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

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of report (Date of earliest event reported): February 24, 2017**

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**comScore, Inc.**

(Exact name of registrant as specified in charter)

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**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)

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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))
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**Item 2.02. Results of Operations and Financial Condition.**

As previously announced, on February 24, 2017 at 8:00 a.m. Eastern Time comScore, Inc. (the “Company”) will provide an investor update with respect to the Company’s pending re-audit process and general business developments. The investor update will be available through a webcast on the Company’s website, [www.comscore.com](http://www.comscore.com), and can be accessed at <http://ir.comscore.com/>.

A copy of the related investor presentation is furnished as Exhibit 99.1 hereto. The information furnished in this Current Report on Form 8-K, including Exhibit 99.1 hereto, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

**Item 7.01. Regulation FD.**

The information set forth above under Item 2.02 is incorporated herein by reference.

This Form 8-K and exhibits thereto include statements that may constitute “forward-looking statements”, including with respect to expectations as to opportunities for comScore, including new product lines, customers, markets and partnerships; expectations as to the strength of comScore’s business, including the growth and composition of comScore’s customer base and renewal rates; expectations regarding comScore’s products, including regarding new releases and features, their quality relative to competitors, customer adoption and the potential benefits of particular products; expectations regarding the strategic and economic benefits of certain strategic relationships and initiatives; expectations as to the financial effects of comScore’s merger with Rentrak and other strategic transactions; estimates regarding forecasts of future financial performance including related growth rates and assumptions; and expectations as to the timeline for completion of the financial re-audit process and the impact on historical financial information. These statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. We caution you that these forward-looking statements are based on management’s current expectations of future events and are subject to a number of risks and uncertainties that could cause actual results to differ materially and adversely from those set forth in or implied by forward-looking statements. These risks and uncertainties include, but are not limited to, the difficulty of predicting the timing of the completion of our financial re-audit, its impact on our historical financial information, and the timing of the related filings, costs, risks and uncertainties associated with the investigation described herein, as well as those risk factors contained in comScore’s previously filed Annual Report on Form 10-K for the year ended December 31, 2014 and Quarterly Report on Form 10-Q for the three months ended September 30, 2015 and other filings comScore makes from time to time with the SEC, which are available on the SEC’s web site (<http://www.sec.gov> ). 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

**Item 9.01. Financial Statements and Exhibits.****(d) Exhibits.**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Investor Presentation dated February 24, 2017

**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/ David Chemerow  
David Chemerow  
Chief Financial Officer

Date: February 24, 2017

**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Investor Presentation dated February 24, 2017



# Investor Update

February 24, 2017



# Cautionary Statement

During this presentation, we make certain forward-looking statements concerning plans and expectations for comScore, Inc., including expectations as to opportunities for comScore, including new product lines, customers, markets and partnerships; expectations as to the strength of comScore's business, including the growth and composition of comScore's customer base and renewal rates; expectations regarding comScore's products, including regarding new releases and features, their quality relative to competitors, customer adoption and the potential benefits of particular products; expectations regarding the strategic and economic benefits of certain strategic relationships and initiatives; expectations as to the financial effects of comScore's merger with Rentrak and other strategic transactions; estimates regarding forecasts of future financial performance including related growth rates and assumptions; and expectations as to the timeline for completion of the financial re-audit process and the impact on historical financial information. We caution you that these forward-looking statements are based on management's current expectations of future events and are subject to a number of risks and uncertainties that could cause actual results to differ materially and adversely from those set forth in or implied by forward-looking statements. These risks and uncertainties include, but are not limited to, the difficulty of predicting the timing of the completion of our financial re-audit, its impact on our historical financial information, and the timing of the related filings, costs, risks and uncertainties associated with the investigation described herein; as well as those risk factors contained in comScore's previously filed Annual Report on Form 10-K for the year ended December 31, 2014 and Quarterly Report on Form 10-Q for the three months ended September 30, 2015 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>), any of which could cause actual results to differ materially from current expectations.

# Cautionary Statement

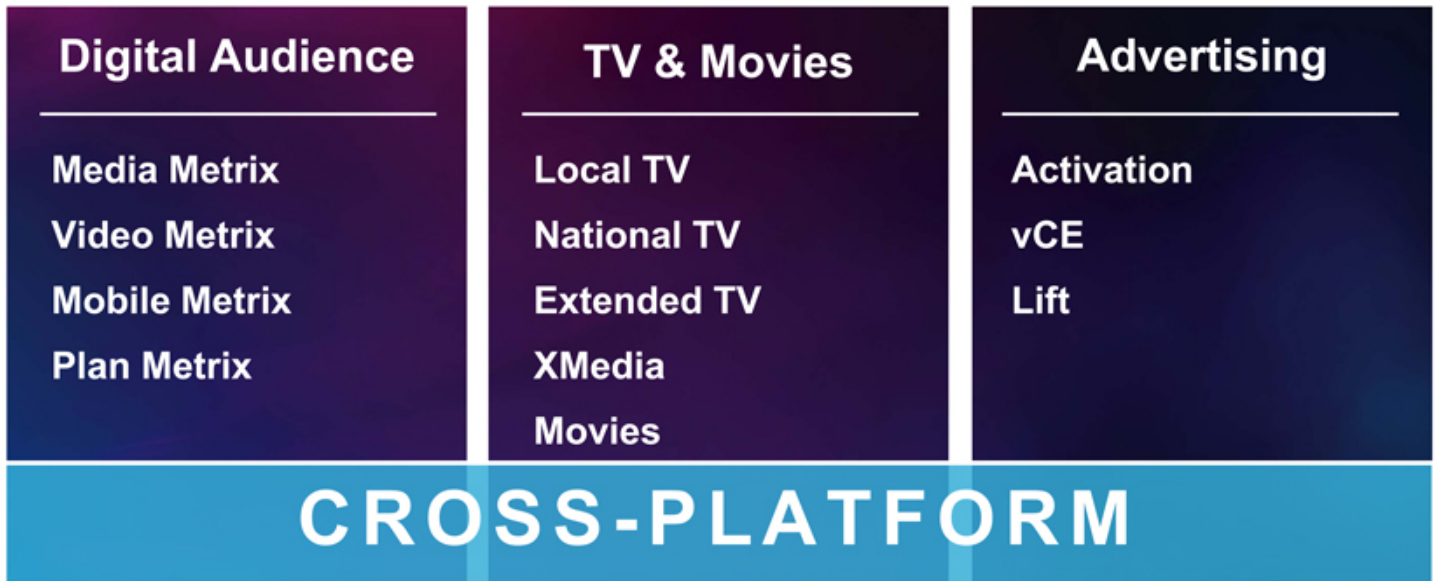
Investors are cautioned not to place undue reliance on our forward-looking statements, which speak only as of the date such statements are made. comScore does not undertake any obligation to publicly update any forward-looking statements to reflect events, circumstances or new information after the date of this presentation, or to reflect the occurrence of unanticipated events.

The presentation contains information regarding "cash flow from recurring business operations", a non-GAAP financial measure not determined in accordance with U.S. Generally Accepted Accounting Principals ("GAAP"). The presentation of this non-GAAP measure is not intended to be considered in isolation from, as a substitute for, or superior to, financial information prepared and presented in accordance with GAAP, and may be different from the non-GAAP financial measure used by other companies. Rather, the information, as well as the impact of other sources and uses of cash, are included in order to provide investors with an understanding of the estimated cash flows over certain of the periods covered by the Company's pending re-audit. The components of cash flow information included herein are estimates, and are subject to change as the Company completes the pending re-audit process. While the information relates to prior periods, due to the ongoing restatement and re-audit process it nevertheless represents estimates and expectations rather than final amounts. Given the uncertainties and assumptions discussed herein with respect to the financial re-audit process, our actual GAAP results may differ materially from our current expectations. As the most directly comparable GAAP measure would be forward-looking due to the ongoing financial re-audit process and is not currently accessible, reconciling our cash flow from recurring business operations is not currently possible without unreasonable effort and we are unable to predict with a reasonable degree of certainty the exact significance of the unavailable information, which could be material to our re-audited financial results.

**comScore's mission** is to measure what matters to make audiences, consumer behavior and advertising more valuable for our clients – across all platforms.



# How to think about comScore's business



# Timeline of Events

Late February 2016	Investigation of accounting issues begins
October 13, 2016	Nasdaq Panel hearing: Nasdaq imposed February 23 <sup>rd</sup> 2017 compliance deadline shortly thereafter
Mid-November 2016	Investigation concluded
February 3, 2017	comScore informed Nasdaq it would not meet February 23 <sup>rd</sup> deadline
February 6, 2017	Public announcement that comScore would not meet deadline
February 8, 2017	SCOR listing changed from Nasdaq to OTC Markets

# 2016 Summary Estimated Cash Flow Statement (unaudited)

Summary Estimated Cash Flow Statement *				
(unaudited)				
(\$ Millions)	2016			
	2015	1st Half	2nd Half	2016
Cash Flow from Recurring Business Operations		\$ 18	\$ 21	\$ 39
<b>Selected Investing, Financing and Non-recurring Items</b>				
Cash from Rentrak merger <sup>1</sup>		53	-	53
Cash from sale of Digital Analytix Enterprise (DAx) solution, net <sup>2</sup>		35	3	38
Cash used to acquire Compete Media Reporting, L.L.C. <sup>3</sup>		(29)	(9)	(37)
Cash used for stock repurchases		(27)	-	(27)
Payments for taxes on restricted stock units (RSUs), net of exercises of stock options <sup>4</sup>		(14)	-	(14)
Capital expenditures <sup>5</sup>		(3)	(5)	(8)
Principal payments on capital leases		(9)	(10)	(19)
Investigation, re-audit, and legal costs <sup>6</sup>		(10)	(29)	(39)
Integration costs, severance and transition services - Rentrak merger <sup>7</sup>		(12)	(4)	(16)
<b>Total Selected Investing, Financing and Non-recurring Items</b>		<b>(16)</b>	<b>(53)</b>	<b>(69)</b>
<b>Net Increase/(Decrease) in Cash</b>		<b>\$ 2</b>	<b>\$ (32)</b>	<b>\$ (30)</b>
<b>Ending Cash Balance</b>	<b>\$ 147</b>	<b>\$ 149</b>	<b>\$ 117</b>	<b>\$ 117</b>

\* Amounts represent best estimates and are subject to the "Cautionary Statements" on slide 2 above.

1. Included cash and short-term investments from the Company's merger with Rentrak in January 2016.
2. Included proceeds from sale of the DAx business of \$45 million, less deal fees of \$2 million. The Company also paid \$5 million, net, in costs relating to severance and working capital payments offset by fees received for transition services.
3. The company acquired Compete Media Reporting, LLC in April 2016 for cash of \$29 million, offset by a working capital adjustment of \$1 million received in July 2016. Additionally, the Company paid for ongoing transition services in the amount of \$10 million.
4. The Company paid \$18 million relating to taxes on RSUs in the first quarter of 2016, offset by proceeds of \$4 million from the exercise of stock options in early 2016.
5. Capital expenditures include purchases of equipment, leasehold improvements and furniture.
6. Includes costs relating to the investigation, which includes all legal costs, costs associated with litigation relating to the merger with Rentrak, as well as fees relating to the restatement and re-audit of the Company's financial statements.
7. Integration costs includes expenses associated with migrating Rentrak's systems and processes. Severance and transition services relate to transitioning and eliminating positions as a result of the merger.

# How to think about comScore's business

## Digital Audience

Media Metrix  
Video Metrix  
Mobile Metrix  
Plan Metrix

## TV & Movies

Local TV  
National TV  
Extended TV  
XMedia  
Movies

## Advertising

Activation  
vCE  
Lift

**CROSS-PLATFORM**

# Progress in US Mobile

## Larger mobile panel improving reporting

- +39% reportable mobile apps (July'16-Jan'17)
- +59% reportable mobile sites (July'16-Jan'17)

## Improved YouTube reporting with mobile added to desktop

- +281% *average* reach for Top 50 channels
- +390% total time spent for Top 50 channels

## Simplifying mobile app reporting

- Single SDK now supports multiple comScore products
- Ad viewability, valid vs. invalid traffic, demographic target verification, overall visitation

# Massive scale

To measure who consumes what, when, where – for how long



**260M**  
Desktop  
screens



**190M**  
Mobile  
phones & tablets



**15M**  
OTT  
devices

**1M**  
Digital panelists



**52M**  
TV  
screens



**114M**  
VOD  
screens

**70,000**  
TV panelists



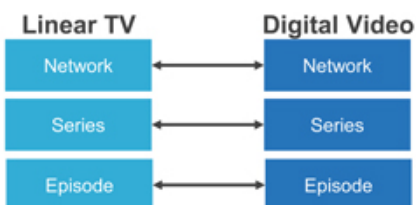
**40,000**  
Movie Theater  
screens (U.S.)

**125,000**  
Global  
movie theater screens

# comScore Cross Platform Products

## ExtendedTV™

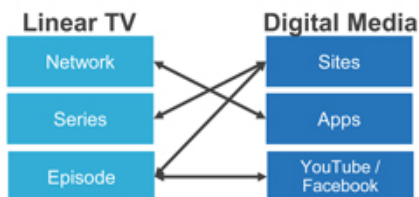
**TV-Centric View of Cross-Platform**  
Reporting based on **standard** & rigid definitions of Linear TV-based programs viewing across all platforms.



- Includes Video Content & Ads
- Average Audience & Rating Metrics
- Unduplicated Reach** across platforms
- Total Minutes across platforms
- Standardized Reporting Structure

## Xmedia™

**Total View of Cross-Platform**  
Reporting based on **flexible** reporting of audiences across all media types & platforms.



- Video and Non-Video Content (Text, Apps)
- Unduplicated Reach** across platforms
- Total/Exclusive Minutes across platforms
- Uses existing comScore Digital structure
- On-the-fly Boolean, real-time calculations

# vCE: Holistic Digital Campaign Measurement

- Audience and validation metrics
- Mobile, desktop, web, app, video
- Sophisticated fraud prevention
- Single tag = easy implementation
- Viewability metrics for Facebook and Instagram
- Powerful API
- Impression-level reporting



Accredited by  
Media  
Rating Council®

**MRC accredited for  
Sophisticated Invalid Traffic  
detection and filtration of  
desktop and mobile web  
traffic for both vCE and  
Media Metrix®.**

SIVT accounted for 86% of all invalid traffic detected and filtered by comScore in Q4'16.

comScore is the first company to provide MRC-accredited SIVT filtration in both content and campaign measurement.



# Action Steps to Restore Growth

- 1** Building new, powerful and flexible state-of-the-art systems to deliver our TV and cross-platform information and further drive growth

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- 2** Enhancing products that leverage these data and advance our cross-platform strategy

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- 3** Re-igniting growth in our core digital audience products worldwide

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- 4** Growing our vCE, Activation and Lift advertising products

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- 5** Continuing the strong growth in our movie products

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- 6** Focus on winning mind share and business from advertisers & agencies