

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

**SCHEDULE TO**  
(RULE 14d-100)

**Tender Offer Statement under Section 14(d)(1) or 13(e)(1)  
of the Securities Exchange Act of 1934**

**COMSCORE, INC.**

(Name of Subject Company (issuer))

**CAVENDISH SQUARE HOLDING BV  
WPP PLC**  
(Names of Filing Persons—offerors)

**COMMON STOCK, PAR VALUE \$0.001 PER SHARE**  
(Title of Class of Securities)

**20564W105**  
(CUSIP Number of Class of Securities)

**Cavendish Square Holding BV  
c/o Andrea Harris  
WPP plc  
27 Farm Street  
London W1J 5RJ  
England  
+44 (0) 20 7408 2204**

(Name, address and telephone numbers of person authorized to receive notices and communications on behalf of filing persons)

*Copies to:*

**Curt Myers, Esq.  
Davis & Gilbert LLP  
1740 Broadway  
New York, New York 10019  
(212) 468-4800**

**CALCULATION OF FILING FEE\***

| <b>Transaction valuation*</b> | <b>Amount of filing fee*</b> |
|-------------------------------|------------------------------|
| <b>Not Applicable</b>         | <b>Not Applicable</b>        |

\* In accordance with General Instruction D to Schedule TO, no filing fee is required because this filing contains only preliminary communications made before the commencement of a tender offer.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: N/A  
Form or Registration No.: N/A

Filing Party: N/A  
Date Filed: N/A

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provisions relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer).
  - Rule 14d-1(d) (Cross-Border Third-Party Tender Offer).
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## SCHEDULE TO

On February 12, 2015, WPP plc, a public limited company incorporated under the laws of Jersey (“WPP”), issued a press release announcing that WPP and Cavendish Square Holding BV, a private limited liability company organized under the laws of the Netherlands and a wholly-owned subsidiary of WPP (“Purchaser”), have entered into a definitive stock purchase agreement with comScore, Inc., a Delaware corporation (the “Company”), and CS Worldnet Holding B.V., a private limited liability company organized under the laws of the Netherlands and a subsidiary of the Company, pursuant to which Purchaser has agreed to commence a tender offer to purchase up to 5,520,229 shares of common stock, par value \$0.001 per share (“Shares”), of the Company for \$46.13 per share by way of an all cash tender offer. WPP and the Company also issued a joint press release announcing the deal. The stock purchase agreement provides that the tender offer shall be commenced as soon as reasonably practical after the date of the agreement. The tender offer will not be conditioned upon receipt of financing or upon any minimum number of Shares being tendered. The tender offer will, however, be conditioned upon the satisfaction or waiver of regulatory and other customary conditions. The press release issued by WPP is attached hereto as Exhibit 99.1 and the joint press release issued by both WPP and the Company is attached hereto as Exhibit 99.2.

This filing on Schedule TO relates solely to preliminary communications made before the commencement of a tender offer for up to 5,520,229 shares of the outstanding common stock, par value \$0.001 per share, of the Company by Purchaser.

This Schedule TO is for informational purposes only and is not an offer to buy or the solicitation of an offer to sell any of the Company’s common stock. The tender offer described herein has not yet been commenced. On the commencement date of the tender offer, an offer to purchase, a letter of transmittal and related documents will be filed with the Securities and Exchange Commission, will be mailed to stockholders of record and will also be made available for distribution to beneficial owners of the Company’s common stock. The solicitation of offers to buy the Company’s common stock will only be made pursuant to the offer to purchase, the letter of transmittal and related documents. When they are available, stockholders should read those materials carefully because they will contain important information, including the various terms of, and conditions to, the tender offer. When they are available, stockholders will be able to obtain the offer to purchase, the letter of transmittal and related documents without charge from the Securities and Exchange Commission’s website at [www.sec.gov](http://www.sec.gov) or from the information agent that WPP selects. **STOCKHOLDERS ARE URGED TO READ CAREFULLY THOSE MATERIALS WHEN THEY BECOME AVAILABLE PRIOR TO MAKING ANY DECISIONS WITH RESPECT TO THE TENDER OFFER.**

Item 12. Exhibits

| <u>EXHIBIT<br/>NO.</u> | <u>DESCRIPTION</u>   |
|------------------------|--|
| 99.1                   | WPP Press Release, dated February 12, 2015.                    |
| 99.2                   | comScore, Inc. and WPP Press Release, dated February 12, 2015. |

FOR IMMEDIATE RELEASE

12 February 2015

**WPP PLC (“WPP”)**  
**Kantar partners with comScore, the US-based internet audience measurement company**

WPP announces that Kantar, its wholly-owned data investment management arm, has entered into a strategic global alliance with comScore, Inc, the US-based internet audience measurement company. The alliance, which covers territories outside the US, is designed to deliver world class cross-media audience and campaign measurement capabilities by bringing together products, technology, data assets, research panels and relationships from both companies.

The alliance includes an acquisition by WPP of a significant equity stake in comScore. WPP will offer to purchase up to 15.45% of comScore through a tender offer with an offering price of US\$46.13 per share, and comScore will issue new shares representing 4.45% of comScore in consideration for certain Kantar European internet audience measurement assets, plus potentially additional new shares, depending on the result of the tender offer. Through a combination of new shares primary issuance by comScore and the tender offer, WPP will own a total stake in comScore of between 15 and 19.9%. The transaction is subject to customary regulatory approvals and is expected to be completed later in the year.

These agreements continue WPP’s strategy of developing its services in important markets and sectors and strengthening its capabilities in digital and data investment management businesses. WPP’s digital revenues (including associates) were well over US\$6 billion in 2013, amounting to approximately 35% of the Group’s total revenues of US\$17.3 billion. WPP has set a target of 40-45% of revenue to be derived from digital in the next five years.

The partnership will also strengthen the capabilities of Kantar, the data investment management division of WPP and one of the world’s largest insight, information and consultancy groups. By connecting the diverse talents of its 12 specialist companies, Kantar is the pre-eminent provider of compelling and inspirational insights for the global business community. Its 30,000 employees work across 100 countries and across the whole spectrum of research and consultancy disciplines, enabling the group to offer clients business insights at every point of the consumer cycle. The group’s services are employed by over half of the Fortune Top 500 companies. Worldwide, WPP’s data investment management companies (including associates) collectively generate revenues of about US\$5 billion and employ over 34,000 people.

**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 the partnership with WPP, 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.

This press release is for informational purposes only and is not an offer to buy or the solicitation of an offer to sell any of comScore, Inc.'s common stock. The tender offer described herein has not yet been commenced. On the commencement date of the tender offer, an offer to purchase, a letter of transmittal and related documents will be filed with the Securities and Exchange Commission, will be mailed to shareholders of record and will also be made available for distribution to beneficial owners of common stock. The solicitation of offers to buy comScore, Inc. common stock will only be made pursuant to the offer to purchase, the letter of transmittal and related documents. When they are available, stockholders should read those materials carefully because they will contain important information, including the various terms of, and conditions to, the tender offer. When they are available, stockholders will be able to obtain the offer to purchase, the letter of transmittal and related documents without charge from the Securities and Exchange Commission's Website at [www.sec.gov](http://www.sec.gov) or from the information agent that WPP selects. Stockholders are urged to read carefully those materials when they become available prior to making any decisions with respect to the tender offer.

**Contact:**

|                               |                     |
|-------------------------------|---------------------|
| Feona McEwan, WPP London      | +44 (0)207 408 2204 |
| Chris Wade, WPP London        |                     |
| Kevin McCormack, WPP New York | +1(212) 632 2239    |

FEBRUARY 12, 2015

## **comScore and Kantar Announce Strategic Global Partnership to Accelerate Cross-Media Audience and Campaign Measurement**

### ***Kantar Parent WPP Takes Equity Stake in comScore***

**RESTON, VA, and LONDON, UK, February 12, 2015** – comScore (NASDAQ: SCOR) today announced a strategic alliance with WPP’s data investment management division, Kantar. The alliance, which covers territories outside the U.S., establishes a framework for the parties to bring the best of breed together from the two companies – their products, technology, data assets, research panels and relationships – to provide world class cross-media audience and campaign measurement capabilities.

The alliance follows the intended acquisition by WPP, announced earlier today, of a substantial equity stake in comScore. Under the terms of the agreement, comScore will issue 4.45% in shares in exchange for the benefits of the strategic alliance, and acquisition of certain European Internet audience measurement assets. WPP will also purchase up to 15% shares of comScore through a tender offer with an offering price of \$46.13, giving WPP a total ownership stake in comScore of between 15-20%. The transaction is subject to customary regulatory approvals and is expected to close in the second quarter of 2015. Provided WPP’s tender offer is successful, it is expected to be accretive to comScore’s non-GAAP earnings per share in 2015.

comScore will partner with Kantar and its operating businesses on cross-media audience and campaign measurement in non-U.S. markets. comScore will also acquire the assets of Kantar’s Internet audience measurement businesses in certain European markets. In these markets, Kantar and comScore will continue to provide the same level of seamless integration and data services.

“This long-term, strategic alliance will simplify the deployment of global measurement capabilities and accelerate the creation of new services for the industry. The emerging mediascape points to a massive global opportunity waiting to be unlocked by cracking the code on cross-media audience and campaign measurement,” said comScore CEO Serge Matta. “We look forward to working together with Kantar to deliver new measurement products based on our complementary offerings in these markets.”

Kantar CEO Eric Salama commented: “By partnering with comScore and combining our respective strengths, we will integrate data and expertise to give our clients a new standard in measuring audiences and campaigns across multiple platforms. This continues our strategy of combining survey, panel and census data and putting digital at the heart of all we do.”

To view the release from WPP, please visit: <http://www.wpp.com/wpp/investor/financialnews/2015/feb/12/kantar-partners-with-comscore-the-us-based-internet-audience-measurement-company/>.

### **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](http://www.comscore.com/companyinfo).

### **About Kantar**

Kantar is the data investment management arm of WPP and one of the world’s largest insight, information and consultancy groups. By uniting the diverse talents of its 12 specialist companies, the group is the pre-eminent provider of compelling data and inspirational insights for the global business community. Its

30,000 employees work across 100 countries and across the whole spectrum of research and consultancy disciplines, enabling the group to offer clients business insights at every point of the consumer cycle. The group's services are employed by over half of the Fortune Top 500 companies.

For further information, please visit us at [www.kantar.com](http://www.kantar.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, expectations regarding the impact and benefits to comScore and WPP from their partnership, financial or otherwise, and the expected results and outcome of the pending tender offer and transactions. 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; the level of participation by comScore stockholders in the tender offer; 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.

### **Additional Information and Where to Find It**

The tender offer for up to 15% of the outstanding shares of comScore, Inc. ("comScore") described herein has not yet commenced. This communication is provided for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell any securities of comScore pursuant to the proposed tender offer by WPP plc ("WPP"), or otherwise. Any offers to purchase or solicitations of offers to sell will be made only pursuant to the Tender Offer Statement on Schedule TO (including the offer to purchase, the letter of transmittal and other documents relating to the tender offer) which will be filed with the U.S. Securities and Exchange Commission ("SEC") by WPP. In addition, comScore will file with the SEC a Solicitation/Recommendation Statement on Schedule 14D-9 with respect to the tender offer. **COMSCORE'S STOCKHOLDERS ARE ADVISED TO READ THESE DOCUMENTS, ANY AMENDMENTS TO THESE DOCUMENTS AND ANY OTHER DOCUMENTS RELATING TO THE TENDER OFFER THAT ARE FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY PRIOR TO MAKING ANY DECISION WITH RESPECT TO ACQUISITION SUB'S TENDER OFFER BECAUSE THEY CONTAIN IMPORTANT INFORMATION, INCLUDING THE TERMS AND CONDITIONS OF THE OFFER.** comScore's stockholders may obtain copies of these documents (when they become available) for free at the SEC's website at [www.sec.gov](http://www.sec.gov) or from comScore's Investor Relations department at [www.ir.comscore.com](http://www.ir.comscore.com).