

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): May 31, 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))

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.

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

As previously announced, on May 31, 2017 at 8:30 a.m. Eastern Time comScore, Inc. (the “Company”) will provide a routine investor update with respect to the Company’s first quarter 2017 activities. 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/events.cfm>.

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 (the “Exchange Act”), nor shall it be deemed incorporated by reference in any filing under the Exchange Act or 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 Disclosure.**

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

This Form 8-K and exhibits hereto include statements that may constitute “forward-looking statements,” including with respect to expectations as to opportunities for the Company, including new product lines, customers, markets and partnerships; expectations as to the strength of the Company’s business, including the growth and composition of the Company’s customer base and renewal rates; expectations regarding the Company’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 the Company’s merger with Rentrak Corporation 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 Company’s 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 the Company’s financial re-audit, its impact on the Company’s historical financial information, and the timing of the related filings, costs, risks and uncertainties associated with the re-audit and the related Audit Committee investigation, as well as those risk factors contained in the Company’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 and nine months ended September 30, 2015 and other filings the Company makes from time to time with the U.S. Securities and Exchange Commission (“SEC”), which are available on the SEC’s web site (<http://www.sec.gov>). The Company does not undertake any obligation to update this Current Report on Form 8-K or any forward-looking statements to reflect events, circumstances or new information after the filing of this report, 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 May 31, 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 I. Chemerow  
David I. Chemerow  
Chief Financial Officer

Date: May 31, 2017

EXHIBIT INDEX

Exhibit No.	Description
99.1	Investor Presentation dated May 31, 2017



# Investor Update

May 31, 2017



# Cautionary Statement

During this presentation, we make certain forward-looking statements concerning plans and expectations for comScore, Inc. 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. See the 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>) for risks and uncertainties which could cause actual results to differ materially from current expectations.

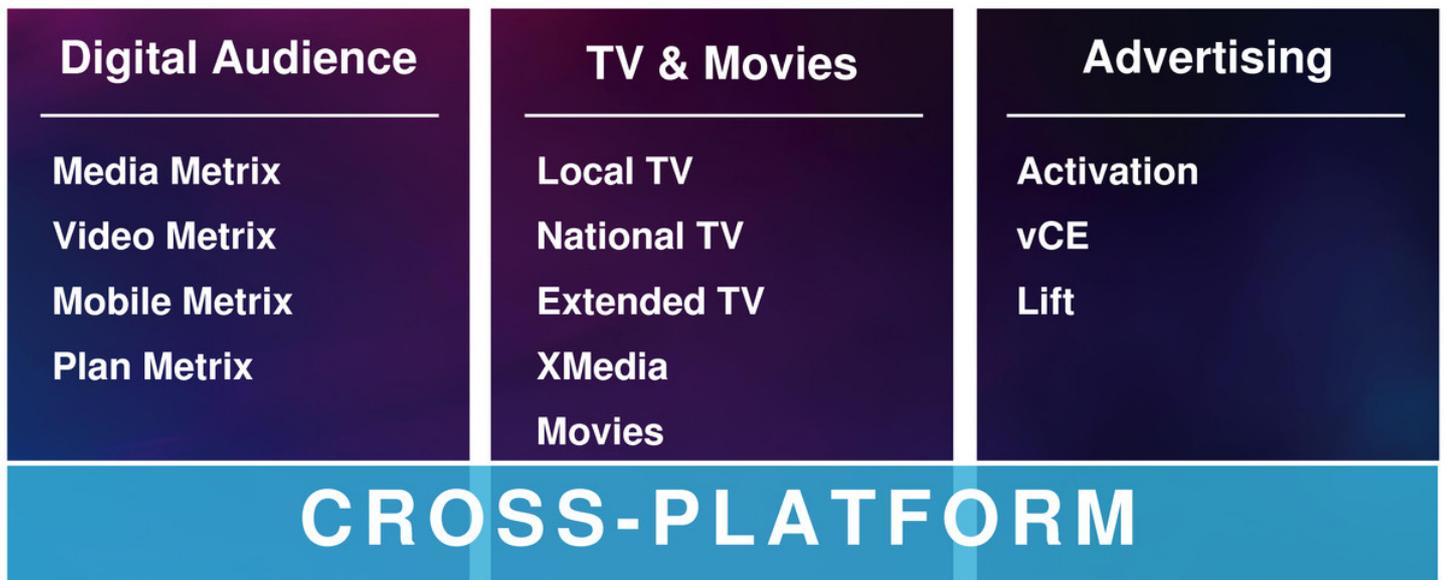
Investors are cautioned not to place undue reliance on our forward-looking statements, which speak only as of the date such statements are made. comScore does not undertake any obligation to publicly update any forward-looking statements to reflect events, circumstances or new information after the date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

# Cautionary Statement

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 Principles ("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, is 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



# Total Home Panel Products

## Connected Home

- Measures in-home device usage for computers, mobile devices, game consoles, Smart TVs, streaming devices, IoT
- Key measures include:
  - Device penetration
  - Usage frequency
  - Engagement time
  - HH demographics
  - OEM and OS market share
  - Cross-device activity patterns
- Syndicated service with Web-based UI and flexible reporting

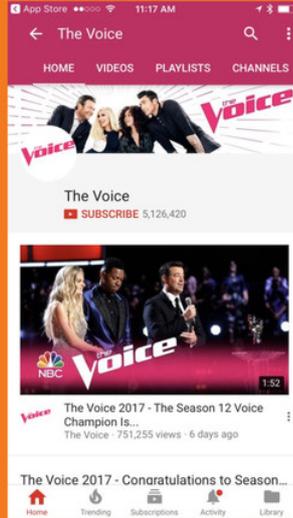
## OTT Intelligence

- Measures U.S. household viewing of over-the-top (OTT) content on TV screens
- Single-source view of dozens of OTT content providers including Netflix, Amazon, Hulu, YouTube
- Key measures include:
  - HH reach
  - Audience size
  - HH demographics
  - Usage metrics
- Syndicated service with Web-based UI and flexible reporting

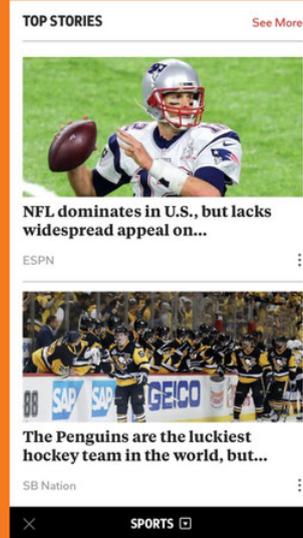
# Distributed Content Measurement



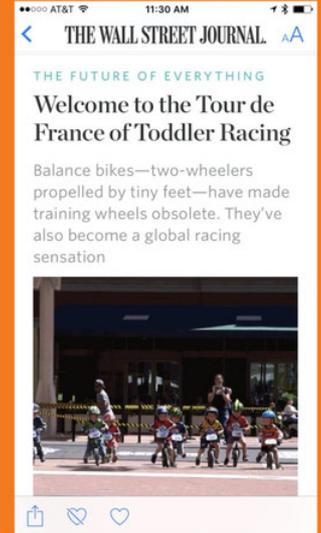
*New York Times*  
Facebook Instant Articles



*NBC The Voice*  
YouTube



*ESPN*  
Flipboard



*Wall Street Journal*  
Apple News

# Content Activation

comScore information allows advertisers to find the right context for any advertising campaign.

Clients choose from powerful segments based on content relevance...

- Hundreds of **granular categories** – such as IAB categories and custom taxonomies – for targeting specificity
- Unique combination of **custom keywords** and categories for more powerful targets
- **Demographics** for age & gender to build targets that are consistent with traditional planning

...while ensuring brand-safe, quality delivery

- Customizable **brand protection** enables advertisers to avoid undesirable topics
- **Viewability** and **IVT** filters help target inventory likely to be valid
- Industry-standard **Media Metrix** and **Video Metrix** rankings
- **Page quality** and **noticeability** targets for clean, professional inventory

# comScore Viewability and comScore vCE

## comScore Viewability

- Free viewability measurement across display, video, desktop and mobile
- Delivered through self-service UI
- Reflects removal of Invalid Traffic – both General and Sophisticated
- Base-level viewability reporting for Total Digital across display and video
- Same tag and technology leveraged in full vCE offering\*
- Standard IAB definitions of viewability

## comScore vCE

- Full-service support with dedicated client insights team
- Holistic ad *and* audience delivery validation solution that includes:
  - Key audience metrics
  - IVT breakout reporting
  - Brand safety alerting and blocking
  - Geographic reporting
- Multiple accounts & logins with no impression cap

# Movie Solutions continuing to grow

- Continued growth in core, global box office business
- Enterprise solutions from Hollywood Software acquisition; expected expansion to new geographies in 2017



## Theatrical Distribution System

- Used by studios and content distributors to book their movies in a theater from planning through collections

## Exhibitor Management System

- Used by exhibitors to centrally record, track and report on the critical business details
- Bookings, box office, POS feeds
- Box office audit & payment processing

## Theater Command Center

- Used by theaters to manage features, trailers, ads and keys
- Automates transfers of content across screens/auditoriums
- Builds & runs presentations .... lights, curtains, content!

# Television Products

- **Census-like measurement**
- **Reporting HHs In virtually all populated zip codes**
- **TV Essentials** provides national reporting for 250+ Networks
- **StationView Essentials** delivers ratings for all 210 local markets
- **OnDemand Essentials** provides video-on-demand reporting for 50+ cable, telco, and satellite providers across US and Canada



## STB Data Footprint

- 5 Major MVPDs
- 52M TV screens
- 22M Households
- 114M VOD screens

As of January 2017

# comScore data to be integrated into Open AP



**Fox, Turner and Viacom Will Launch a Standard Audience Targeting Platform for Networks and Agencies**

Called OpenAP, it will allow for more transparency



**Fox, Turner and Viacom Join Forces for New Audience Measurement Platform**



**Turner, Fox, Viacom Strike Surprising Alliance to Offer Madison Avenue New Audience Measures**



**TV Industry Mobilizing To Secure Its Fair Share Of Data-Driven Media Spend**

# The next generation of cross-platform measurement

comScore is building next-generation cross-platform measurement tools for planning, buying and evaluation of TV and digital content and advertising

<p><b>Xmedia™</b> Available Now</p>  <p><b>Cross-Platform Audience Analysis and Ad Planning</b> <i>Unduplicated audiences across TV, digital video, websites and apps</i></p>	<p><b>Extended TV™</b> Private release available now Expanded Charter Program in 2017</p>  <p><b>Cross-Platform TV &amp; Video Ratings</b> <i>Unduplicated audiences of TV programming across TV, digital video, OTT</i></p>	<p><b>vCE Cross-Platform™</b> Initial studies underway</p>  <p><b>Cross-Platform Campaign Measurement</b> <i>Unduplicated audiences and impressions across TV and digital advertising</i></p>
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# 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
May 30, 2017	SCOR delisted from Nasdaq

**Summer 2017**

***Target to complete audit and regain SEC compliance***

# Summary Estimated Cash Flow Statement (unaudited)

Summary Estimated Cash Flow Statement *		
(unaudited)		
(\$ Millions)	March 31,	
	2016	2017
Cash Flow from Recurring Business Operations	\$ 12.5	\$ 10.8
<b>Selected Investing, Financing and Non-recurring Items</b>		
Cash from Rentrak merger <sup>1</sup>	\$ 59.6	\$ -
Cash from sale of Digital Analytix Enterprise (DAX) solution, net <sup>2</sup>	\$ 43.0	\$ 0.8
Cash used for stock repurchases	\$ (27.3)	\$ -
Payments for taxes on restricted stock units (RSUs), net of exercises of stock options <sup>3</sup>	\$ (14.0)	\$ (1.3)
Capital expenditures <sup>4</sup>	\$ (4.1)	\$ (2.9)
Principal payments on capital leases	\$ (4.8)	\$ (4.5)
Investigation, re-audit, and legal costs <sup>5</sup>	\$ -	\$ (12.8)
Integration costs, severance and transition services - Rentrak merger <sup>6</sup>	\$ (1.0)	\$ (0.9)
<b>Total Selected Investing, Financing and Non-recurring Items</b>	<b>\$ 51.4</b>	<b>\$ (21.6)</b>
<b>Net Increase/(Decrease) in Cash</b>	<b>\$ 63.9</b>	<b>\$ (10.8)</b>
Beginning Cash & Marketable Securities Balance	\$ 147.0	\$ 116.8
Ending Cash & Marketable Securities Balance	\$ 210.9	\$ 106.0

Amounts represent best estimates and are subject to the "Cautionary Statement" on slide 3 above. Amounts may not foot due to rounding.

## Notes:

1. Includes cash and short-term investments from the Company's merger with Rentrak in January 2016
2. 2016 includes proceeds from sale of the DAX business of \$45 million, less deal fees of \$2 million. The Company also paid \$3.4 million, net, in costs relating to severance and working capital payments. 2017 includes fees received for transition services offset with costs related to severance and working capital payments.
3. 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. The Company paid \$1.3 million relating to taxes on RSUs in the first quarter of 2017.
4. Capital expenditures include purchases of equipment, leasehold improvements and furniture.
5. Includes costs relating to the investigation of the Company, which includes all legal costs, costs associated with litigation relating to the Rentrak merger, as well as fees relating to the restatement and re-audit of the Company's financial statements.
6. Integration costs includes expenses associated with migrating Rentrak's systems and processes to comScore. Severance and transition services relate to transitioning and eliminating positions as a result of the Rentrak merger.



**Thank you.**

**Q&A**

