

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 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): May 22, 2019

comScore, Inc.

(Exact name of registrant as specified in 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:

- 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))

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

Title of Each Class	Trading Symbol	Name of Each Exchange on Which Registered
Common Stock, par value \$0.001 per share	SCOR	NASDAQ Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Director Appointment; Director Resignation

On May 22, 2019, the Board of Directors (the “Board”) of comScore, Inc. (the “Company”), on the recommendation of its Nominating and Governance Committee, appointed John K. Martin Jr. as a Class III director, effective immediately. The Board also appointed Mr. Martin as Chairman of its Finance Committee to assist the Company with its financing efforts.

Mr. Martin will be compensated in accordance with the Company’s director compensation program, which provides for, among other things, an annual cash retainer of \$30,000 and annual equity grant valued at \$250,000. In addition, Mr. Martin was granted 9,662 deferred restricted stock units (“RSUs”) as compensation for his service as Finance Committee Chairman, with such RSUs to vest on the earlier of May 23, 2020 or a change in control of the Company.

In connection with his appointment, Mr. Martin will enter into the Company’s form indemnification agreement for directors and executive officers. The indemnification agreement generally requires the Company to indemnify directors to the fullest extent permitted by law.

There are no arrangements or understandings between Mr. Martin and any other person pursuant to which he was selected as a director.

Mr. Martin replaces Robert Norman, who notified the Company of his resignation as a Class III director on May 22, 2019, effective immediately. Mr. Norman’s resignation was not because of any disagreement with the Company known to an executive officer of the Company on any matter relating to the Company’s operations, policies or practices. Following his resignation from the Board, Mr. Norman transitioned to a strategic consultant for the Board and the Company.

In light of Mr. Norman’s decision to resign, he will not stand for election at the Company’s 2019 annual meeting of stockholders, which is scheduled to be held on June 10, 2019 (the “2019 Annual Meeting”). The Board nominated Mr. Martin to be a substitute nominee for election at the 2019 Annual Meeting in place of Mr. Norman. Additional information regarding Mr. Martin and his proposed election as a director at the 2019 Annual Meeting will be provided in a supplement to the Company’s Proxy Statement that will be filed with the Securities and Exchange Commission.

The Company’s press release announcing these events is attached to this report as Exhibit 99.1 and is incorporated by reference into this Item 5.02.

Officer Resignation

On May 29, 2019, Kathryn Bachmann resigned as Chief Operating Officer of the Company.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.

Description

99.1

[Press Release dated May 23, 2019](#)



John K. Martin Jr. Joins Comscore Board of Directors

RESTON, VA, May 23, 2019 – Comscore, Inc. (Nasdaq: SCOR) today announced that John K. Martin Jr. has joined its Board of Directors effective May 22, 2019. Martin will serve as Chairman of the Board's Finance Committee to assist the company with its financing efforts.

Martin is the former Chairman and CEO of Turner Broadcasting System, where he oversaw a portfolio of networks including CNN, TBS, TNT, Cartoon Network, Adult Swim and Turner Sports. Prior to Turner, Martin was the Chief Financial and Administrative Officer of Time Warner.

"The media industry is at a pivotal point in time where consumers and brands need to be better served. Comscore is uniquely positioned to deliver standardized and reliable measurement across the media value chain, reaching consumers in an addressable way, across all platforms, that benefits them while also maximizing ROI for brands and marketers. This has never been done before. Throughout my career, I have led companies through transition, formulated and achieved their strategies, and generated superior shareholder returns. I look forward to working with the Comscore Board and management to achieve this goal," Martin said.

Brent Rosenthal, Chairman of the Board, added, "John's illustrious track record in content and distribution, both from an operator and investor perspective, is world class. His experience will be immensely valuable to our company as we seek to expand cross-platform in all of our market segments."

Martin replaces former GroupM Worldwide Chief Digital Officer Rob Norman, who stepped down from the Comscore Board on May 22, 2019 and will transition to a strategic consultant for the Board and company. Norman will continue advocating Comscore with clients and suppliers while also attending Board meetings upon request.

"On behalf of the Board, I would like to thank Rob for his ongoing contributions to Comscore," Rosenthal said. "We are very pleased that he will continue to be part of our team as we chart our path forward."

About Comscore

Comscore (Nasdaq: SCOR) is a trusted partner for planning, transacting and evaluating media across platforms. With a data footprint that combines digital, linear TV, over-the-top and theatrical viewership intelligence with advanced audience insights, Comscore allows media buyers and sellers to quantify their multiscreen behavior and make business decisions with confidence. A proven leader in measuring digital and set-top box audiences and advertising at scale, Comscore is the industry's emerging, third-party source for reliable and comprehensive cross-platform measurement.

Cautionary Note Regarding Forward-Looking Statements

This press release contains forward-looking statements within the meaning of federal and state securities laws, including, without limitation, Comscore's expectations, plans and opinions regarding market opportunities and contributions from the individuals named above. These statements involve risks and uncertainties that could cause actual events to differ materially from expectations, including, but not limited to, Comscore's ability to achieve its expected plans. For additional discussion of risk factors, please refer to Comscore's respective Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, and other filings that Comscore makes from time to time with the U.S. Securities and Exchange Commission (the "SEC"), which are available on the SEC's website (www.sec.gov).

Investors 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 intend or undertake, and expressly disclaims, any duty or 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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