

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-1
REGISTRATION STATEMENT
Under
The Securities Act of 1933

COMSCORE, INC.

(Exact name of Registrant as specified in its charter)

Delaware
*(State or other jurisdiction of
incorporation or organization)*

7389
*(Primary Standard Industrial
Classification Code Number)*

54-19555550
*(I.R.S. Employer
Identification Number)*

11465 Sunset Hills Road
Suite 200
Reston, Virginia 20190
(703) 438-2000

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

Magid M. Abraham, Ph.D.
President and Chief Executive Officer
comScore, Inc.
11465 Sunset Hills Road
Suite 200
Reston, Virginia 20190
(703) 438-2000

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

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General Counsel
comScore, Inc.
11465 Sunset Hills Road, Suite 200
Reston, Virginia 20190
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Jeffrey D. Saper, Esq.
Robert G. Day, Esq.
Wilson Sonsini Goodrich & Rosati,
Professional Corporation
650 Page Mill Road
Palo Alto, California 94304

Mark R. Fitzgerald, Esq.
Wilson Sonsini Goodrich & Rosati,
Professional Corporation
1700 K Street, N.W., Fifth Floor
Washington, D.C. 20006
Telephone: (202) 973-8800
Facsimile: (202) 973-8899

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-141740

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

CALCULATION OF REGISTRATION FEE

Title of each Class of Securities to be Registered	Amount to be Registered(1)(2)	Proposed Maximum Offering Price per Share(3)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$0.001 per share	345,000	\$16.50	\$5,692,500	\$175

(1) Includes 45,000 shares the underwriters have an option to purchase to cover over-allotments, if any.

(2) The 345,000 shares being registered under this Registration Statement are in addition to the 5,750,000 shares registered pursuant to the Registration Statement on Form S-1 (File No. 333-141740).

(3) Based on the public offering price.

THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE UPON FILING WITH THE SECURITIES AND EXCHANGE COMMISSION IN ACCORDANCE WITH RULE 462(B) UNDER THE SECURITIES ACT.

**EXPLANATORY NOTE AND
INCORPORATION OF CERTAIN INFORMATION BY REFERENCE**

This Registration Statement on Form S-1 is being filed with respect to the registration of additional shares of common stock, par value \$0.001 per share, of comScore, Inc., a Delaware corporation, pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This Registration Statement includes the registration statement facing page, this page, the signature pages, an exhibit index, an opinion of counsel regarding the legality of the securities being registered and a related consent, and the consent of an independent registered public accounting firm. This Registration Statement relates to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-141740), initially filed by the Registrant on April 2, 2007 and declared effective by the Securities and Exchange Commission on June 26, 2007. The Registrant is filing this Registration Statement for the sole purpose of increasing the aggregate number of shares of common stock offered by 345,000 shares, including increasing by 45,000 the shares subject to purchase upon exercise of the underwriters' option to purchase additional shares of common stock. Pursuant to Rule 462(b), the contents of the Registration Statement on Form S-1, as amended (File No. 333-141740), including the exhibits and the power of attorney thereto, are incorporated by reference into this Registration Statement.

UNDERTAKING

The Company hereby certifies to the Commission that (i) it has instructed its bank to pay the Commission the filing fee set forth in the cover page of this Registration Statement by wire transfer of such amount to the Commission's account at Mellon Bank as soon as practicable (but no later than the close of business on June 27, 2007); (ii) it will not revoke such instruction; (iii) it has sufficient funds in the relevant account to cover the amount of such filing fee; and (iv) it will confirm receipt of such instructions by its bank during the bank's regular business hours no later than June 27, 2007.

Signatures

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Reston, Commonwealth of Virginia, on the twenty-sixth day of June, 2007.

comScore, Inc.

By: /s/ MAGID M. ABRAHAM
Magid M. Abraham, Ph.D.
President, Chief Executive
Officer and Director

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ MAGID M. ABRAHAM</u> Magid M. Abraham, Ph.D.	President, Chief Executive Officer (Principal Executive Officer) and Director	June 26, 2007
<u>/s/ JOHN M. GREEN</u> John M. Green	Chief Financial Officer (Principal Financial and Accounting Officer)	June 26, 2007
<u>*</u> Gian M. Fulgoni	Executive Chairman of the Board of Directors	June 26, 2007
<u>*</u> Thomas D. Berman	Director	June 26, 2007
<u>*</u> Bruce Golden	Director	June 26, 2007
<u>*</u> William J. Henderson	Director	June 26, 2007
<u>*</u> Ronald J. Korn	Director	June 26, 2007
<u>*</u> Frederick R. Wilson	Director	June 26, 2007
<u>*By: /s/ MAGID M. ABRAHAM</u> Magid M. Abraham, Ph.D. Attorney-In-Fact		

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
5.1	Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation
23.1	Consent of Ernst & Young LLP
23.2	Consent of Wilson Sonsini Goodrich & Rosati, Professional Corporation (included in Exhibit 5.1)
24.1*	Power of Attorney

* Incorporated by reference from the Registrant's Registration Statement on Form S-1, as amended (File No. 333-141740), initially filed by the Registrant on April 2, 2007 and declared effective by the Securities and Exchange Commission on June 26, 2007

June 26, 2007

comScore, Inc.
11465 Sunset Hills Road
Suite 200
Reston, Virginia 20190

Re: Registration Statement on Form S-1

Ladies and Gentlemen:

We are acting as counsel to comScore, Inc., a Delaware corporation (the "Company") in connection with the registration of 345,000 shares of the Company's Common Stock, par value \$0.001 per share, including 45,000 shares subject to an over-allotment option (collectively, the "Shares"), pursuant to a Registration Statement on Form S-1 (the "Registration Statement"), filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended. The Shares are to be sold to the underwriters for resale to the public as described in the Registration Statement and pursuant to the underwriting agreement referred to in the Registration Statement (the "Underwriting Agreement").

As counsel for the Company, we have examined originals or copies, certified or otherwise identified to our satisfaction, of such documents, corporate records, certificates of public officials and other instruments as we have deemed necessary for the purposes of rendering this opinion. In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity with the originals of all documents submitted to us as copies. We are admitted to practice law in the State of California, the District of Columbia and the Commonwealth of Virginia, and we render this opinion only with respect to, and express no opinion herein concerning the application or effect of the laws of any jurisdiction other than, the existing laws of the United States of America, the State of California, the District of Columbia, the Commonwealth of Virginia and the Delaware General Corporation Law, the Delaware Constitution and reported judicial decisions relating thereto.

Based upon the foregoing, we are of the opinion that (i) the Shares to be registered for sale by the Company have been duly authorized by the Company, and the Shares to be sold by the Company, when issued, delivered and paid for in accordance with the terms of the Underwriting Agreement, will be validly issued, fully paid and nonassessable and (ii) the Shares to be sold by the selling stockholders pursuant to the Underwriting Agreement have been duly authorized by the Company, and are validly issued, fully paid and nonassessable.

We consent to the use of this opinion as an exhibit to the Registration Statement, and we further consent to the use of our name wherever appearing in the Registration Statement, including the prospectus constituting a part thereof, and any amendment thereto.

Very truly yours,

WILSON SONSINI GOODRICH & ROSATI
Professional Corporation

Consent of Independent Registered Public Accounting Firm

We consent to the reference to our firm under the caption "Experts" and to the use of our reports dated March 29, 2007 (except Note 15, as to which the date is June 21, 2007), with respect to the consolidated financial statements of comScore, Inc. included in the Registration Statement (Form S-1 No. 333-141740) pertaining to the registration of shares of its common stock, which has been incorporated by reference into the Registration Statement on Form S-1 filed pursuant to Rule 462(b).

/s/ Ernst & Young LLP

McLean, Virginia
June 21, 2007