, Wednesday, September 1, 2010, at 8:00 AM ET (14:00 CEST). The conference call and replay can be accessed by telephone and webcast as follows:

**Call-in Number:** 866.314.4865, Passcode 95213991  
(International) 617.213.8050, Passcode 95213991

**Replay Number:** 888-286-8010, Passcode 91044502  
(International) 617-801-6888, Passcode 91044502

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

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## **About Nedstat**

Nedstat is a leading provider of web analytics and innovative solutions for online business optimization. Its flagship product is Sitestat™, which empowers marketers to optimize customer interactions and improve conversion by making online experiences more personalized and relevant. Its Stream Sense™ product is a frontrunner in video analytics. The Nedstat products and services help marketers improve the effectiveness and profitability of online marketing programs and optimize customer experiences and marketing spend. The customer list includes many renowned and internationally operating companies such as Electabel, Europcar, London Stock Exchange, Panasonic, Renault, Repsol and Wolters Kluwer and many public and commercial television organizations throughout Europe such as Eurosport, France Televisions, ITV, NOS, NRK, RTL, SVT and VRT. Key accreditations by Europe's leading independent web standards organizations such as ABC electronic, OJD, KIA and Audiweb ensure that metrics are in full compliance with leading industry standards. Nedstat was founded in 1996 and employs 125 people with offices in Amsterdam (HQ), Antwerp, Frankfurt, London, Madrid, Paris and Stockholm. Local people staff all offices, and the Nedstat products, documentation, consultancy and training are offered in local languages.

## **About comScore**

comScore, Inc. (NASDAQ: SCOR) is a global leader in measuring the digital world and preferred source of digital marketing intelligence. comScore helps its clients better understand, leverage and profit from the rapidly evolving digital marketing landscape by providing solutions in the measurement and evaluation of online audiences, advertising effectiveness, social media, search, video, mobile, e-commerce, and a broad variety of other emerging forms of digital behavior. comScore's capabilities are based on a global panel of approximately 2 million Internet users who have given comScore explicit permission to confidentially capture their browsing and purchase behavior. These data can also be combined with census-level Web site or telecom carrier data to provide the most comprehensive and unified measurement of digital activity. comScore's recent acquisition of ARSgroup adds one of the industry's most validated measurement of the persuasive power of advertising in TV and multi-media campaigns. comScore services are used by more than 1,400 clients around the world, including global leaders such as AOL, Baidu, BBC, Best Buy, Carat, Deutsche Bank, ESPN, Facebook, France Telecom, Financial Times, Fox, Microsoft, MediaCorp, Nestle, Starcom, Terra Networks, Universal McCann, Verizon Services Group, ViaMichelin and Yahoo!. For more information, please visit [www.comScore.com](http://www.comScore.com).

## **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, comScore's expectations regarding the impact and benefits of the acquisition of Nedstat, financial or otherwise; comScore's expectations regarding the growth, opportunities and favorability of the market for mobile enterprise and marketing products;

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and comScore's expectations as to the integration of Nedstat's products and customer base with its existing products. These statements involve risks and uncertainties that could cause actual results to differ materially, including, but not limited to: the impact of integrating Nedstat's business and products into comScore's business and products; the possibility that the web analytics market does not grow and develop as expected; comScore's ability to retain customers of Nedstat; the risk of integration difficulties with Nedstat; comScore's ability to grow its existing customer base and develop new products; the expected strength of comScore's business and client demand for comScore's products; the future quality of client relationships and resulting renewal rates; expectations of customer growth; and expectations of sales growth.

For a detailed discussion of these and other risk factors, please refer to comScore's Quarterly Report on Form 10-Q for the period ended June 30, 2010, Annual Report on Form 10-K for the period ended December 31, 2009 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.