
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 20549

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934**

January 28, 2016

Date of Report (Date of earliest event reported)

comScore, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

001-33520

(Commission File Number)

54-1955550

(I.R.S. Employer Identification No.)

**11950 Democracy Drive
Suite 600
Reston, Virginia 20190**

(Address of principal executive offices)

(703) 438-2000

(Registrant's telephone number, including area code)

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 (see General Instruction A.2. below):

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))

Item 2.01. Completion of Acquisition or Disposition of Assets.

On January 29, 2016, pursuant to the Agreement and Plan of Merger and Reorganization, dated as of September 29, 2015 (the “Merger Agreement”), by and among comScore, Inc., a Delaware corporation (“comScore”), Rum Acquisition Corporation, an Oregon corporation and a wholly owned subsidiary of comScore (“Merger Sub”), and Rentrak Corporation, an Oregon corporation (“Rentrak”), Merger Sub merged with and into Rentrak (the “Merger”) with Rentrak surviving the Merger as a wholly owned subsidiary of comScore.

As a result of the Merger, each share of the common stock of Rentrak, par value \$0.001 per share (the “Rentrak Common Stock”) that was outstanding immediately prior to the effective time of the Merger (the “Effective Time”) was converted into the right to receive 1.15 shares of the common stock, par value \$0.001 per share, of comScore (the “comScore Common Stock”). No fractional shares of comScore Common Stock will be issued in the Merger, and holders of shares of Rentrak Common Stock will receive cash in lieu of any such fractional shares.

The issuance of comScore Common Stock in connection with the Merger, as described above, was registered under the Securities Act of 1933, as amended, pursuant to comScore’s registration statement on Form S-4 (File No. 333-207714), filed with the Securities and Exchange Commission (the “SEC”) and declared effective on December 23, 2015 (the “Joint Proxy Statement/Prospectus”).

The foregoing description of the transactions consummated pursuant to the Merger Agreement does not purport to be complete and is qualified in its entirety by reference to the Merger Agreement, which was filed as Exhibit 2.1 to comScore’s Current Report on Form 8-K filed with the SEC on September 29, 2015, which is incorporated herein by reference.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Pursuant to the terms of the Merger Agreement, effective as of the Effective Time, William Engel, Brent Rosenthal, William P. Livek and Patricia Gottesman, each a Rentrak director prior to the Merger, were appointed to the board of directors of comScore (the “Board of Directors”). Mr. Engel will serve on the Board of Directors as a Class I director, whose term will expire at the 2017 annual meeting of stockholders. Mr. Rosenthal and Mr. Livek will serve on the Board of Directors as Class II directors, whose term will expire at the 2018 annual meeting of stockholders. Ms. Gottesman will serve on the Board of Directors as a Class III director, whose term will expire at the 2019 annual meeting of stockholders.

In addition, effective as of the Effective Time, William P. Livek was appointed as the executive vice chairman of the Board of Directors and President of the Company, Brent Rosenthal was appointed as the chairman of the Audit Committee of the Board of Directors, William Engel was appointed to the Nominating and Governance Committee of the Board of Directors and Patricia Gottesman was appointed to the Compensation Committee of the Board of Directors.

Item 5.07 Submission of Matters to a Vote of Security Holders.

comScore held a Special Meeting of Stockholders (the “comScore Special Meeting”) on January 28, 2016. On December 10, 2015, the record date for stockholders entitled to vote at the Special Meeting, 38,972,442 shares of the comScore common stock were outstanding, each of which entitled the holder to one vote on each matter brought before the comScore Special Meeting. A total of 36,683,305 shares of comScore Common Stock were represented in person or by proxy at the comScore Special Meeting, representing 94.13% of the shares of comScore Common Stock issued and outstanding on the record date. For each of the proposals below, a quorum was present.

The final voting results on each of the matters submitted to a vote of the comScore stockholders at the comScore Special Meeting are set forth below. Each of the proposals was approved by comScore’s stockholders. Each proposal is described in more detail in the Joint Proxy Statement/Prospectus.

a. **Proposal 1: The vote to issue shares of comScore Common Stock in connection with the Merger was:**

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
36,298,661	4,576	380,068	0

b. **Proposal 2: The vote to approve the adjournment of the comScore Special Meeting, if necessary or appropriate, to solicit additional proxies if there were not sufficient votes to approve the issuance of the shares of comScore Common Stock in connection with the Merger was:**

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
34,274,935	1,464,300	944,070	0

Item 8.01. Other Events.

On February 1, 2016, comScore and Rentrak issued a joint press release announcing the final voting results of the comScore Special Meeting and special meeting of Rentrak shareholders, both held on January 29, 2016, and the consummation of the Merger. A copy of the joint press release is filed herewith as Exhibit 99.1 and is incorporated into this Item 8.01 by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Joint Press Release issued by comScore, Inc. and Rentrak Corporation dated February 1, 2016.

EXHIBIT INDEX

Exhibit

Description

99.1 Joint Press Release issued by comScore, Inc. and Rentrak Corporation dated February 1, 2016.

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.

Date: February 1, 2016

COMSCORE, INC.

By: /s/ Christiana L. Lin

Christiana L. Lin

EVP, General Counsel and Chief Privacy Officer



FOR IMMEDIATE RELEASE Contact: Erin DeGiorgi

comScore, Inc.
(703) 234-2662
press@comscore.com

**comScore and Rentrak Complete Merger,
Creating the New Model for a Dynamic Cross-Platform World**

**Two longtime leaders in measurement innovation use massive data scale
to establish new currencies for understanding consumers' multiscreen behavior**

RESTON, VA, February 1, 2016 – comScore, Inc. (NASDAQ: SCOR) announced today the completion of its merger with Rentrak to create a new cross-platform measurement company built on a precise, innovation-led understanding of audiences, brands and consumer behavior at massive scale.

“This merger brings together two great entrepreneurial companies that invented their respective fields and their respective trusted currencies,” said Serge Matta, CEO of comScore. “Both have been driven to create innovative technology platforms that use massive data scale to measure increasingly fragmented consumer behavior. Together these two principal architects of the multiscreen future will deliver the cross-platform currencies that have been demanded for so long.”

Both companies have unmatched expertise in unifying billions of pieces of proprietary “census” data, encompassing digital, TV set-top box, movie screens and demographic information with the behavior of millions of individual consumers.

Together, the new company reports in more than 75 countries. In the United States, comScore will now be measuring behavior on more than 260 million desktop screens, 160 million mobile phone screens, 95 million tablet screens, 40 million television screens, 120 million video-on-demand screens, and 40,000 movie theater screens representing well over a hundred million movie-goers.

“The cross-platform world is changing rapidly and this change demands relentless inventiveness, agility, and collaborative intelligence,” added Matta. “These are qualities on which both companies have built their success. This proven ability to precisely measure extremely fragmented, dynamic audiences in dramatic, innovative ways --- and to quickly report on it --- has provided the insights that allow our clients to act with great competitive advantages.”

“The media industry can no longer be measured with samples in the thousands of households or individuals,” said Bill Livek, Vice Chairman & President of comScore. “The solutions our customers need must be based on unifying and making actionable massive amounts of information they can use as both a currency and to better manage their businesses. Our joint cultures have been living and breathing this mission from our companies' inceptions.”

“When you come from the world of trillions of fragmented digital interactions, you understand the need for massive data and sophisticated technology. That’s why for 15 years we’ve invented measurement systems based on these principles in anticipation of the evolving needs of our clients,” said Magid Abraham, comScore’s Chairman and Co-Founder. “We’re incredibly excited about where our innovations and insights will take our clients in this new trajectory.”

About comScore

comScore (NASDAQ: SCOR) is the cross-platform measurement company that precisely measures audiences, brands and consumer behavior everywhere. comScore completed its merger with Rentrak Corporation in January 2016, creating the new model for a dynamic, cross-platform world. Built on precision and innovation, our unmatched data footprint combines proprietary digital, TV and movie intelligence with vast demographic details to quantify consumers’ multiscreen behavior at massive scale. This approach helps media companies monetize their complete audiences and allows marketers to reach these audiences more effectively. With more than 3,200 clients and global footprint in more than 75 countries, comScore is delivering the future of measurement. For more information on comScore, please visit comscore.com.

Cautionary Statement

This announcement 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, without limitation, expectations as to the development of new products, particularly in cross-media measurement; and expectations regarding the strategic and financial benefits of comScore’s acquisition of Rentrak Corporation. These statements involve risks and uncertainties that could cause comScore’s actual results to differ materially, including, but not limited to: comScore’s ability to develop new products, particularly in cross-media measurement; comScore’s ability to integrate Rentrak’s business with its own; and comScore’s ability to sell new or additional products and attract new customers.

For a detailed discussion of these and other risk factors, please refer to comScore’s 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>).

Stockholders of comScore are cautioned not to place undue reliance on its 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.