

**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): January 10, 2020**

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**comScore, Inc.**  
(Exact Name of Registrant as Specified in its 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)  
(Zip Code)

**(703) 438-2000**  
(Registrant's Telephone Number, Including Area Code)

**N/A**  
(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))

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.**

On January 10, 2020, Dale Fuller, then a Class III member of the Board of Directors (the "Board") of comScore, Inc. (the "Company"), notified the Company of his resignation as director, effective immediately. Mr. Fuller sent an email to the Chairman of the Board regarding his resignation, a copy of which is attached hereto as Exhibit 99.1. Mr. Fuller'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.

Mr. Fuller was the last remaining Board member designated as an appointee of Starboard Value LP and its affiliates (collectively, "Starboard") in an amendment agreement, dated April 18, 2018, between the Company and Starboard pertaining to the membership and composition of the Board. Starboard has no remaining right to designate directors to the Board.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits.**

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Email from Dale Fuller, dated January 10, 2020</a>
101.INS	XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
101.SCH	Inline XBRL Taxonomy Extension Schema Document.
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document.
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document.
104	Cover Page Interactive Data File - the cover page iXBRL tags are embedded within the Inline XBRL document

**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/ Carol A. DiBattiste  
Carol A. DiBattiste  
Chief Legal and Compliance Officer

Date: January 10, 2020

Dear Mr. Chairman,

I am writing to you for two reasons. First, to thank you, the board of directors, shareholders and employees of the company for the honor and pleasure to have served the company as Chairman of the Audit Committee, Board Member and as Interim Chief Executive Officer. We, together, have successfully guided the company through some very difficult times, and now, finally, have the opportunity to sail with clear skies and smooth waters. The team as a whole has performed very well, and going forward will only continue to get better. I see great things for this company's future.

And second, as I have concluded that now is the time for me to pursue other ventures, I regret to inform you that you must accept my resignation from the Board of Directors effective today, 1/10/2020.

Regards,

Dale Fuller