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

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**Form 10-K**

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(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
**For the fiscal year ended December 31, 2012**

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
**Commission File Number 001-33520**

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**COMSCORE, INC.**

*(Exact name of Registrant as Specified in its Charter)*

**Delaware**  
*(State or Other Jurisdiction of  
Incorporation or Organization)*

**54-1955550**  
*(I.R.S. Employer  
Identification Number)*

**11950 Democracy Drive, Suite 600  
Reston, Virginia 20190**  
*(Address of Principal Executive Offices)*  
**(703) 438-2000**  
*(Registrant's Telephone Number, Including Area Code)*

**Securities registered pursuant to Section 12(b) of the Act:**

<u>Title of Each Class</u>	<u>Name of Each Exchange on Which Registered</u>
Common Stock, par value \$0.001 per share	The NASDAQ Stock Market LLC

**Securities registered pursuant to Section 12(g) of the Act:**

**None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The aggregate market value of the registrant's voting and non-voting common equity held by non-affiliates of the registrant on June 30, 2012, the last business day of the registrant's most recently completed second fiscal quarter, was approximately \$545.1 million (based on the closing sales price of the registrant's common stock as reported by the NASDAQ Global Select Market on that date). Shares of the registrant's common stock held by each officer and director and each person who owns more than 10% or more of the outstanding common stock of the registrant have been excluded in that such persons may be deemed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date: As of February 19, 2013, there were 35,727,018 shares of the registrant's common stock outstanding.

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**DOCUMENTS INCORPORATED BY REFERENCE**

Specified portions of the registrant's Proxy Statement with respect to its 2012 annual meeting of stockholders, anticipated to be filed with the Securities and Exchange Commission no later than 120 days following the registrant's fiscal year ended December 31, 2012, are incorporated by reference in Part III of this annual report on Form 10-K.

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**COMSCORE, INC.**  
**ANNUAL REPORT ON FORM 10-K**  
**FOR THE PERIOD ENDED DECEMBER 31, 2012**

**TABLE OF CONTENTS**

<a href="#">PART I</a>		<a href="#">1</a>
Item 1.	<a href="#">Business</a>	<a href="#">1</a>
Item 1A.	<a href="#">Risk Factors</a>	<a href="#">12</a>
Item 1B.	<a href="#">Unresolved Staff Comments</a>	<a href="#">30</a>
Item 2.	<a href="#">Properties</a>	<a href="#">30</a>
Item 3.	<a href="#">Legal Proceedings</a>	<a href="#">30</a>
Item 4.	<a href="#">Mine Safety Disclosures</a>	<a href="#">31</a>
<a href="#">PART II</a>		<a href="#">32</a>
Item 5.	<a href="#">Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</a>	<a href="#">32</a>
Item 6.	<a href="#">Selected Financial Data</a>	<a href="#">34</a>
Item 7.	<a href="#">Management’s Discussion and Analysis of Financial Condition and Results of Operations</a>	<a href="#">36</a>
Item 7A.	<a href="#">Quantitative and Qualitative Disclosures About Market Risk</a>	<a href="#">57</a>
Item 8.	<a href="#">Financial Statements and Supplementary Data</a>	<a href="#">58</a>
Item 9.	<a href="#">Changes in and Disagreements with Accountants on Accounting and Financial Disclosure</a>	<a href="#">90</a>
Item 9A.	<a href="#">Controls and Procedures</a>	<a href="#">90</a>
Item 9B.	<a href="#">Other Information</a>	<a href="#">92</a>
<a href="#">PART III</a>		<a href="#">92</a>
Item 10.	<a href="#">Directors, Executive Officers and Corporate Governance</a>	<a href="#">92</a>
Item 11.	<a href="#">Executive Compensation</a>	<a href="#">92</a>
Item 12.	<a href="#">Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</a>	<a href="#">92</a>
Item 13.	<a href="#">Certain Relationships and Related Transactions, and Director Independence</a>	<a href="#">92</a>
Item 14.	<a href="#">Principal Accounting Fees and Services</a>	<a href="#">93</a>
<a href="#">PART IV</a>		<a href="#">93</a>
Item 15.	<a href="#">Exhibits, Financial Statement Schedules</a>	<a href="#">93</a>
<a href="#">SIGNATURES</a>		<a href="#">97</a>

## CAUTIONARY NOTE REGARDING FORWARD LOOKING STATEMENTS

*This Annual Report on Form 10-K, including the “Management’s Discussion and Analysis of Financial Condition and Results of Operations” section in Item 7 of this report, and other materials accompanying this Annual Report on Form 10-K contain forward-looking statements within the meaning of and safe harbor provided by Section 21E of the Securities Exchange Act of 1934, as amended, and Section 27A of the Securities Act of 1933, as amended. We attempt, whenever possible, to identify these forward- looking statements by words such as “intends,” “will,” “plans,” “anticipates,” “expects,” “may,” “estimates,” “believes,” “should,” “projects,” or “continue,” or the negative of those words and other comparable words. Similarly, statements that describe our business strategy, goals, prospects, opportunities, outlook, objectives, plans or intentions are also forward-looking statements. These statements may relate to, but are not limited to, expectations of future operating results or financial performance, capital expenditures, introduction of new products, regulatory compliance, plans for growth, expected economic conditions, and future operations, as well as assumptions relating to the foregoing.*

*These statements are based on current expectations and assumptions regarding future events and business performance and involve known and unknown risks, uncertainties and other factors that may cause actual events or results to be materially different from any future events or results expressed or implied by these statements. These factors include those set forth in the following discussion and within Item 1A “Risk Factors” of this Annual Report on Form 10-K and elsewhere within this report.*

*You should not place undue reliance on these forward-looking statements, which apply only as of the date of this Annual Report on Form 10-K. You should carefully review the risk factors described in other documents that we file from time to time with the U.S. Securities and Exchange Commission, or SEC. Except as required by applicable law, including the rules and regulations of the SEC, we do not plan to publicly update or revise any forward-looking statements, whether as a result of any new information, future events or otherwise, other than through the filing of periodic reports in accordance with the Securities Exchange Act of 1934, as amended.*

## PART I

### ITEM 1. BUSINESS

#### Overview

We provide leading, on-demand digital analytics that enable our customers to make well-informed, data-driven decisions and implement more effective digital business strategies. More specifically, we are an Internet technology company that measures what people do as they navigate the digital world and we turn that information into insights and actions for our clients to maximize the value of their digital investments. One of the key elements of our products is our ability to effectively combine our proprietary comScore data, which we obtain via our global panel and census network, with our clients own data. Our products provide our customers with deep insight into consumer behavior, including objective, detailed information regarding usage of their online properties and those of their competitors, coupled with information on consumer demographic characteristics, attitudes, lifestyles and offline behavior. In addition, we offer mobile operator analytics products that provide comprehensive marketing and customer care insight to mobile carriers worldwide. During the year ended December 31, 2012, we provided service to over 2,150 customers worldwide with our broad geographic base of employees located in 31 locations in 23 countries.

We deliver our products on-demand using our digital measurement and analytics platforms, which are comprised of proprietary databases, internally developed software, and a computational infrastructure that measures, analyzes and reports on digital activity. Our scalable, Software-as-a-Service, or SaaS, delivery model, eliminates the need for our customers to install and maintain hardware and software in order to use our products. Our products are hosted and maintained by us, which significantly reduces the cost and complexity for our customers relative to traditional software products and provides significant operating efficiencies. We can quickly deploy or update our products with minimal to no lead time, which significantly enhances our customers' productivity. We offer our products as a subscription-based service for which our customers pay a recurring fee during the subscription term or on a usage-based model for which customers pay based on their level of usage.

Our digital media measurement and analytics platforms are comprised of proprietary databases and a computational infrastructure that measures, analyzes and reports on digital activity worldwide. The foundation of our platform is data collected from our comScore panel of approximately two million Internet users worldwide who have granted us explicit permission to confidentially measure their Internet usage patterns, online and certain offline buying behavior and other activities. By applying advanced statistical methodologies to our panel data, we project consumers' online behavior for the total online population and a wide variety of user categories. This panel information is complemented by our Unified Digital Measurement™ methodology which enables us to more accurately measure digital audiences. Our Unified Digital Measurement approach blends panel and census methodologies into products that provide a direct linkage and reconciliation between census and panel measurement. Our tagged network of global websites and apps is referred to as the comScore Census Network™, which has been built with a substantial infrastructure and technology that processes over 1.4 trillion events per month worldwide. We also provide products to the large mobile networks that deliver network analysis focused on the experience of wireless subscribers, as well as network intelligence with respect to performance, capacity and configuration analytics. We also provide digital (web, apps, video, gaming, and other digital assets) and monetization analytics and innovative video measurement products.

Our strategy is to deliver our Analytics for a Digital World™ through the widest array of digital analytic products to customers. For example, our digital analytics products are aimed at content publishers, advertisers, advertising agencies and network operators (mobile and wireline) and they have significant overlap in the sense that the same product can be applicable to multiple types of customers. Although, we operate our business within one operating segment, we leverage our platforms to provide products organized around the following four major suites:

- *Audience Analytics*: tools that measure the size, behavior and characteristics of online audiences across multiple platforms;
- *Advertising Analytics*: tools that provide end-to-end solutions for planning, optimization and evaluation of the effectiveness of online advertising;
- *Digital Business Analytics*: tools that enable customers to optimize the user experience on their digital assets (websites, apps, social); and
- *Mobile Operator Analytics*: tools that provide comprehensive mobile market intelligence and network solutions for mobile operators.

## **Our opportunity**

We believe that digital media and platforms are enabling the evolution and innovation of business models in commerce, content, advertising and communications. We believe our opportunity lies in providing customers across multiple industries worldwide with the digital analytics products they need to navigate the ever-changing business environment.

### ***Continued growth of Digital Commerce, Content, Advertising and Communications***

The United Nations estimates that there are more than two billion people with access to the Internet. As that number continues to grow, the Internet has risen in importance as a platform for research, commerce, advertising and media distribution and consumption. In the last ten years, digital platforms have enabled the rapid growth of leading Internet businesses, of which the three largest online companies generated in excess of \$100 billion in revenue in 2012 alone.

At the same time, the Internet continues to evolve, with social platforms such as Facebook, Twitter and LinkedIn pushing further evolution of business models among both offline and more established online players. Additionally, as smartphones and tablets become the dominant platform for accessing the Internet for a growing number of people, the user experience is undergoing additional change to cater to consumer demand.

The rapid development and introduction of mobile devices (especially smartphones), tablets, game consoles, e-readers, as well as digital communication technologies such as Voice over Internet Protocol, or VOIP, and Internet Protocol TV, or IPTV, are enabling users to access content and communicate in new ways. We believe these and other new digital media and communications devices and services offer a similar opportunity as the Internet for us to measure and analyze user behavior.

### ***The Measurable World***

The interactive, user-specific nature of digital media enables businesses to access a wealth of user information that was virtually unavailable through offline audience measurement and marketing intelligence techniques. Businesses can now measure detailed user activity, such as how users interact with Web page content, how users respond to online marketing, how people consume content, shop and buy online, and how audience and user behavior compare across various Web sites.

Detailed user data can be combined with demographic, attitudinal and transactional information to develop a deeper understanding of user behavior, attributes and preferences. Unlike offline media such as traditional television and radio, which generally only allow for the passive measurement of relative audience size, digital media enable businesses to actively understand the link between digital content, marketing and user behavior. Businesses can use accurate, relevant and objective digital marketing intelligence to develop and validate key strategies and improve performance.

### ***Importance of Digital Media Measurement***

Online business models are frequently characterized by low barriers to entry and low switching costs for consumers. In such an environment, access to real-time data and analytics becomes a vital competitive tool, as those businesses that are able to most efficiently acquire, convert and monetize user traffic attain a significant advantage. Additionally, many digital businesses face low incremental costs, and thus small improvements in monetization or operating efficiency can have a significant impact on profitability.

### ***Challenges in Providing Digital Media Measurement***

While the interactive and dynamic nature of digital markets creates the opportunity for businesses to gain deep insights into user behavior and competitive standing, there are a number of issues unique to the Internet that make it challenging for companies to provide digital marketing intelligence. Compared to offline media such as television or radio, the markets for digital media are significantly more fragmented, complex and dynamic. We believe that there are over 35,000 Web sites worldwide that each receive at least 500,000 monthly unique visitors, as compared to at most a few hundred channels typically available with standard digital cable or satellite television and broadcast or satellite radio. The complexities of online user activity and the breadth of digital content and advertising make providing digital marketing intelligence a technically challenging and highly data-intensive process.

Digital media continues to develop at a rapid pace and in numerous formats such as textual and graphical content, streaming and downloadable video and music, instant messaging, VoIP telephony, online and social gaming and email. Digital advertising also includes multiple formats such as display, search, rich media and video. Detailed user activity such as viewing, clicking or downloading various components of a Web site across digital media or interacting with various advertising formats creates a substantial amount of data that must be captured on a continuous basis. The data must also be cleansed for quality, relevancy and privacy protection and be organized to enable companies to obtain relevant and actionable digital marketing

intelligence. This capture of audience data can prove extremely challenging when it involves millions of Internet users with varying demographic characteristics accessing tens of thousands of Web sites across diverse geographies.

*Need for Accuracy and Reliability.* Relevant digital marketing intelligence requires access to accurate and reliable global data that measures online user activity. Existing data collection methodologies, including those that rely on third party sources, surveys or panels, face significant challenges and limitations. Survey or panel methodologies must measure a sufficiently large and representative sample size of Internet users to accurately capture data that is statistically projectable to the broader Internet population. In addition, the international composition of Internet audiences requires a geographically dispersed sample to accurately capture global digital activity. Digital marketing intelligence that depends solely on third-party sources to obtain Internet audience usage data has the potential to be biased, may be constrained by the data that the third party is capable of capturing, and may be limited in its application. For example, a solution that relies on data supplied by an Internet service provider, or ISP, may show a bias toward the demographic composition or other characteristics of that ISP's users. We believe that a meaningful digital media sourcing methodology must be based on data sourced from a large, representative global sample of online users that can be parsed, enhanced, mined and analyzed; must evolve rapidly and be flexible to adapt to changing technologies; and must be able to provide actionable digital marketing intelligence that can be used to improve business decision-making. Data collected entirely from third-party sources (such as ISPs) may be constrained by the data that the third-party is capable of capturing and may be limited in the breadth of its applicability.

*Need for Third-Party Objectivity.* We believe that the availability of objective third-party data that measures digital audience size, behavior, demographic and attitudinal characteristics represents a key factor in the continued growth of digital content, advertising and commerce. As the buying and selling of online advertising continues to grow, we believe that companies on both sides of the advertising transaction will increasingly seek third-party marketing intelligence to assess the value and effectiveness of digital media. In addition, as advertisers work with Web site publishers to target online advertising campaigns to reach a specific demographic or behavioral user profile, the need for objective audience and user information, unbiased by either party to the transaction, will become increasingly important.

*Need for Competitive Information.* In addition to the scope, complexity and rapid evolution of online digital media, the lack of data on competitors makes it difficult for companies to gain a comprehensive view of user behavior beyond their own digital businesses. While products and tools exist that enable companies to understand user activity on their own Web sites, these products are unable to provide a view of digital audience activity on other Web sites or offline. In order for publishers, marketers, merchants and service providers to benefit from accurate and comprehensive digital marketing intelligence they need to understand user activity on Web sites across the Internet and how online consumer behavior translates into offline actions.

### **The comScore Digital Media Measurement Platforms**

We provide leading digital media measurement and analytics platforms that enable our customers to devise and implement more effective digital business strategies. Our platforms are comprised of proprietary databases and a computational infrastructure that measures, analyzes and reports digital activity worldwide from our global panel of approximately two million Internet users. This panel information is complemented by a Unified Digital Measurement solution, which blends panel and server methodologies into a solution that provides a direct linkage and reconciliation between server and panel measurement. Through our platforms, we are able to offer our customers deep insights into consumer behavior on their own online properties and those of their competitors, including objective, detailed information on users' demographic characteristics, attitudes, lifestyles and multi-channel buying activity.

Key attributes of our platforms include:

- *Panel of approximately two million Internet users.* A core element of our ability to provide digital marketing intelligence is based on information continuously gathered from a broad cross-section of approximately two million Internet users worldwide who have granted us explicit permission to confidentially measure their Internet usage patterns, online and certain offline buying behavior and other activities. Through our proprietary technology, we measure detailed Internet audience activity across the spectrum of digital content, distribution channels and devices. Many comScore panelists also participate in online survey research that captures and integrates demographic, attitudinal, lifestyle and product preference information with Internet behavior. The global nature of our Internet panel enables us to provide digital marketing intelligence in forty-three individual countries. Our global capability is valuable to companies based in international markets as well as to multi-national companies that want to better understand their global Internet audiences and the effectiveness of their global digital business initiatives.
- *Census data collection and measurement.* Our Unified Digital Measurement solution combines panel measurement of people and audience demographics with a comprehensive and accurate representation of the consumption of a Website's media, which is accomplished by site owners including comScore "beacons" or reporting pixels on all of their Website content. Census measurement using web beacons to report every server call that the Website owner

would register from all locations and devices, allows for full representation of all Website activity across devices, and fully reconciles our panel audience measurement with publisher's internal server logs or web analytics metrics.

- *Scalable technology infrastructure.* We deliver a majority of our products via a SaaS model and host all of our platforms and the majority of our customer data in a cloud-based environment which enables us to securely and seamlessly update our platforms at any time, allowing our customers to immediately benefit from these updates. Since our platforms are cloud-based, we are in a position to quickly deploy our products and add customers of any size with little to no lead time and at minimal additional cost. In addition, our hosted platforms allow our customers anytime access to the products needed to effectively manage their business. The design of our scalable technology infrastructure is based on distributed processing and data capture environments that allow for the collection and organization of vast amounts of data and enables us to cost-effectively operate and expand our platforms.

Benefits of our platform include:

- *Advanced digital marketing intelligence.* Our marketing intelligence enables us to provide customers with an enhanced understanding of digital audience activity beyond their own Web sites. We use our proprietary technology to compile vast amounts of data on Internet user activity and to organize the data into discrete, measurable elements that can be used to provide actionable insights to our customers. Digital content providers, marketers, advertising agencies, merchants and service providers use the insights our platform provides to craft improved marketing campaigns and strategies, measure the effectiveness and return on investment of their digital initiatives and better assess and improve their digital content and the link between digital marketing and offline user activity.
- *Objective third-party resource for digital marketing intelligence.* We provide unbiased data, marketing intelligence, reports and analyses, and businesses use our data to plan and evaluate the purchase and sale of online advertising and to measure the effectiveness of digital marketing. We are an independent company that is not affiliated with the digital businesses we measure and analyze, allowing us to serve as an objective third-party provider and eliminate potential conflicts with customers.
- *Vertical industry expertise.* We believe that companies across different industries have distinct information and marketing intelligence needs related to understanding their digital audiences and buyers, evaluating marketing initiatives and understanding company or product-specific competitive positions. By working with companies in various industries over the course of multiple years and employing personnel dedicated to specific sectors, we have developed the ability to provide digital marketing intelligence specifically tailored to the needs of our customers in multiple sectors, including automotive, consumer packaged goods, entertainment, financial services, media, pharmaceutical, retail, technology, telecommunications and travel.
- *Ease of use and functionality.* The comScore digital marketing intelligence platform is designed to be easy for our customers to use. A majority of our products are delivered on a SaaS basis. Customers can also run customized reports and refine their analyses using an intuitive interface available on our Web site. Our solutions are available either through the Internet or by using standard software applications such as Microsoft Excel, Microsoft PowerPoint or SPSS analytical software. Our customers do not need to install additional hardware or complex software to access and use most of our products.

## **Our offerings**

We leverage our platforms to deliver our Analytics for a Digital World™ through a wide array of digital analytical products organized around four major suites: audience analytics, advertising analytics, digital business analytics, and mobile operator analytics. We typically deliver these products via a SaaS operating model.

### ***Audience Analytics***

Our audience analytics products deliver digital media intelligence by providing an independent, third-party measurement of the size, behavior and characteristics of Internet users on multiple devices such as TVs, PCs, smartphones and tablets as well as insight into the effectiveness of online advertising. Our core product offerings are built around our Media Metrix® product, but also include Video Metrix™, Mobile Metrix™, Plan Metrix™ and Ad Metrix™. As the Internet evolves, we are continually creating new solutions, such as Social Essentials™, which provides insight into the audience size, composition, behavior and brand engagement of consumers reached by brands on Facebook, and Media Metrix® Multi-Platform, which provides a comprehensive view of digital consumer behavior across desktop computers, smartphones and tablets. We typically deliver our audience analytics products electronically in the form of weekly, monthly or quarterly subscription-based reports. Customers can access current and historical data and analyze this data anytime online.

### **Advertising Analytics**

Our advertising analytics products combine the proprietary information gathered from our comScore Census Network with the vertical industry expertise of comScore analysts to deliver digital marketing intelligence, including the measurement of online advertising effectiveness, customized for specific industries. Our advertising analytics products include the AdEffx™ suite Media Planner 2.0™ and validated Campaign Essentials™, which provide a solution for developing, executing and evaluating online advertising campaigns across multiple platforms, including TV, Web (Display and Video) and Mobile (Smartphones and Tablets). In August 2011, we acquired AdXpose, which provides advertisers and publishers with greater transparency in the quality, safety, and performance of their digital advertising campaigns by allowing them to verify and optimize billions of campaign data points captured in real-time. The combination of AdXpose with our Campaign Essentials product has enabled us to develop a new product we refer to as validated Campaign Essentials, or vCE, which provides intelligence regarding validated impressions, ads that are actually seen, shown in safe content and delivered to the right target audience. Our advertising analytics products are typically delivered on a monthly, quarterly or ad hoc basis.

### **Digital Business Analytics**

Our digital business analytics products help organizations optimize the customer experience on their digital assets (websites, apps, video, etc.) and maximize return on digital media investments by allowing marketers to collect, view and distribute information tailored to their specific business requirements. Our digital business analytics platform is designed to integrate data from multiple sources including web, mobile, video and social media interactions. Our digital business analytics services are provided primarily through Digital Analytix™, our SaaS-based product that enables our customers to have access to all of their proprietary click stream data. Our digital business analytics platform is further enhanced by data obtained as part of our audience measurement efforts, and viewable on a quick turnaround basis. Customers can access our digital business analytics data sets and reports anytime online.

### **Mobile Operator Analytics**

Our mobile operator analytics products suite connects mobile behavior, content merchandising, and device capabilities to provide comprehensive mobile market intelligence to mobile carriers worldwide. Our core software product, Subscriber Analytix™, powered by XPLORE™, provides mobile carriers with information on network optimization and capacity planning, customer experience, and market intelligence. Our mobile operator analytics platform is designed to integrate data from multiple sources including web and mobile interactions as well as customer relationship management, call center and back office systems. Customers can access our mobile and network data sets and reports anytime online via our software-based delivery platform.

Within each of the foregoing key product suites we also provide custom research that uses and leverages comScore's panel, methodologies and expert analysts to deliver industry-leading marketing insights tailored for specific customer needs. Examples of the types of custom research we provide include:

- benchmarking studies;
- customer satisfaction studies;
- e-commerce measurement, which provides a view of consumers' online shopping and spending behaviors;
- persuasion research, which provides an analysis on the effectiveness of site design and communication tactics; and
- other analysis, which incorporate specific targeted or segmented audiences.

### **Our strategy**

Our objective is to be a leading provider of global digital marketing intelligence products. We plan to pursue our objective through internal initiatives and, potentially, through acquisitions and other investments. The key elements we will be focusing on to achieve our objective are:

- *Deepen our relationships with current customers.* We intend to continue to work closely with our customers to enable them to continuously enhance the value they obtain from our digital marketing intelligence platform, including many of the additional product offerings now available as a result of recent acquisitions. Many of our customers are Fortune 1000 companies that deploy multiple marketing initiatives, and we believe many of our customers would benefit from more extensive use of our product offerings to gain additional insights into their key digital initiatives. We will work to develop and expand our customer relationships by cross-selling from our entire suite of products and offerings to increase our customers' use of our digital marketing intelligence platform.
- *Grow our customer base.* As the digital media, commerce, marketing and communications sectors continue to grow, we believe the demand for digital marketing intelligence products will increase. To meet this increase in market demand, we intend to further invest in sales, marketing and account management initiatives in an effort to expand our

customer base, both in the U.S. and internationally. We intend to offer both general and industry-specific digital marketing products that deliver value to a wide range of potential customers in current and new industry verticals.

- *Provide a complete suite of integrated products.* We intend to continue to refine and expand our product offerings such that we can provide our customers with a one-stop shop for digital analytics. We will be working closely with our customers to more fully understand their specific requirements in order to provide them with product suites that fully address all of their issues. In particular, we intend to address the specific needs of targeted industries such as Advertising Agencies, Automotive, Consumer Packaged Goods, Financial Services, Media, Mobile, Pharmaceutical, Technology, Telecommunication, Educational and the Financial Markets.

In addition to the above key elements, we also intend to:

- *Expand our digital marketing intelligence platform.* We expect to continue to increase our product offerings through our digital marketing intelligence platform. As digital markets become more complex, we believe that companies will require new information and insights to measure, understand and evaluate their digital business initiatives. We intend to develop new applications and offerings that leverage our digital marketing intelligence platform to be able to provide the most timely and relevant information to our customers.
- *Address emerging digital media.* The extension of digital media and communications to include new formats such as content for smartphones, VoIP, IPTV, and next generation gaming consoles creates new opportunities to measure and analyze emerging digital media. We intend to extend our digital marketing platform to capture, measure and analyze user activity in these emerging digital media and communications formats both through technology developed organically as well as through strategic acquisitions and partnerships.
- *Grow internationally.* While we are currently in the early stages of providing customers with international services, we believe that a significant opportunity exists to provide our product offerings to multi-national and international companies. Approximately half of the existing comScore Internet user panel resides outside of the United States. We plan to expand our sales and marketing and account management presence outside the U.S. as we provide a broader array of digital marketing intelligence products that are tailored to local country markets as well as the global marketplace. We have also completed acquisitions of Certifica in Latin America and Nedstat in Europe in recent years, which we believe will increase our global reach.
- *Extend technology leadership.* We believe that the scalability and functionality of our database and computational, SaaS-based, infrastructure provides us with a competitive advantage in the digital media intelligence market. Accordingly, we intend to continue to invest in research and development to extend our technology leadership. We intend to continue to enhance our technology platform to improve scalability, performance and cost effectiveness and to expand our product offerings.
- *Build brand awareness through media exposure.* Our digital media, commerce and marketing information are frequently cited by media outlets. In addition, we proactively provide them with data and insights that we believe may be relevant to their news reports and articles. We believe that media coverage increases awareness and credibility of the comScore and Media Metrix brands and supplements our marketing efforts. We intend to continue to work with media outlets, including news distributors, newspapers, magazines, television networks, radio stations and online publishers, to increase their use of comScore data in content that discusses digital sector activity.
- *Integrate and use our acquired resources.* Our recent acquisitions have not only helped us to expand our product suites, but they have enabled us to combine existing comScore products, technologies, and other core assets with those from the acquired companies to create new and unique value that we can offer to the marketplace. In the case of our acquisition of Nedstat, we combined core comScore assets such as audience data and segmentation to provide new insights on site visitors. In the case of our acquisition of Nexius, we combined comScore's site dictionary (a uniform resource locator, or URL) level taxonomy of Internet sites with internal data from wireless carriers to provide wireless operators with intelligence about how their customers are using the Internet. In the case of our acquisition of AdXpose, we combined their real-time advertising verification technology with our Campaign Essentials product to offer a unique end-to-end, holistic, single-tag solution for audience verification.

## Customers

As of December 31, 2012, we had over 2,150 customers, including approximately 90 Fortune 500 companies. Our customers include Internet-based companies such as Microsoft, AOL and Yahoo!, as well as market leading companies in a variety of industries, including Internet service providers, investment banks, creative media agencies, consumer banks, wireless carriers, pharmaceutical makers, credit card issuers and consumer packaged goods companies.

One of our customers, Microsoft Corporation, accounted for approximately 8%, 10% and 11% of our revenues in the years ended December 31, 2012, 2011 and 2010, respectively. No other customer accounted for more than 10% of our revenues during each of those periods.

## **Selling and Marketing**

We sell the majority of our products through a direct sales force. Sales to new customers are managed by sales representatives assigned specifically to focus on new business development, as well as creating overall awareness of our products and offerings. A separate group of account managers within our sales organization is assigned to manage, renew and increase sales to existing customers. This portion of the sales organization is organized vertically by industry with account executives dedicated to selling into the consumer packaged goods, entertainment, financial services, media, pharmaceutical, retail, technology, telecommunications and travel sectors and other industries. Account executives are tasked with both identifying and generating new business in specific verticals as well as servicing existing customers. Our sales and account representatives receive a base salary and are eligible for bonuses or commissions based on performance.

Our marketing communications staff is primarily focused on leveraging the use of comScore data and insights by the media and maximizing the number of times that comScore is cited as a source of information. We believe that the use of our data by general and industry-specific media outlets increases recognition of the comScore brand name and serves to help validate the value of the analyses and products we provide. In order to accomplish this goal, we seek to maintain relationships with key news distributors, publications, TV networks, reporters and other media outlets. We believe that the media views us as a highly recognized and credible resource for digital marketing intelligence. For example, we are regularly cited, on average several hundreds of times a day, by well-known news distributors, publications and TV networks such as the Associated Press, Reuters, Bloomberg, CNBC, The New York Times and The Wall Street Journal. We also target various industry conferences and tradeshow as part of our marketing efforts. These events are typically focused on a particular industry, allowing us to demonstrate to industry participants the value of our products to businesses in that industry.

## **Panel and Methodology**

The foundation of our digital marketing intelligence platform is data collected from our Internet user panel, which includes approximately two million persons worldwide, whose online behavior we have explicit permission to measure on a continuous, passive basis. We believe that our panel is one of the largest global panels of its kind, delivering a multi-faceted view of digital media usage and transactional activity as well as selected offline activity. By applying advanced statistical methodologies to our panel data, we project the behavior of the total online population.

We recruit our panel through a variety of online recruitment programs that have been tested and refined since our inception to ensure a diverse sample that sufficiently represents the broader global Internet population. In addition, in the United States we enlist a sub-sample of panelists through various offline recruiting methods. Participants in the comScore research panel receive a package of benefits that is designed to appeal to a broad variety of user categories. Examples of such benefits in 2012 and prior periods included free security applications such as encrypted file protection; free general purpose applications such as screensavers and games; sweepstakes; cash payments; points that may be redeemed for prizes; and planting a tree in the name of all new panelists through our “Trees for Knowledge” program. Participants’ data and privacy are protected by defined privacy policies that safeguard personally-identifiable information. This combination of recruiting methods allows us to maintain a panel large enough to provide statistically representative samples in most demographic segments.

We continuously determine the size, demographics and other characteristics of the online population using enumeration surveys of tens of thousands of persons annually, whereby respondents are asked a variety of questions about their Internet use, as well as demographic and other descriptive questions about themselves and their households. The sample of participants in each enumeration survey is selected using a random recruiting methodology. The result is an up-to-date picture of the population to which the comScore sample is then projected. We use the results from the enumeration surveys to weight and statistically project the panel data to ensure that the projected data reflect the characteristics of the Internet population.

In addition, our Unified Digital Measurement solution combines panel measurement of people and audience demographics with a full and accurate representation of the consumption of a site’s media, which is accomplished by site owners embedding comScore “beacons” or reporting pixels on all of their website content. Census measurement using web beacons reports every server call that the site owner would register from all locations and devices, allows for full representation of these audiences and devices, and fully reconciles audience measurement with our customers or customers internal server logs or web analytics metrics.

## **Privacy**

We believe that a key factor differentiating our digital marketing intelligence is our ability to track and analyze online usage behavior using the data collected from our panel. Since the founding of our company, we have endeavored to undertake such data collection and analysis responsibly and only with consumer permission. Participation in our research panel is voluntary. Our policies require that participants consent to our privacy and data security practices before our software collects

information on the user's online activity. In addition, we provide panelists with multiple opportunities and methods to remove themselves from our panel. We limit the type of information that we collect by identifying and filtering certain personal information from the data collected. The collected data is secured using multiple layers of physical and digital security mechanisms. Moreover, we maintain a strict policy of not sharing comScore panelists' personally identifiable information with our customers. We believe that these actions and policies are consistent with the AICPA/CICA WebTrust criteria for online privacy.

### **Technology and Infrastructure**

We have developed a proprietary system for the measurement of the activity of our global online panel. This system is continuously refined and developed to address the changing digital media landscape and to meet new customer business needs. The system is comprised of hundreds of servers that operate using internally-developed software built on Microsoft and other technologies. Our technology infrastructure is operated in multiple, third-party Tier-1 co-location facilities (located in the United States and Europe). Our systems have multiple redundancies and are structured to ensure the continuation of business operations in the event of network failure or if one of our data centers has been rendered inoperable. As of December 31, 2012, our technology team (excluding employees devoted to research and development) was comprised of approximately 320 full-time employees (or full-time equivalents) working in different geographic locations, who design, develop, maintain and operate our entire technology infrastructure. In addition, we have established a relationship with a third party firm for software development outside the United States as a means to augment our technology efforts for discrete projects.

Our development efforts have spanned all aspects of our business. We have developed a data capture system that operates across our panelists' computers in almost 200 countries and is used for the real-time capture of consumer Internet behavior. We have built a large scale, efficient and proprietary system for processing massive amounts of data. Typically our systems handle and process data of approximately 1.5 trillion input records per month. Despite the scale of processing required, these data are generally available on a daily basis for our business use. We have also developed a highly efficient and scalable system for the extraction and tabulation of all online activities of our panelists. Likewise, we have created an award-winning, highly scalable data warehousing environment that allows ready access and analysis of the data we collect. We believe our scalable and highly cost-effective systems and processing methods provide us with a significant competitive advantage.

Our customers access our digital marketing intelligence product offerings through a variety of methods including MyMetrix, our proprietary, Web-based analysis and reporting system, which is used by thousands of active, unique users to produce more than several million reports each year.

### **Research and Development**

Our research and development efforts focus on the enhancement of our existing products and the development of new products to meet our customers' digital marketing intelligence needs across a broad range of industries and applications. Because of the rapidly growing and evolving use of the Internet and other digital media for commerce, content, advertising and communications, these efforts are critical to satisfying our customers' demand for relevant digital marketing intelligence. As of December 31, 2012, we had approximately 250 full-time employees (or full-time equivalents) working on research and development activities (excluding employees on our technology team cited under "Technology and Infrastructure" above). In addition, we involve management and operations personnel in our research and development efforts. In 2012, 2011 and 2010, we spent \$34.0 million, \$34.1 million and \$26.4 million, respectively, on research and development.

### **Intellectual Property**

We rely on a combination of patent, trademark, copyright and trade secret laws in the United States and other jurisdictions together with confidentiality procedures and contractual provisions to protect our proprietary technology and our brand. We seek patent protection on inventions that we consider important to the development of our business. We control access to our proprietary technology and enter into confidentiality and invention assignment agreements with our employees and consultants and confidentiality agreements with other third parties.

Our success depends in part on our ability to develop patentable products and obtain, maintain and enforce patent and trade secret protection for our products, including successfully defending these patents against any third-party challenges, both in the United States and in other countries. We may be able to protect our technologies from unauthorized use by third parties to the extent that we own or have licensed valid and enforceable patents or trade secrets that cover them. However, the degree of future protection of our proprietary rights is uncertain because legal means afford only limited protection and may not adequately protect our rights or permit us to gain or keep our competitive advantage.

During 2011, our patent portfolio grew significantly due to a variety of factors. We acquired issued U.S. patents and a related family of pending U.S. patent applications generally directed towards, among other things, fraud detection technology for online traffic, a portfolio of U.S. and foreign patent applications directed towards, among other things, online ad verification

technology and the measurement of online user behavior, and we acquired four families of U.S. and international patents and patent applications generally directed towards techniques for logging and processing user activity and events on panelist machines, techniques for analyzing and measuring multiple sources of data over a communications network, techniques for associating computer activity with users, techniques for measuring online user activity, and techniques for measuring the visibility of online content received by a computer.

These acquired patents and applications build on our existing intellectual property portfolio, which include U.S. patents and patent applications generally directed towards, among other things: techniques for collecting consumer data and data relating to a user's usage of a computing device; techniques for monitoring the performance of a network server; techniques for placing user identification in header of data packets usable in user demographic reporting; techniques for querying wireless network offerings; and techniques for acquiring and correlating wireless user profiles with events occurring on user wireless devices.

As a result of this growth, our intellectual property portfolio currently includes approximately 32 U.S. patents and 29 international patents. In addition, we also currently have approximately 70 U.S. and international patent applications pending. However, patents may not be issued for any pending or future pending patent applications owned by or licensed to us, and claims allowed under any issued patent or future issued patent owned or licensed by us may be declared invalid or may not be sufficiently broad to protect our technologies. Any issued patents owned by or licensed to us now or in the future may be challenged, invalidated, held unenforceable or circumvented, and the rights under such patents may not provide us with the expected benefits. In addition, competitors may design around our technology or develop competing technologies. Intellectual property rights may also be unavailable or limited in some foreign countries, which could make it easier for competitors to capture or increase their market share with respect to related technologies. We are currently involved as plaintiff in three related patent proceedings, and in one of the proceedings we are defending against counterclaims of patent infringement. We could incur substantial costs in asserting our patents rights against others or defending ourselves against infringement claims brought against us. An unfavorable outcome in any litigation, whether we are the plaintiff or the defendant, could have a material adverse effect on our business and results of operations.

Under current U.S. law, the statutory term for a patent is 20 years from its earliest effective filing date. Various circumstances, such as the provisions under U.S. patent law for patent term adjustment and patent term extension, may extend the duration of patents. Similarly, various circumstances may shorten the duration of patents, such as a change in U.S. law or a need or decision on our part to terminally disclaim a portion of the statutory term of any of these patents.

In addition to patent and trade secret protection, we also rely on several trademarks and service marks to protect our intellectual property assets. We are the owner of numerous trademarks and service marks and have applied for registration of our trademarks and service marks in the United States and in certain other countries to establish and protect our brand names as part of our intellectual property strategy. Some of our registered marks include comScore, Media Metrix and MyMetrix.

Our intellectual property policy is to protect our products, technology and processes by asserting our intellectual property rights where we believe it is appropriate and prudent. Any pending or future pending patent applications owned by or licensed to us (in the United States or abroad) may not be allowed or may in the future be challenged, invalidated, held unenforceable or circumvented, and the rights under such patents may not provide us with competitive advantages. Any significant impairment of our intellectual property rights could harm our business or our ability to compete. Protecting our intellectual property rights is costly and time consuming. Any increase in the unauthorized use of our intellectual property could make it more expensive to do business and harm our operating results. There is always the risk that third parties may claim that we are infringing upon their intellectual property rights and, if successful in proving such claims, we could be prevented from selling our products.

For additional, important information related to our intellectual property, please review the information set forth in Part I, Item 1A of this Annual Report on Form 10-K, "Risk Factors — Risks Related to Our Business and Our Technologies."

## **Competition**

The market for digital marketing products is highly competitive and is evolving rapidly. We compete primarily with providers of digital media intelligence and related analytical products and services. We also compete with providers of marketing services and solutions, with full-service survey providers and with internal solutions developed by customers and potential customers. Our principal competitors include:

- analytical services companies that provide customers with detailed information of behavior on their own data, content, or web traffic, including Omniture (owned by Adobe), Coremetrics (owned by IBM), and WebTrends; and systems providers including Accenture, EMC, and Terradata
- online advertising companies that provide measurement of online ad effectiveness and ad delivery used for billing purposes, including Nielsen, DoubleClick (owned by Google), Atlas (owned by Microsoft), and Kantar (owned by WPP);

- large and small companies that create proprietary data and analysis of consumers' online behavior, including Nielsen, Effective Measures, Gemius, Compete Inc. (owned by WPP), Google, Inc., Hitwise (owned by Experian), Quantcast, and Visible Measures;
- companies that provide audience ratings for TV, radio and other media that have extended or may extend their current services, particularly in certain international markets, to the measurement of digital media, including Nielsen, Arbitron, Kantar, and Taylor Nelson Sofres (owned by WPP);
- full-service market research firms and survey providers that may measure online behavior and attitudes, including Harris Interactive, Ipsos, Synnovate, GFK, Kantar (owned by WPP) and Nielsen;
- companies that provide behavioral, attitudinal and qualitative advertising effectiveness, including Toluna/Nurago, Double Verify, MOAT, DataLogix, Context Web's Aperture, Ipsos OTX, Dynamic Logic, Insight Express and Marketing Evolution; and
- specialty information providers for certain industries that we serve, including Manhattan Research (healthcare) and The Now Factory (telecommunications).

Some of our current competitors have longer operating histories, access to larger customer bases and substantially greater resources than we do. As a result, these competitors may be able to devote greater resources to marketing and promotional campaigns, panel retention, panel development or development of systems and technologies than we can. In addition, some of our competitors may adopt more aggressive pricing policies or have started to provide some services at no cost. Furthermore, large software companies, Internet portals and database management companies may enter our market or enhance their current offerings, either by developing competing services or by acquiring our competitors, and could leverage their significant resources and pre-existing relationships with our current and potential customers.

We believe the principal competitive factors in our markets include the following:

- the ability to provide actual and perceived high-quality, accurate and reliable data regarding Internet and other digital media audience behavior and activity in a timely manner, including the ability to maintain a large and statistically representative sample panel;
- the ability to provide reliable and objective third party evidence that is widely accepted in the marketplace;
- the ability to adapt product offerings to emerging digital media technologies and standards;
- the breadth and depth of products and their flexibility and ease of use;
- the availability of data across various industry verticals and geographic areas and expertise across these verticals and in these geographic areas;
- the ability to offer survey-based information combined with digital media usage, eCommerce data and other online information collected from panelists;
- the ability to offer high-quality analytical services based on Internet and other digital media audience measurement information;
- the ability to offer products that meet the changing needs of customers and provide high-quality service; and
- the prices that are charged for products based on the perceived value delivered.

We believe that we compete favorably with our competitors on the basis of these factors. However, if we are unable to compete successfully against our current and future competitors, we may not be able to acquire and retain customers, and we may consequently experience a decline in revenues, reduced operating margins, loss of market share and diminished value from our products.

## **Government Regulation**

Although we do not believe that significant existing laws or government regulations adversely impact us, our business could be affected by different interpretations or applications of existing laws or regulations, future laws or regulations, or actions by domestic or foreign regulatory agencies. For example, privacy concerns could lead to legislative, judicial and regulatory limitations on our ability to collect maintain and use information about Internet users in the United States and abroad. Various state legislatures have enacted legislation designed to protect Internet users' privacy, for example by prohibiting spyware. In recent years, similar legislation has been proposed in other states and at the federal level and has been enacted in foreign countries, most notably by the European Union, which adopted a privacy directive regulating the collection of personally identifiable information online and the use of cookies. These laws and regulations, if drafted or interpreted broadly, could be deemed to apply to the technology we use, and could restrict our information collection methods or decrease the amount and utility of the information that we would be permitted to collect. In addition, our ability to conduct business in certain foreign jurisdictions, including China, is restricted by the laws, regulations and agency actions of those jurisdictions. The costs of compliance with, and the other burdens imposed by, these and other laws or regulatory actions may prevent us from selling our products or increase the costs associated with selling our products, and may affect our ability to invest in or

jointly develop products in the United States and in foreign jurisdictions. In addition, failure to comply with these and other laws and regulations may result in, among other things, administrative enforcement actions and fines, class action lawsuits and civil and criminal liability. State attorneys general, governmental and nongovernmental entities and private persons may bring legal actions asserting that our methods of collecting, using and distributing Web site visitor information are illegal or improper, which could require us to spend significant time and resources defending these claims. For example, some companies that collect, use and distribute Web site visitor information have been the subject of governmental investigations and class-action lawsuits. Any such regulatory or civil action that is brought against us, even if unsuccessful, may distract our management's attention, divert our resources, negatively affect our public image or reputation among our panelists and customers and harm our business. The impact of any of these current or future laws or regulations could make it more difficult or expensive to attract or maintain panelists, particularly in affected jurisdictions, and could adversely affect our business and results of operations.

Additionally, laws and regulations that apply to communications and commerce over the Internet are becoming more prevalent. In particular, the growth and development of the market for eCommerce has prompted calls for more stringent tax, consumer protection and privacy laws in the United States and abroad that may impose additional burdens on companies conducting business online. The adoption, modification or interpretation of laws or regulations relating to the Internet or our customers' digital operations could negatively affect the businesses of our customers and reduce their demand for our products. For additional, important information related to government regulation of our business, please review the information set forth in Part I, Item 1A of this Annual Report on Form 10K, "Risk Factors — Risks Related to Our Business and Our Technologies."

### Executive Officers of the Registrant

The following table sets forth the names and ages of our current executive officers:

Name	Age	Position
Magid M. Abraham, Ph.D.	54	President, Chief Executive Officer and Director
Gian M. Fulgoni	65	Executive Chairman of the Board of Directors
Kenneth J. Tarpey	60	Chief Financial Officer
Christiana L. Lin	43	EVP, General Counsel and Chief Privacy Officer
Serge Matta	38	President, Mobile and Operator Solutions
Cameron Meierhoefer	41	Chief Operating Officer

*Magid M. Abraham, Ph.D.* one of our co-founders, has served as our President, Chief Executive Officer and as a Director since September 1999. In 1995, Dr. Abraham founded Paragren Technologies, Inc., which specialized in delivering large scale Customer Relationship Marketing systems for strategic and target marketing, and served as its Chief Executive Officer from 1995 to 1999. Prior to founding Paragren, Dr. Abraham was employed by Information Resources, Inc. from 1985 until 1995, where he was President and Chief Operating Officer from 1993 to 1994 and later Vice Chairman of the Board of Directors from 1994 until 1995. Dr. Abraham received a Ph.D. in Operations Research and an M.B.A. from MIT. He also holds an Engineering degree from the École Polytechnique in France.

*Gian M. Fulgoni*, one of our co-founders, has served as our Executive Chairman of the Board of Directors since September 1999. Prior to co-founding comScore, Mr. Fulgoni was employed by Information Resources, Inc., where he served as President from 1981 to 1989, Chief Executive Officer from 1986 to 1998 and Chairman of the Board of Directors from 1991 until 1995. Mr. Fulgoni has served on the board of directors of PetMed Express, Inc., a NASDAQ-listed online retailer, since 2002 and previously served from August 1999 through November 2000. Mr. Fulgoni has also served on the board of directors of the Advertising Research Foundation, an industry research organization, since 2008. Mr. Fulgoni has served on the board of directors of InXpo, Inc., a provider of technology for virtual events, since 2005, the board of Dynamic Signal, Inc., an Internet marketing services company since 2010 and Prophet, Inc., a brand and marketing consulting company, since May 2010. He also served on the board of directors of Platinum Technology, Inc. from 1990 to 1999, U.S. Robotics, Inc. from 1991 to 1994, and Yesmail.com, Inc. from 1999 to 2000. Mr. Fulgoni holds an M.A. in Marketing from the University of Lancaster and a B.Sc. in Physics from the University of Manchester.

*Kenneth J. Tarpey* has served as our Chief Financial Officer since April 20, 2009. Prior to joining comScore, Mr. Tarpey was Executive Vice President, Chief Financial Officer and Chief Operating Officer of Objectvideo, Inc., a Reston, Virginia-based provider of video surveillance software, from 2003 until April 2009. From 2002 until 2003, Mr. Tarpey was Senior Vice President, Chief Financial Officer and Treasurer of Ai Metrix, Inc., a Herndon, Virginia-based provider of network optimization software. From 1997 until 2001, Mr. Tarpey was Executive Vice President and Chief Financial Officer of Proxicom, a

NASDAQ-listed Internet business consulting and development company. Mr. Tarpey holds an M.B.A. from Babson College and a B.A. from College of the Holy Cross.

*Christiana L. Lin* has served as our EVP, General Counsel and Chief Privacy Officer since August 2009. Prior to that, she served as our Deputy General Counsel from February 2001 until March 2003, as our Corporate Counsel and Chief Privacy Officer from March 2003 until January 2006 and as our General Counsel and Chief Privacy Officer from January 2006 until August 2009. Ms. Lin holds a J.D. from the Georgetown University Law Center and a B.A. in Political Science from Yale University.

*Serge Matta* has served as our President, Commercial Solutions since May 2012. Prior to his appointment, Mr. Matta served in various senior positions at comScore, including most recently, as President, Mobile and Operator Solutions, and as Executive Vice President, overseeing the Company's worldwide Telecommunications and Mobile practice. Prior to joining the Company in 2000, Mr. Matta held positions at MicroStrategy within the consulting group. Mr. Matta holds a B.S. degree in Finance from George Mason University and an M.B.A. from American University.

*Cameron Meierhoefer* has served as our Chief Operating Officer since March 5, 2012. Prior to that, he has held various senior positions at comScore, most recently he served as Executive Vice President of Custom Analytics from January 2009 to March 2012 and as Senior Vice President of Custom Analytics from January 2006 to January 2009. Prior to joining comScore in 2001, he helped build PC Data Online, a division of the market research firm PC Data Inc. Mr. Meierhoefer holds a B.S. from Columbia University and a M.S. from the Georgia Institute of Technology.

## **Employees**

As of December 31, 2012, we had 1,137 employees. None of our employees are represented by a labor union. We have experienced no work stoppages and believe that our employee relations are good.

## **Geographic Areas**

Our primary geographic markets are the United States, Canada, Europe, Latin America and Asia. For information with respect to our geographic markets, see Note 13 to our Consolidated Financial Statements in Part II, Item 8 of this Annual Report on Form 10-K.

## **Company Information**

We incorporated in August 1999 in Delaware. Our principal offices are located at 11950 Democracy Drive, Suite 600, Reston, Virginia 20190. Our telephone number is (703) 438-2000.

## **Available Information**

We make our periodic and current reports available, free of charge, on our website as soon as reasonably practicable after such material is electronically filed with the Securities and Exchange Commission. Our website address is [www.comscore.com](http://www.comscore.com) and such reports are filed under "SEC Filings" on the Investor Relations portion of our website. Information contained on our Web site is not part of this Annual Report on Form 10-K and is not incorporated in this Annual Report on Form 10-K by reference. Further, a copy of this annual report as well as our other periodic and current reports may be obtained from the SEC, located at the SEC's public reference room at 100 F Street, NE, Washington, D.C. 20549. Information on the operation of the Public Reference Room can be obtained by calling the SEC at 1-800-SEC-0330. The SEC maintains an Internet site that contains reports, proxy and information statements, and other information regarding our filings at [www.sec.gov](http://www.sec.gov).

## **ITEM 1A. RISK FACTORS**

*An investment in our common stock involves a substantial risk of loss. You should carefully consider these risk factors, together with all of the other information included herewith, before you decide to purchase shares of our common stock. The occurrence of any of the following risks could materially adversely affect our business, financial condition or operating results. In that case, the trading price of our common stock could decline, and you may lose part or all of your investment.*

### **Risks Related to Our Business and Our Technologies**

***We derive a significant portion of our revenues from sales of our subscription-based digital marketing intelligence products. If our customers terminate or fail to renew their subscriptions, our business could suffer.***

We currently derive a significant portion of our revenues from our subscription-based digital marketing intelligence products. Subscription-based products accounted for 85% of our revenues during each of the years ended December 31, 2012

and 2011. Uncertain economic conditions or other factors, such as the failure or consolidation of large financial institutions, may cause certain customers to terminate or reduce their subscriptions. If our customers terminate their subscriptions for our products, do not renew their subscriptions, delay renewals of their subscriptions or renew on terms less favorable to us, our revenues could decline and our business could suffer.

Our customers have no obligation to renew after the expiration of their initial subscription period, which is typically one year, and we cannot be assured that current subscriptions will be renewed at the same or higher dollar amounts, if at all. Some of our customers have elected not to renew their subscription agreements with us in the past. If we experience a change of control, as defined in such agreements, some of our customers also have the right to terminate their subscriptions. Moreover, some of our major customers have the right to cancel their subscription agreements without cause at any time. Given the current unpredictable economic conditions as well as our limited historical data with respect to rates of customer subscription renewals, we may have difficulty accurately predicting future customer renewal rates. Our customer renewal rates may decline or fluctuate as a result of a number of factors, including customer satisfaction or dissatisfaction with our products, the costs or functionality of our products, the prices or functionality of products offered by our competitors, mergers and acquisitions affecting our customer base, general economic conditions or reductions in our customers' spending levels. In this regard, we have seen a number of customers with weaker balance sheets choosing not to renew subscriptions with us during economic downturns.

***Our quarterly results of operations may fluctuate in the future. As a result, we may fail to meet or exceed the expectations of securities analysts or investors, which could cause our stock price to decline.***

Our quarterly results of operations may fluctuate as a result of a variety of factors, many of which are outside of our control. If our quarterly revenues or results of operations do not meet or exceed the expectations of securities analysts or investors, the price of our common stock could decline substantially. In addition to the other risk factors set forth in this "Risk Factors" section, factors that may cause fluctuations in our quarterly revenues or results of operations include:

- our ability to increase sales to existing customers and attract new customers;
- our failure to accurately estimate or control costs — including those incurred as a result of acquisitions, investments, other business development initiatives and litigation;
- the timing of contract renewals, delivery of products and duration of contracts and the corresponding timing of revenue recognition as well as the effects of revenue derived from recently-acquired companies;
- the uncertainties associated with the integration of acquired new lines of business, and operations in countries in which we may have little or no previous experience;
- the mix of subscription-based versus project-based revenues;
- changes in our customers' subscription renewal behaviors and spending on projects;
- our ability to estimate revenues and cash flows associated with business operations acquired by us;
- the impact on our contract renewal rates, for both our subscription and project-based products, caused by our customers' budgetary constraints, competition, customer dissatisfaction, customer corporate restructuring or change in control, or our customers' actual or perceived lack of need for our products;
- the potential loss of significant customers;
- the effect of revenues generated from significant one-time projects or the loss of such projects;
- the impact of our decision to discontinue certain products;
- the amount and timing of capital expenditures and operating costs related to the maintenance and expansion of our operations and infrastructure;
- the timing and success of new product introductions by us or our competitors;
- variations in the demand for our products and the implementation cycles of our products by our customers;
- changes in our pricing and discounting policies or those of our competitors;
- service outages, other technical difficulties or security breaches;
- limitations relating to the capacity of our networks, systems and processes;
- maintaining appropriate staffing levels and capabilities relative to projected growth, or retaining key personnel as a result of the integration of recent acquisitions;
- adverse judgments or settlements in legal disputes;
- the cost and timing of organizational restructuring, in particular in international jurisdictions;
- the extent to which certain expenses are more or less deductible for tax purposes, such as share-based compensation that fluctuates based on the timing of vesting and our stock price;

- the timing of any additional reversal of our deferred tax valuation allowance;
- adoption of new accounting pronouncements; and
- general economic, political, industry and market conditions and those conditions specific to Internet usage and online businesses.

We believe that our quarterly revenues and results of operations on a year-over-year and sequential quarter-over-quarter basis may vary significantly in the future and that period-to-period comparisons of our operating results may not be meaningful. Investors are cautioned not to rely on the results of prior quarters as an indication of future performance.

***Our business may be harmed if we deliver, or are perceived to deliver, inaccurate information to our customers, to the media or to the public generally.***

If the information that we provide to our customers, to the media, or to the public is inaccurate, or perceived to be inaccurate, our brand may be harmed. The information that we collect or that is included in our databases and the statistical projections that we provide to our customers, to the media or to the public may contain or be perceived to contain inaccuracies. These projections may be viewed as an important measure for the success of certain businesses, especially those businesses with a large online presence. Any inaccuracy or perceived inaccuracy in the data reported by us about such businesses may potentially affect the market perception of such businesses and result in claims or litigation around the accuracy of our data, or the appropriateness of our methodology, may encourage aggressive action on the part of our competitors, and could harm our brand. Any dissatisfaction by our customers or the media with our digital marketing intelligence, measurement or data collection and statistical projection methodologies, whether as a result of inaccuracies, perceived inaccuracies, or otherwise, could have an adverse effect on our ability to retain existing customers and attract new customers and could harm our brand. Additionally, we could be contractually required to pay damages, which could be substantial, to certain of our customers if the information we provide to them is found to be inaccurate. Any liability that we incur or any harm to our brand that we suffer because of actual or perceived irregularities or inaccuracies in the data we deliver to our customers could harm our business.

***Material defects or errors in our data collection and analysis systems could damage our reputation, result in significant costs to us and impair our ability to sell our products.***

Our data collection and analysis systems are complex and may contain material defects or errors. In addition, the large amount of data that we collect may make our data collection and analysis systems more susceptible to defects or errors. The companies that we have acquired also rely on data collection and analysis software and systems to service enterprise customers. Any defect in our panelist data collection software, our census collection systems, our enterprise focused software and systems, network systems, statistical projections or other methodologies could lead to consequences that could adversely impact operating results, including:

- loss of customers;
- damage to our brand;
- lost or delayed market acceptance and sales of our products;
- interruptions in the availability of our products;
- the incurrence of substantial costs to correct any material defect or error;
- sales credits, refunds or liability to our customers;
- diversion of development resources; and
- increased warranty and insurance costs.

***We may lose customers or be liable to certain customers if we provide poor service or if our products do not comply with our customer agreements.***

Errors in our systems resulting from the large amount of data that we collect, store and manage could cause the information that we collect to be incomplete or to contain inaccuracies that our customers regard as significant. The failure or inability of our systems, networks and processes to adequately handle the data in a high quality and consistent manner could result in the loss of customers. In addition, we may be liable to certain of our customers for damages they may incur resulting from these events, such as loss of business, loss of future revenues, breach of contract or loss of goodwill to their business.

Our insurance policies may not cover any claim against us for loss of data, unauthorized use of data, improper access to data, inaccuracies in data or other indirect or consequential damages and defending a lawsuit, regardless of its merit, could be costly and divert management's attention. Adequate insurance coverage may not be available in the future on acceptable terms, or at all. Any such developments could adversely affect our business and results of operations.

***If we are unable to provide cross-media analytics, or if our cross-media analytics are incomplete or inaccurate, our ability to grow or maintain our business may be harmed.***

As the media and advertising industry looks to evaluate advertising campaigns across various forms of media, such as television, radio, online, and mobile, the ability to measure the combined size and composition of audiences across platforms is increasingly important and demanded. Companies who have historically held a dominant market position within individual media types, such as Nielsen in TV, Arbitron in Radio, MRI in magazine, are frequently relying on collaboration with partners in other media to measure multiple media platforms. For example, Nielsen and MRI have collaborated to create a combined TV viewing and magazine readership measurement service, Nielsen and Arbitron have collaborated to create a combined in-home and out-of-home TV viewing measurement services, and we and Arbitron have collaborated to create a combined TV/Radio and mobile/PC usage measurement service. Additionally, Nielsen has entered into an agreement to acquire Arbitron, subject to certain closing conditions and regulatory review.

If we are unable to accurately measure or gain access to information or technology measuring a media component or type at all or on commercially reasonable terms, our ability to meet our customers' demands and our business and financial performance may be harmed. Furthermore, even if we do have access to cross-media data, if we have insufficient technology, methodology or source materials to parse the information across such media components to avoid duplications at all or in a cost-effective manner, our products may be inferior to other offerings, and we may be unable to meet our customers' demands. In which case, our business and financial performance may be harmed.

***Our business may be harmed if we change our methodologies or the scope of information we collect.***

We have in the past and may in the future change our methodologies, the methodologies of companies we acquire, or the scope of information we collect. Such changes may result from identified deficiencies in current methodologies, development of more advanced methodologies, changes in our business plans, changes in technology used by websites, browsers, applications, servers, or media we measure, integration of acquired companies or expressed or perceived needs of our customers or potential customers. Any such changes or perceived changes, or our inability to accurately or adequately communicate to our customers and the media such changes and the potential implications of such changes on the data we have published or will publish in the future, may result in customer dissatisfaction, particularly if certain information is no longer collected or information collected in future periods is not comparable with information collected in prior periods. For example, in 2009, we adopted new methodology that would integrate server-based web beacon information with our existing panel-based data. In 2009, we also acquired and entered into a strategic alliance with web analytics companies in order to enhance the scope of our server-based web beacon information. As a result of future methodology changes, some of our existing customers or customers of acquired entities may refuse to participate, or participate only in a limited fashion, and other customers may become dissatisfied as a result of changes in our methodology and decide not to continue purchasing their subscriptions or may decide to discontinue providing us with their web beacon or other server-side information. Such customers may elect to publicly air their dissatisfaction with the methodological changes made by us, thereby damaging our brand and harming our reputation. Additionally, we expect that we will need to further integrate new capabilities with our existing methodologies if we develop or acquire additional products or lines of business in the future. The resulting future changes to our methodologies, the information we collect, or the strategy we implement to collect and analyze information, such as the movement away from pure panel-centric measurement to a hybrid of panel- and site-centric measurement, may cause additional customer dissatisfaction and result in loss of customers.

***If we are not able to maintain panels of sufficient size and scope, or if the costs of maintaining our panels materially increase, our business could be harmed.***

We believe that the quality, size and scope of our Internet, mobile and cross-media user panels are critical to our business. There can be no assurance, however, that we will be able to maintain panels of sufficient size and scope to provide the quality of marketing intelligence that our customers demand from our products. If we fail to maintain a panel of sufficient size and scope, including coverage of international markets, customers might decline to purchase our products or renew their subscriptions, our reputation could be damaged and our business could be materially and adversely affected. We expect that our panel costs may increase and may comprise a greater portion of our cost of revenues in the future. The costs associated with maintaining and improving the quality, size and scope of our panel are dependent on many factors, many of which are beyond our control, including the participation rate of potential panel members, the turnover among existing panel members and requirements for active participation of panel members, such as completing survey questionnaires. Concerns over the potential unauthorized disclosure of personal information or the classification of our software as "spyware" or "adware" may cause existing panel members to uninstall our software or may discourage potential panel members from installing our software. To the extent we experience greater turnover, or churn, in our panel than we have historically experienced, these costs would increase more rapidly. We also have terminated and may in the future terminate relationships with service providers whose

practices we believe may not comply with our privacy policies, and have removed and may in the future remove panel members obtained through such service providers. Such actions may result in increased costs for recruiting additional panel members. In addition, publishing content on the Internet and purchasing advertising space on Web sites may become more expensive or restrictive in the future, which could decrease the availability and increase the cost of advertising the incentives we offer to panel members. To the extent that such additional expenses are not accompanied by increased revenues, our operating margins may be reduced and our financial results could be adversely affected. Finally, we are currently subject to privacy and data security related claims by certain panel members in a pending class action lawsuit, and we may be so again in the future. The outcome of this litigation or the negative public reaction to the details of the litigation may make it difficult for us to attract and retain panel members.

***Difficulties entering into arrangements with website owners, wireless communications operators and other entities supporting server- and census-based methodologies may negatively affect our methodologies and harm our business.***

We believe that our methodologies are enhanced by the ability to collect information using server-based web beacon information and other census-level approaches. There can be no assurance, however, that we will be able to maintain relationships with a sufficient number and scope of websites in order to provide the quality of marketing intelligence that our customers demand from our products. If we fail to continue to expand the scope of our server-based data collection approaches, customers might decline to purchase our products or renew their subscriptions, our reputation could be damaged and our business could be adversely affected.

***We may expand through investments in, acquisitions of, or the development of new products with assistance from other companies, any of which may not be successful and may divert our management's attention.***

In recent years, we acquired M:Metrics, the Certifica group of companies located in Latin America, ARSgroup, Nexius, Nedstat and AdXpose. We also expect to continue to evaluate and enter into discussions regarding a wide array of potential strategic transactions, including acquiring complementary products, technologies or businesses. We also may enter into relationships with other businesses in order to expand our product offerings, which could involve preferred or exclusive licenses, discount pricing or investments in other businesses, or to expand our sales capabilities. These transactions could be material to our financial condition and results of operations. Although these transactions may provide additional benefits, they may not be profitable immediately or in the long term. Negotiating any such transactions could be time-consuming, difficult and expensive, and our ability to close these transactions may be subject to regulatory or other approvals and other conditions that are beyond our control. Consequently, we can make no assurances that any such transactions, if undertaken and announced, would be completed.

An acquisition, investment or business relationship may result in unforeseen operating difficulties and expenditures. In particular, we may encounter difficulties assimilating or integrating the businesses, technologies, products, personnel or operations of the acquired companies, particularly if the key personnel of the acquired company choose not to be employed by us, and we may have difficulty retaining the customers of any acquired business due to changes in management and ownership. Acquisitions may also disrupt our ongoing business, divert our resources and require significant management attention that would otherwise be available for ongoing development of our business. Moreover, we cannot assure you that the anticipated benefits of any acquisition, investment or business relationship would be realized or that we would not be exposed to unknown liabilities. In connection with any such transaction, we may:

- encounter difficulties retaining key employees of the acquired company or integrating diverse business cultures;
- issue additional equity securities that would dilute the common stock held by existing stockholders;
- incur large charges or substantial liabilities, including without limitation, liabilities associated with products or technologies accused or found to infringe third party intellectual property;
- become subject to adverse tax consequences, substantial depreciation or deferred compensation charges;
- use cash that we may need in the future to operate our business;
- enter new geographic markets that subject us to different laws and regulations that may have an adverse impact on our business;
- experience difficulties effectively utilizing acquired assets;
- encounter difficulties integrating the information and financial reporting systems of acquired foreign businesses, particularly those that operated under accounting principles other than those generally accepted in the United States prior to the acquisition by us; and
- incur debt on terms unfavorable to us or that we are unable to repay.

The impact of any one or more of these factors could adversely affect our business or results of operations or cause the price of our common stock to decline substantially.

Following an acquisition of another business, we may also be required to defer the recognition of revenue that we receive from the sale of products that we acquired, or from the sale of bundles products that include products that we acquired. For instance, if we acquire a software company and are not able to establish vendor specific objective evidence, or VSOE, for any undelivered elements in the arrangement, we may be required to defer substantial portions of revenue. If we are unable to establish VSOE for transactions related to acquired products and services in future periods, we may be required to delay the recognition of current and future revenue sources. This may result in fluctuations in our operating results and may adversely affect both revenues and operating margins in a given period or periods.

Future acquisitions or dispositions could also result in dilutive issuances of our equity securities, the incurrence of debt, contingent liabilities, amortization expenses, or write-offs of goodwill, any of which could harm our financial condition. In addition, acquisitions will generally result in us recognizing significant amounts of intangible assets. If we experience significant declines in operating results associated with past, or future, acquisitions, and the anticipated benefits of an acquisition is not expected to materialize, we may be required to perform impairment testing of our long-lived assets, and ultimately may be required to record an impairment charge.

***Concern over spyware and privacy, including any violations of privacy laws, perceived misuse of personal information, or failure to adhere to the privacy commitments that we make, could cause public relations problems, regulatory scrutiny, and potential class action lawsuits and could impair our ability to recruit panelists or maintain panels of sufficient size and scope, which in turn could adversely affect our ability to provide our products.***

Any perception of our practices as an invasion of privacy, whether legal or illegal, may subject us to public criticism, regulatory scrutiny, and potential class action lawsuits. Media coverage and public discourse initiated by lawmakers and regulators have increased the sensitivity of consumers to the collection or use of personal information and online usage information, especially through the use of third party cookies, and the possibility of an unauthorized use or disclosure of this information may create negative public reaction related to our business practices. A shift in public acceptance of measurement technologies such as third party cookies may have a chilling effect on businesses that collect or use online usage information generally or substantially increase the cost of maintaining a business that collects or uses online usage information, increase regulatory scrutiny and increase the potential of class action lawsuits. In response to marketplace concerns about the usage of third party cookies and web beacons to track user behaviors, the major browsers have enabled features that allow the user to limit the collection of certain data. We actively seek to prevent the inclusion of our cookies and beacons on the lists of companies whose activities are automatically blocked without prior individual review of those cookies and beacons by the end user. Additionally, public concern has grown regarding certain kinds of downloadable software known as “spyware” and “adware.” These concerns might cause users to refrain from downloading software from the Internet, including our proprietary technology, if they inaccurately believe our software is “spyware” or “adware.” This could make it difficult to recruit additional panelists or maintain a panel of sufficient size and scope to provide meaningful marketing intelligence. In response to general spyware and adware concerns in the marketplace, numerous programs are available, many of which are available for free, and that claim to identify, remove or block such software or activity. Some anti-spyware programs have in the past identified, and may in the future identify, our software as spyware or potential spyware applications. We actively seek to prevent the inclusion of our software on lists of spyware applications or potential spyware applications and apply best industry practices for obtaining appropriate consent from panelists, protect the privacy and confidentiality of our panelist data, and comply with existing privacy laws. However, to the extent that we are not successful, and anti-spyware programs classify our software as spyware, a potential spyware application, or third party service providers fail to comply with our privacy or data security requirements, our brand may be harmed and users may refrain from downloading these programs, may uninstall our software or pursue actions against us for damages. For example, we received notice in August 2011 that two individuals, filing individually and on behalf of a class of similarly situated individuals, filed a lawsuit against us in the United States District Court for the Northern District of Illinois, Eastern Division, alleging among other things, violations by us of the Stored Communications Act, the Electronic Communications Privacy Act, Computer Fraud and Abuse Act and the Illinois Consumer Fraud and Deceptive Practices Act as well as unjust enrichment. The complaint seeks unspecified damages, including statutory damages per violation and punitive damages, injunctive relief and reasonable attorneys’ fees of the plaintiffs. Based on an initial review of these claims, we believe that these claims are without merit, and we intend to vigorously protect and defend ourselves. In October 2012, the plaintiffs filed an amended complaint, which, among other things, removed the claim relating to alleged violations of the Illinois Consumer Fraud and Deceptive Practices Act. The court is expected to rule on certification of the class in the first half of 2013. Any resulting reputational harm, potential claims asserted against us or decrease in the size or scope of our panel could reduce the demand for our products, increase the cost of recruiting panelists, adversely affect our ability to provide our products to our customers or result in additional costs in the form of settlement, judgments, restrictions on our business or diversion of resources to address and defend the claims. Any of these adverse effects could harm our business and our operating results.

***Domestic or foreign laws, regulations or enforcement actions may limit our ability to collect and use information about Internet users or restrict or prohibit our product offerings, causing a decrease in the value of our products and an adverse impact on the sales of our products.***

Our business could be adversely impacted by existing or future laws or regulations of, or actions by, domestic or foreign regulatory agencies. For example, privacy concerns could lead to legislative, judicial and regulatory limitations on our ability to collect, maintain and use information about Internet users in the United States and abroad. Various state legislatures have enacted legislation designed to protect Internet users' privacy, for example, by prohibiting spyware. In recent years, similar legislation has been proposed in other states and at the federal level and has been enacted in foreign countries, most notably by the European Union, which adopted a privacy directive regulating the collection of personally identifiable information online and more recently, restricting the use of cookies without opt-in consent by the user. Recently, the U.S. Congress and regulators have expressed concern over the collection of Internet usage information, which started as part of a larger initiative to regulate online behavioral advertising, but which has expanded in scope to a general concern over online tracking. A similar concern has been raised by regulatory agencies in Europe. In addition, U.S. and European lawmakers and regulators have expressed concern over the use of third party cookies or web beacons to understand Internet usage. Additionally, the European Commission has issued a new directive requiring the regulation of cookies throughout the European Union, which will likely lead to the introduction of additional regulations that may vary from country to country. These laws and regulations, if drafted or interpreted broadly, could be deemed to apply to the technology we use, and could restrict our information collection methods, and the collection methods of third parties from whom we may obtain data, or decrease the amount and utility of the information that we would be permitted to collect. Even if such laws and regulations are not enacted, lawmakers and regulators may publicly call into question the collection and use of Internet or mobile usage data and may affect vendors and customers' willingness to do business with us. In addition, our ability to conduct business in certain foreign jurisdictions, including China, is restricted by the laws, regulations and agency actions of those jurisdictions. The costs of compliance with, and the other burdens imposed by, these and other laws or regulatory actions may prevent us from selling our products or increase the costs associated with selling our products, and may affect our ability to invest in or jointly develop products in the United States and in foreign jurisdictions.

In addition, failure to comply with these and other laws and regulations may result in, among other things, administrative enforcement actions and fines, class action lawsuits and civil and criminal liability. State attorneys general, governmental and non-governmental entities and private persons may bring legal actions asserting that our methods of collecting, using and distributing Web site visitor information are illegal or improper, which could require us to spend significant time and resources defending these claims. For example, some companies that collect, use and distribute Web site visitor information have been the subject of governmental investigations and class-action lawsuits. Any such regulatory or civil action that is brought against us, even if unsuccessful, may distract our management's attention, divert our resources, negatively affect our public image or reputation among our panelists and customers and harm our business.

The impact of any of these current or future laws or regulations could make it more difficult or expensive to attract or maintain panelists, particularly in affected jurisdictions, and could adversely affect our business and results of operations.

***Any unauthorized disclosure or theft of private information we gather could harm our business.***

Unauthorized disclosure of personally identifiable information regarding Web site visitors, whether through breach of our secure network by an unauthorized party, employee theft or misuse, or otherwise, could harm our business. If there were an inadvertent disclosure of personally identifiable information, or customer confidential information, or if a third party were to gain unauthorized access to the personally identifiable or customer confidential information we possess, our operations could be seriously disrupted and we could be subject to claims or litigation arising from damages suffered by panel members or pursuant to the agreements with our customers. In addition, we could incur significant costs in complying with the multitude of state, federal and foreign laws regarding the unauthorized disclosure of personal information. Finally, any perceived or actual unauthorized disclosure of the information we collect could harm our reputation, substantially impair our ability to attract and retain panelists and have an adverse impact on our business.

***The success of our business depends in large part on our ability to protect and enforce our intellectual property rights.***

We rely on a combination of patent, copyright, service mark, trademark and trade secret laws, as well as confidentiality procedures and contractual restrictions, to establish and protect our proprietary rights, all of which provide only limited protection. In addition, where we determine necessary, we pursue enforcement of our intellectual property rights. Such enforcement action may cause us to incur costs, distract the attention of management, and result in unfavorable public opinion or outcomes that are not in our favor, each of which could adversely affect our brand, business and results of operations. While we have filed a number of patent applications and own approximately 60 issued patents worldwide, we cannot assure you that any additional patents will be issued with respect to any of our pending or future patent applications, nor can we assure you that any patent issued to us will provide adequate protection, or that any patents issued to us will not be challenged, invalidated,

circumvented, or held to be unenforceable in actions against alleged infringers. Also, we cannot assure you that any future trademark or service mark registrations will be issued with respect to pending or future applications or that any of our registered trademarks and service marks will be enforceable or provide adequate protection of our proprietary rights. Furthermore, adequate (or any) patent, trademark, service mark, copyright and trade secret protection may not be available in every country in which our services are available.

We endeavor to enter into agreements with our employees and contractors and with parties with whom we do business in order to limit access to and disclosure of our proprietary information. We cannot be certain that the steps we have taken will prevent unauthorized use of our technology or the reverse engineering of our technology. Moreover, third parties might independently develop technologies that are competitive to ours or that infringe upon our intellectual property. In addition, the legal standards relating to the validity, enforceability and scope of protection of intellectual property rights in Internet-related industries are uncertain and still evolving, both in the United States and in other countries. The protection of our intellectual property rights may depend on our legal actions against any infringers being successful. We cannot be sure any such actions will be successful, and any such action may be expensive and divert considerable attention of our management team from the normal operation of our business.

***An assertion from a third party that we are infringing its intellectual property, whether such assertions are valid or not, could subject us to costly and time-consuming litigation or expensive licenses.***

The Internet, mobile media, software and technology industries are characterized by the existence of a large number of patents, copyrights, trademarks and trade secrets and by frequent litigation based on allegations of infringement or other violations of intellectual property rights, domestically or internationally. As we grow and face increasing competition, the probability that one or more third parties will make intellectual property rights claims against us increases. In such cases, our technologies may be found to infringe on the intellectual property rights of others. Additionally, many of our subscription agreements may require us to indemnify our customers for third-party intellectual property infringement claims, which would increase our costs if we have to defend such claims and may require that we pay damages and provide alternative services if there were an adverse ruling in any such claims. Intellectual property claims could harm our relationships with our customers, deter future customers from subscribing to our products or expose us to litigation, which could be expensive and divert considerable attention of our management team from the normal operation of our business. Even if we are not a party to any litigation between a customer and a third party, an adverse outcome in any such litigation could make it more difficult for us to defend against intellectual property claims by the third party in any subsequent litigation in which we are a named party. Any of these results could adversely affect our brand, business and results of operations.

With respect to any intellectual property rights claim against us or our customers, we may have to pay damages or stop using technology found to be in violation of a third party's rights. We may have to seek a license for the technology, which may not be available on reasonable terms or at all, may significantly increase our operating expenses or may significantly restrict our business activities in one or more respects. We may also be required to develop alternative non-infringing technology, which could require significant effort and expense. Any of these outcomes could adversely affect our business and results of operations. Even if we prove successful in defending ourselves against such claims, we may incur substantial expenses and the active defense of such claims may divert considerable attention of our management team from the normal operation of our business.

***The market for digital marketing intelligence is developing, and if it does not develop, or develops more slowly than expected, our business will be harmed.***

The market for digital marketing intelligence products is still developing, and it is uncertain whether these products will maintain high levels of demand and increased market acceptance. Our success will depend to a substantial extent on the willingness of companies to increase their use of such products and to continue use of such products on a long-term basis. Factors that may affect market acceptance include:

- the reliability of digital marketing intelligence products;
- public concern regarding privacy and data security;
- decisions of our customers and potential customers to develop digital marketing intelligence capabilities internally rather than purchasing such products from third-party suppliers like us;
- decisions by industry associations in the United States or in other countries that result in association-directed awards, on behalf of their members, of digital measurement contracts to one or a limited number of competitive vendors;
- the ability to maintain high levels of customer satisfaction; and
- the rate of growth in eCommerce, online advertising and digital media.

The market for our products may not develop further, or may develop more slowly than we expect or may even contract, all of which could adversely affect our business and operating results.

***Because our long-term success depends, in part, on our ability to expand the sales of our products to customers located outside of the United States, our business will become increasingly susceptible to risks associated with international operations.***

In recent years, we acquired various businesses with substantial presence or clientele in multiple Latin American, European and Middle Eastern countries. Prior to these acquisitions, we otherwise had limited experience operating in markets outside of the United States. Our inexperience in operating our business outside of the United States may increase the risk that the international expansion efforts in which we are engaged will not be successful. In addition, conducting international operations subjects us to risks that we have not generally faced in the United States. These risks include:

- recruitment and maintenance of a sufficiently large and representative panel both globally and in certain countries;
- expanding the adoption of our server- or census-based web beacon data collection in international countries;
- different customer needs and buying behavior than we are accustomed to in the United States;
- difficulties and expenses associated with tailoring our products to local markets, including their translation into foreign languages;
- difficulties in staffing and managing international operations — including complex and costly hiring, disciplinary, and termination requirements;
- longer accounts receivable payment cycles and difficulties in collecting accounts receivable;
- potentially adverse tax consequences, including the complexities of foreign value-added taxes and restrictions on the repatriation of earnings;
- reduced or varied protection for intellectual property rights in some countries;
- the burdens of complying with a wide variety of foreign laws and regulations;
- fluctuations in currency exchange rates;
- increased accounting and reporting burdens and complexities; and
- political, social and economic instability abroad, terrorist attacks and security concerns.

Additionally, operating in international markets requires significant management attention and financial resources. We cannot be certain that the investments and additional resources required to establish and maintain operations in other countries will hold their value or produce desired levels of revenues or profitability. We cannot be certain that we will be able to maintain and increase the size of the Internet user panel that we currently have in various countries, that we will be able to recruit a representative sample for our audience measurement products, or that we will be able to enter into arrangements with a sufficient number of website owners to allow us to collect server-based information for inclusion in our digital marketing intelligence products. In addition, there can be no assurance that Internet usage and eCommerce will continue to grow in international markets. In addition, governmental authorities in various countries have different views regarding regulatory oversight of the Internet. For example, the Chinese government has taken steps in the past to restrict the content available to Internet users in China.

The impact of any one or more of these risks could negatively affect or delay our plans to expand our international business and, consequently, our future operating results.

***If the Internet advertising and eCommerce markets develop more slowly than we expect, our business will suffer.***

Our future success will depend on continued growth in the use of the Internet, including mobile Internet, as an advertising medium, a continued increase in eCommerce spending and the proliferation of the Internet as a platform for a wide variety of consumer activities. These markets are evolving rapidly, and it is not certain that their current growth trends will continue.

The adoption of Internet advertising, particularly by advertisers that have historically relied on traditional offline media, requires the acceptance of new approaches to conducting business and a willingness to invest in such new approaches in light of a difficult economic environment. Advertisers may perceive Internet advertising to be less effective than traditional advertising for marketing their products. They may also be unwilling to pay premium rates for online advertising that is targeted at specific segments of users based on their demographic profile or Internet behavior. The online advertising and eCommerce markets may also be adversely affected by privacy issues relating to such targeted advertising, including that which makes use of personalized information, or online behavioral information. Furthermore, online merchants may not be able to establish online commerce models that are cost effective and may not learn how to effectively compete with other Web sites or offline merchants. In addition, consumers may not continue to shift their spending on goods and services from offline outlets

to the Internet. As a result, growth in the use of the Internet for eCommerce may not continue at a rapid rate, or the Internet may not be adopted as a medium of commerce by a broad base of customers or companies worldwide. Moreover, the adoption of advertising through mobile media may slow as a result of uncertain economic conditions or other factors. Because of the foregoing factors, among others, the market for Internet advertising and eCommerce, including commerce through mobile media, may not continue to grow at significant rates. If these markets do not continue to develop, or if they develop more slowly than expected, our business may suffer.

***Our growth depends upon our ability to retain existing large customers and add new large customers; however, to the extent we are not successful in doing so, our ability to maintain profitability and positive cash flow may be impaired.***

Our success depends in part on our ability to sell our products to large customers and on the renewal of the subscriptions of those customers in subsequent years. For the years ended December 31, 2012, 2011 and 2010, we derived approximately 22%, 26% and 29%, respectively, of our total revenues from our top 10 customers. Uncertain economic conditions or other factors, such as the failure or consolidation of large customer companies, or internal reorganization or changes in focus, may cause certain large customers to terminate or reduce their subscriptions. Moreover, certain recently acquired companies, have revenues highly concentrated in a few large customers. The loss of any one or more of those customers could decrease our revenues and harm our current and future operating results. The addition of new large customers or increases in sales to existing large customers may require particularly long implementation periods and other significant upfront costs, which may adversely affect our profitability. To compete effectively, we have in the past been, and may in the future be, forced to offer significant discounts to maintain existing customers or acquire other large customers. In addition, we may be forced to reduce or withdraw from our relationships with certain existing customers or refrain from acquiring certain new customers in order to acquire or maintain relationships with important large customers. As a result, new large customers or increased usage of our products by large customers may cause our profits to decline and our ability to sell our products to other customers could be adversely affected.

We derive a significant portion of our revenues from a single customer, Microsoft Corporation. For example, during the years ended December 31, 2012, 2011 and 2010, we derived approximately 8%, 10% and 11%, respectively, of our total revenues from Microsoft. If Microsoft were to cease or substantially reduce its use of our products, our revenues and earnings might decline.

***As our international operations grow, changes in foreign currencies could have an increased effect on our operating results.***

We operate in several countries in South America, including Brazil, Chile and Argentina as well as countries in Europe and the United Kingdom. As such, a portion of our revenues and expenses from business operations in foreign countries are derived from transactions denominated in currencies other than the functional currency of our operations in those countries. As such, we have exposure to adverse changes in exchange rates associated with revenues and operating expenses of our foreign operations, but we do not currently enter into any hedging instruments that hedge foreign currency exchange rate risk. As we grow our international operations, and acquire companies with established business in international regions, our exposure to foreign currency risk could become more significant. For example, at the beginning of 2012, the U.S. Dollar to euro exchange rate was approximately \$1.00 to €0.77. However, during 2012, the U.S. Dollar to euro exchange rate dropped as low as \$1.00 to €0.74 and rose as high as \$1.00 to €0.83. During the year ended December 31, 2012, the average U.S. Dollar to euro exchange rate was approximately \$1.0 to €0.78. There can be no guarantee that exchange rates will remain constant over the long-term. In addition to the impact from the U.S. Dollar to euro exchange rate movements, we are also impacted by movements in the exchange rates between the U.S. Dollar and various South American currencies as well as the Pound Sterling.

***Conditions and changes in the national and global economic environment may adversely affect our business and financial results.***

Adverse economic conditions in markets in which we operate can harm our business. If the economies of the United States and other countries continue to experience prolonged uncertainty, customers may delay or reduce their purchases of digital marketing intelligence products and services. In recent years, economic conditions in the countries in which we operate and sell products have been negative, and global financial markets have experienced significant volatility stemming from a multitude of factors, including adverse credit conditions impacted by concerns about the credit worthiness of U.S. treasury securities, the subprime-mortgage crisis, slower economic activity, inflation and deflation, decreased consumer confidence, increased unemployment, reduced corporate profits and capital spending, adverse business conditions, liquidity and other factors. Notwithstanding certain signs of economic recovery in recent periods, economic growth slowed in the second half of 2012 and may continue to stagnate into 2013 in the U.S. and internationally, particularly in view of recent economic turmoil in Europe, increasing energy costs, Federal government budget uncertainties in the United States and increased concerns about economic slowdown in Asia, particularly in China. During challenging economic times, and in tight credit markets, many customers have and may continue to delay or reduce spending. Additionally, some of our customers may be unable to fully pay

for purchases or may discontinue their businesses, resulting in the incurrence of uncollectible receivables for us. This could result in reductions in our sales, longer sales cycles, difficulties in collection of accounts receivable, slower adoption of new technologies and increased price competition. This downturn may also impact our available resources for financing new and existing operations. If global economic and market conditions, or economic conditions in the United States or other key markets further deteriorate, we may experience a material and adverse impact on our business, results of operations and financial condition.

***Changes and instability in the national and global political environments may adversely affect our business and financial results.***

Recent turmoil in the political environment in many parts of the world, including terrorist activities, military actions, political unrest and increases in energy costs due to instability in oil-producing regions may continue to put pressure on global economic conditions. If global economic and market conditions, or economic conditions in the United States or other key markets further deteriorate, we may experience material impacts on our business, operating results, and financial condition.

***If we fail to respond to technological developments, our products may become obsolete or less competitive.***

Our future success will depend in part on our ability to modify or enhance our products to meet customer needs, to add functionality and to address technological advancements. For example, if certain handheld devices become the primary mode of receiving content and conducting transactions on the Internet, and we are unable to adapt to collect information from such devices, then we would not be able to report on online activity. To remain competitive, we will need to develop new products that address these evolving technologies and standards across the universe of digital media — including television, Internet and mobile usage. However, we may be unsuccessful in identifying new product opportunities or in developing or marketing new products in a timely or cost-effective manner. In addition, our product innovations may not achieve the market penetration or price levels necessary for profitability. If we are unable to develop enhancements to, and new features for, our existing methodologies or products or if we are unable to develop new products that keep pace with rapid technological developments or changing industry standards, our products may become obsolete, less marketable and less competitive, and our business will be harmed.

***The market for digital marketing products is highly competitive, and if we cannot compete effectively, our revenues will decline and our business will be harmed.***

The market for digital marketing products is highly competitive and is evolving rapidly. We compete primarily with providers of digital media intelligence and related analytical products and services. We also compete with providers of marketing services and solutions, with full-service survey providers and with internal solutions developed by customers and potential customers. Our principal competitors include:

- analytical services companies that provide customers with detailed information of behavior on their own data, content, or web traffic, including Omniture (owned by Adobe), Coremetrics (owned by IBM), and WebTrends; and systems providers including Accenture, EMC, and Teradata
- online advertising companies that provide measurement of online ad effectiveness and ad delivery used for billing purposes, including Nielsen, DoubleClick (owned by Google), Atlas (owned by Microsoft), and Kantar (owned by WPP);
- large and small companies that create proprietary data and analysis of consumers' online behavior, including Nielsen, Effective Measures, Gemius, Compete Inc. (owned by WPP), Google, Inc., Hitwise (owned by Experian), Quantcast, and Visible Measures;
- companies that provide audience ratings for TV, radio and other media that have extended or may extend their current services, particularly in certain international markets, to the measurement of digital media, including Nielsen, Arbitron, Kantar, Rentrack and Taylor Nelson Sofres (owned by WPP);
- full-service market research firms and survey providers that may measure online behavior and attitudes, including Harris Interactive, Ipsos, Synnovate, GFK, Kantar (owned by WPP) and Nielsen;
- companies that provide behavioral, attitudinal and qualitative advertising effectiveness, including Toluna/Nurago, Double Verify, MOAT, DataLogix, Context Web's Aperture, Ipsos OTX, Dynamic Logic, Insight Express and Marketing Evolution; and
- specialty information providers for certain industries that we serve, including Manhattan Research (healthcare) and The Now Factory (telecommunications).

Some of our current competitors have longer operating histories, access to larger customer bases and substantially greater resources than we do. As a result, these competitors may be able to devote greater resources to marketing and promotional campaigns, panel retention, panel development or development of systems and technologies than we can. In addition, some of our competitors may adopt more aggressive pricing policies or have started to provide some services at no cost. Furthermore,

large software companies, Internet portals and database management companies may enter our market or enhance their current offerings, either by developing competing services or by acquiring our competitors, and could leverage their significant resources and pre-existing relationships with our current and potential customers. Finally, consolidation of our competitors could make it difficult for us to compete effectively. For example, Nielsen has entered into an agreement to acquire Arbitron, subject to certain closing conditions and regulatory review.

If we are unable to compete successfully against our current and future competitors, we may not be able to retain and acquire customers, and we may consequently experience a decline in revenues, reduced operating margins, loss of market share and diminished value from our products.

***We may encounter difficulties managing our growth and costs, which could adversely affect our results of operations.***

We have experienced significant growth over the past several years in the U.S. and internationally. We have substantially expanded our overall business, customer base, headcount, data collection and processing infrastructure and operating procedures as our business has grown through both organic growth and acquisitions. We increased our total number of full time employees to 1,137 employees as of December 31, 2012 from 588 employees as of December 31, 2008. As a result of downward adjustments to compensation and reductions in our workforce made in recent periods, however, we may encounter decreased employee morale and increased employee turnover. Moreover, as a result of acquisition integration initiatives, we may reduce the workforce of an acquired company or reassign personnel. Such actions may expose us to disruption by dissatisfied employees or employee-related claims, including without limitation, claims by terminated employees that believe they are owed more compensation than we believe these employees are due under our compensation and benefit plans, or claims maintained internationally in jurisdictions whose laws and procedures differ from those in the United States. In addition, during this same period, we made substantial investments in our network infrastructure operations as a result of our growth and the growth of our panel, and we have also undertaken certain strategic acquisitions.

We believe that we will need to continue to effectively manage and expand our organization, operations and facilities in order to accommodate potential future growth or acquisitions and to successfully integrate acquired businesses. If we continue to grow, either organically or through acquired businesses, our current systems and facilities may not be adequate. Our need to effectively manage our operations and cost structure requires that we continue to assess and improve our operational, financial and management controls, reporting systems and procedures. For example, we may be required to enter into leases for additional facilities or commit to significant investments in the build out of current or new facilities to support our growth. If we are unable to effectively forecast our facilities needs or if we are unable to sublease or terminate leases for unused space, we may experience increased unexpected costs. If we are not able to efficiently and effectively manage our cost structure or are unable to find appropriate space to support our needs, our business may be impaired.

***Failure to effectively expand our sales and marketing capabilities could harm our ability to increase our customer base and achieve broader market acceptance of our products.***

Increasing our customer base and achieving broader market acceptance of our products will depend to a significant extent on our ability to expand our sales and marketing operations. We expect to continue to rely on our direct sales force to obtain new customers. We may expand or enhance our direct sales force both domestically and internationally. We believe that there is significant competition for direct sales personnel with the sales skills and technical knowledge that we require. Our ability to achieve significant growth in revenues in the future will depend, in large part, on our success in recruiting, training and retaining sufficient numbers of direct sales personnel, and our ability to cross train our existing sales force with the sales forces of acquired businesses so that the sales personnel have the necessary information and ability to sell or develop sales prospects for both our products and the products of recently-acquired companies. In general, new hires require significant training and substantial experience before becoming productive. Our recent hires and planned hires may not become as productive as we require, and we may be unable to hire or retain sufficient numbers of qualified individuals in the future in the markets where we currently operate or where we seek to conduct business. Our business will be seriously harmed if the efforts to expand our sales and marketing capabilities are not successful or if they do not generate a sufficient increase in revenues.

***If we fail to develop our brand, our business may suffer.***

We believe that building and maintaining awareness of comScore and our portfolio of products in a cost-effective manner is critical to achieving widespread acceptance of our current and future products and is an important element in attracting new customers. We will also need to carefully manage the brands used by recently acquired businesses as we integrate such businesses into our own. We rely on our relationships with the media and the exposure we receive from numerous citations of our data by media outlets to build brand awareness and credibility among our customers and the marketplace. Furthermore, we believe that brand recognition will become more important for us as competition in our market increases. Our brand's success will depend on the effectiveness of our marketing efforts and on our ability to provide reliable and valuable products to our

customers at competitive prices. Our brand marketing activities may not yield increased revenues, and even if they do, any increased revenues may not offset the expenses we incur in attempting to build our brand. If we fail to successfully market our brand, we may fail to attract new customers, retain existing customers or attract media coverage to the extent necessary to realize a sufficient return on our brand-building efforts, and our business and results of operations could suffer.

***We have a history of significant net losses, may incur significant net losses in the future and may not achieve profitability.***

Although we have generated profits in prior periods, we incurred net losses of \$11.8 million, \$15.8 million, and \$1.6 million for the years ended December 31, 2012, 2011 and 2010, respectively. As such we cannot assure you that we will be able to achieve, sustain or increase profitability in the future, particularly if we engage in additional acquisition activity as we did in 2011 and 2010. As of December 31, 2012, we had an accumulated deficit of \$80.8 million. Because a large portion of our costs are fixed, we may not be able to reduce or maintain our expenses in response to any decrease in our revenues, which would adversely affect our operating results. In addition, we expect operating expenses to increase as we implement certain growth initiatives, which include, among other things, the development of new products, expansion of our infrastructure, plans for international expansion and general and administrative expenses associated with being a public company. If our revenues do not increase to offset these expected increases in costs and operating expenses, our operating results would be materially and adversely affected. If we continue to incur significant net losses, we may not be able to realize certain deferred tax assets associated with our net operating loss carryforwards. As of December 31, 2012, we estimate our federal and state net operating loss carryforwards for tax purposes are approximately \$46.8 million and \$43.1 million, respectively. You should not consider our revenue growth in recent periods as indicative of our future performance, as our operating results for future periods are subject to numerous uncertainties.

***We have limited experience with respect to our pricing model, and if the fees we charge for our products are unacceptable to our customers, our revenues and operating results will be harmed.***

We have limited experience in determining the fees that our existing and potential customers will find acceptable for our products, the products of companies that we recently acquired, and any potential products that are developed as a result of the integration of our company with acquired companies. The majority of our customers purchase specifically tailored subscription packages that are priced in the aggregate. Due to the level of customization of such subscription packages, the pricing of contracts or individual product components of such packages may not be readily comparable across customers or periods. Existing and potential customers may have difficulty assessing the value of our products and services when comparing it to competing products and services. As the market for our products matures, or as new competitors introduce new products or services that compete with ours, we may be unable to renew our agreements with existing customers or attract new customers with the fees we have historically charged. As a result, it is possible that future competitive dynamics in our market as well as global economic pressures may require us to reduce our fees, which could have an adverse effect on our revenues, profitability and operating results.

***If we are unable to sell additional products to our existing customers or attract new customers, our revenue growth will be adversely affected.***

To increase our revenues, we believe we must sell additional products to existing customers, including existing customers of acquired businesses, and regularly add new customers. If our existing and prospective customers do not perceive our products to be of sufficient value and quality, we may not be able to increase sales to existing customers and attract new customers, or we may have difficulty retaining existing customers, and our operating results will be adversely affected.

***We depend on third parties for data that is critical to our business, and our business could suffer if we cannot continue to obtain data from these suppliers.***

We rely on third-party data sources for information regarding certain digital activities such as television viewing and mobile usage, as well as for information about offline activities of and demographic information regarding our panelists. The availability and accuracy of these data is important to the continuation and development of our cross-media products, products that use server- or census-based information as part of the research methodology, and products that link online and offline activity. If this information is not available to us at commercially reasonable terms, or is found to be inaccurate, it could harm our reputation, business and financial performance.

***System failures or delays in the operation of our computer and communications systems may harm our business.***

Our success depends on the efficient and uninterrupted operation of our computer and communications systems and the third-party data centers we use. Our ability to collect and report accurate data may be interrupted by a number of factors, including our inability to access the Internet, the failure of our network or software systems, computer viruses, security

breaches or variability in user traffic on customer Web sites. A failure of our network or data gathering procedures could impede the processing of data, cause the corruption or loss of data or prevent the timely delivery of our products.

In the future, we may need to expand our network and systems at a more rapid pace than we have in the past. Our network or systems may not be capable of meeting the demand for increased capacity, or we may incur additional unanticipated expenses to accommodate these capacity demands. In addition, we may lose valuable data, be unable to obtain or provide data on a timely basis or our network may temporarily shut down if we fail to adequately expand or maintain our network capabilities to meet future requirements. Any lapse in our ability to collect or transmit data may decrease the value of our products and prevent us from providing the data requested by our customers. Any disruption in our network processing or loss of Internet user data may damage our reputation and result in the loss of customers, and our business and results of operations could be adversely affected.

***We rely on a small number of third-party service providers to host and deliver our products, and any interruptions or delays in services from these third parties could impair the delivery of our products and harm our business.***

We host our products and serve all of our customers from data center facilities located throughout the United States and Europe. While we operate our equipment inside these facilities, we do not control the operation of these facilities, and, depending on service level requirements, we may not continue to operate or maintain redundant data center facilities for all of our products or for all of our data, which could increase our vulnerability. These facilities are vulnerable to damage or interruption from earthquakes, hurricanes, floods, fires, power loss, telecommunications failures and similar events. They are also subject to break-ins, computer viruses, sabotage, intentional acts of vandalism and other misconduct. A natural disaster or an act of terrorism, a decision to close the facilities without adequate notice or other unanticipated problems could result in lengthy interruptions in availability of our products. We may also encounter capacity limitations at our third-party data centers. Additionally, our data center facility agreements are of limited durations, and our data center facilities have no obligation to renew their agreements with us on commercially reasonable terms, if at all. Our agreements for our various data center facilities expire at various dates through December 2017. We believe that we have good relationships with our data center facility vendors and believe that we will be able to renew, or find alternative data center facilities, at commercially reasonable terms. Although we are not substantially dependent on our data center facilities because of planned redundancies, and although we currently are able to migrate to alternative data centers, such a migration may result in an interruption or delay in service. If we are unable to renew our agreements with the owners of the facilities on commercially reasonable terms, or if we migrate to a new data center, we may experience delays in delivering our products until an agreement with another data center facility can be arranged or the migration to a new facility is completed.

We currently leverage a large content delivery network, or CDN, to provide services that allow us to offer a more efficient tagging methodology for our Media Metrix 360 product offerings. If that service faced unplanned outage or the service became immediately unavailable, an alternate CDN provider or additional capacity in our data centers would need to be established to support the large volume of tag requests that we currently manage which would either require additional investments in equipment and facilities or a transition plan. This could unexpectedly raise the costs and could contribute to delays or losses in tag data that could affect the quality and reputation of our Media Metrix 360 data products.

Further, we depend on access to the Internet through third-party bandwidth providers to operate our business. If we lose the services of one or more of our bandwidth providers for any reason, we could experience disruption in the delivery of our products or be required to retain the services of a replacement bandwidth provider. It may be difficult for us to replace any lost bandwidth on commercially reasonable terms, or at all, due to the large amount of bandwidth our operations require.

Our operations also rely heavily on the availability of electrical power and cooling capacity, which are also supplied by third-party providers. If we or the third-party data center operators that we use to deliver our products were to experience a major power outage or if the cost of electrical power increases significantly, our operations and profitability would be harmed. If we or the third-party data centers that we use were to experience a major power outage, we would have to rely on back-up generators, which may not function properly, and their supply may be inadequate. Such a power outage could result in the disruption of our business. Additionally, if our current facilities fail to have sufficient cooling capacity or availability of electrical power, we would need to find alternative facilities.

Any errors, defects, disruptions or other performance problems with our products caused by third parties could harm our reputation and may damage our business. Interruptions in the availability of our products may reduce our revenues due to increased turnaround time to complete projects, cause us to issue credits to customers, cause customers to terminate their subscription and project agreements or adversely affect our renewal rates. Our business would be harmed if our customers or potential customers believe our products are unreliable.

***Laws related to the regulation of the Internet could adversely affect our business.***

Laws and regulations that apply to communications and commerce over the Internet are becoming more prevalent. In particular, the growth and development of the market for eCommerce has prompted calls for more stringent tax, consumer protection and privacy laws in the United States and abroad that may impose additional burdens on companies conducting business online. The adoption, modification or interpretation of laws or regulations relating to the Internet or our customers' digital operations could negatively affect the businesses of our customers and reduce their demand for our products. Even if such laws and regulations are not enacted, lawmakers and regulators may publicly call into question the collection and use of Internet or mobile usage data and may affect vendors and customers' willingness to do business with us.

***Taxing authorities may successfully assert that we should have collected or in the future should collect sales and use, value added or similar taxes, and we could be subject to liability with respect to past or future sales, which could adversely affect our results of operations.***

We do not collect sales and use, value added and similar taxes in all jurisdictions in which we have sales. Sales and use, value added and similar tax laws and rates vary greatly by jurisdiction. Certain jurisdictions in which we do not collect such taxes may assert that such taxes are applicable, which could result in tax assessments, penalties and interest, and we may be required to collect such taxes in the future. Such tax assessments, penalties and interest or future requirements may adversely affect the results of our operations.

***If we fail to respond to evolving industry standards, our products may become obsolete or less competitive.***

The market for our products is characterized by rapid technological advances, changes in customer requirements, changes in protocols and evolving industry standards. For example, industry associations such as the Advertising Research Foundation, the Council of American Survey Research Organizations, the Internet Advertising Bureau, or IAB, and the Media Rating Council have independently initiated efforts to either review online market research methodologies or to develop minimum standards for online market research. In April 2011, comScore Direct was accredited by the Media Rating Council. Any standards adopted by U.S or internationally based industry associations may lead to costly changes to our procedures and methodologies. As a result, the cost of developing our digital marketing intelligence products could increase. If we do not adhere to standards prescribed by the IAB or other industry associations, our customers could choose to purchase products from competing companies that meet such standards. Furthermore, industry associations based in countries outside of the United States often endorse certain vendors or methodologies. If our methodologies fail to receive an endorsement from an important industry association located in a foreign country, advertising agencies, media companies and advertisers in that country may not purchase our products. As a result, our efforts to further expand internationally could be adversely affected.

***The success of our business depends on the continued growth of the Internet as a medium for commerce, content, advertising and communications.***

Expansion in the sales of our products depends on the continued acceptance of the Internet as a platform for commerce, content, advertising and communications. The use of the Internet as a medium for commerce, content, advertising and communications could be adversely impacted by delays in the development or adoption of new standards and protocols to handle increased demands of Internet activity, security, reliability, cost, ease-of-use, accessibility and quality-of-service. The performance of the Internet and its acceptance as a medium for commerce, content, advertising and communications has been harmed by viruses, worms, and similar malicious programs, and the Internet has experienced a variety of outages and other delays as a result of damage to portions of its infrastructure. If for any reason the Internet does not remain a medium for widespread commerce, content, advertising and communications, the demand for our products would be significantly reduced, which would harm our business.

***We rely on our management team and may need additional personnel to grow our business; the loss of one or more key employees or the inability to attract and retain qualified personnel could harm our business.***

Our success and future growth depends to a significant degree on the skills and continued services of our management team, including our founders, Magid M. Abraham, Ph.D. and Gian M. Fulgoni. Our future success also depends on our ability to retain, attract and motivate highly skilled technical, managerial, marketing and customer service personnel, including members of our management team. All of our employees work for us on an at-will basis. We plan to hire additional personnel in all areas of our business, particularly for our sales, marketing and technology development areas, both domestically and internationally, which will likely increase our recruiting and hiring costs. Competition for these types of personnel is intense, particularly in the Internet and software industries. As a result, we may be unable to successfully attract or retain qualified personnel. Our inability to retain and attract the necessary personnel could adversely affect our business.

***Changes in, or interpretations of, accounting rules and regulations, could result in unfavorable accounting charges.***

Accounting methods and policies, including policies governing revenue recognition, expenses and accounting for stock options are continually subject to review, interpretation, and guidance from relevant accounting authorities, including the Financial Accounting Standards Board, or FASB, and the SEC. Changes to, or interpretations of, accounting methods or policies in the future may require us to reclassify, restate or otherwise change or revise our financial statements.

***Investors could lose confidence in our financial reports, and our business and stock price may be adversely affected, if our internal control over financial reporting is found by management or by our independent registered public accounting firm not to be adequate or if we disclose significant existing or potential deficiencies or material weaknesses in those controls.***

Section 404 of the Sarbanes-Oxley Act of 2002 requires us to include a report on our internal control over financial reporting in our Annual Report on Form 10-K. That report includes management's assessment of the effectiveness of our internal control over financial reporting as of the end of the fiscal year. Additionally, our independent registered public accounting firm is required to issue a report on their evaluation of the operating effectiveness of our internal control over financial reporting.

We continue to evaluate our existing internal controls against the standards adopted by the Public Company Accounting Oversight Board, or PCAOB. During the course of our ongoing evaluation of our internal controls, we have in the past identified, and may in the future identify, areas requiring improvement, and may have to design enhanced processes and controls to address issues identified through this review. Remedying any significant deficiencies or material weaknesses that we or our independent registered public accounting firm may identify could require us to incur significant costs and expend significant time and management resources. We cannot assure you that any of the measures we may implement to remedy any such deficiencies will effectively mitigate or remedy such deficiencies. Further, if we are not able to complete the assessment under Section 404 in a timely manner or to remedy any identified material weaknesses, we and our independent registered public accounting firm would be unable to conclude that our internal control over financial reporting is effective at the required reporting deadlines. If our internal control over financial reporting is found by management or by our independent registered public accountant to not be adequate or if we disclose significant existing or potential deficiencies or material weaknesses in those controls, investors could lose confidence in our financial reports, we could be subject to sanctions or investigations by The NASDAQ Global Market, the Securities and Exchange Commission or other regulatory authorities and our stock price could be adversely affected.

In future periods, we may upgrade our financial reporting systems and implement new information technology systems to better manage our business, streamline our financial reporting and enhance our existing internal controls. We may experience difficulties if we transition to new or upgraded systems, including loss of data and decreases in productivity as our personnel become familiar with new systems. In addition, we expect that our existing management information systems may require modification and refinement as we grow and our business needs change. Any modifications could prolong difficulties we experience with systems transitions, and we may not always employ the most efficient or effective systems for our purposes. If upgrades cost more or take longer than we anticipate, our operating results could be adversely affected. Moreover, if we experience difficulties in implementing new or upgraded information systems or experience system failures, or if we are unable to successfully modify our management information systems to respond to changes in our business needs, our ability to timely and effectively process and prepare financial statements could be adversely affected.

A determination that there is a significant deficiency or material weakness in the effectiveness of our internal control over financial reporting could also reduce our ability to obtain financing or could increase the cost of any financing we obtain and require additional expenditures to comply with applicable requirements.

***Our net operating loss carryforwards may expire unutilized or underutilized, which could prevent us from offsetting future taxable income.***

We have previously experienced "changes in control" that have triggered the limitations of Section 382 of the Internal Revenue Code on a portion of our net operating loss carryforwards. As a result, we may be limited in the amount of net operating loss carryforwards that we can use in the future to offset taxable income for U.S. Federal income tax purposes.

As of December 31, 2012, we estimate our federal and state net operating loss carryforwards for tax purposes are approximately \$46.8 million and \$43.1 million, respectively. These net operating loss carryforwards will begin to expire in 2022 for federal income tax reporting purposes and in 2013 for state income tax reporting purposes.

In addition, at December 31, 2012 we estimate our aggregate net operating loss carryforwards for tax purposes related to our foreign subsidiaries are \$30.7 million, which will begin to expire in 2013.

We apply a valuation allowance to certain deferred tax assets when management does not believe that it is more-likely-than-not that they will be realized. In assessing the need for any valuation allowances, we consider the reversal of existing temporary differences associated with deferred tax assets and liabilities, future taxable income, tax planning strategies and historical and future pre-tax book income (as adjusted for permanent differences between financial and tax accounting items) in order to determine if it is more likely than not that the deferred tax asset will be realized. For example, we have had several recent years of pre-tax losses, and further losses may present evidence that our net operating loss carryforwards may not be realized in future periods.

As of December 31, 2012, we had a valuation allowance related to the deferred tax assets of the foreign subsidiaries (primarily net operating loss carryforwards) that are either loss companies or are in their start-up phases, including entities in Mexico, Singapore, Spain, Australia, the Czech Republic, the Netherlands and China, and the deferred tax asset related to certain state net operating loss carryforwards. Management will continue to evaluate the deferred tax position of our U.S. and foreign companies to determine the appropriate level of valuation allowance required against our deferred tax assets.

***Restrictive Covenants in the Agreements Governing Our Current and Future Indebtedness Could Restrict Our Operating Flexibility.***

The agreements governing our existing debt, and debt we may incur in the future, contain, or may contain, affirmative and negative covenants that materially limit our ability to take certain actions, including our ability to incur debt, pay dividends and repurchase stock, make certain investments and other payments, enter into certain mergers and consolidations, and encumber and dispose of assets. Credit market turmoil, adverse events affecting our business or industry, the tightening of lending standards or other factors could negatively impact our ability to obtain future financing or to refinance our outstanding indebtedness on terms acceptable to us or at all.

***Our Ability To Draw On Our Loan Facility May Be Adversely Affected by Conditions in the U.S. and International Capital Markets.***

If financial institutions that have extended credit to us are adversely affected by the conditions of the U.S. and international capital and credit markets, they may be unable to fund borrowings under credit commitments to us. For example, we currently have a \$50.0 million revolving line of credit, with a \$10.0 million sublimit for standby letters of credit, from Bank of America. As of December 31, 2012, no amounts are outstanding under the terms of our revolving credit facility. If Bank of America is adversely affected by capital and credit market conditions and are unable to make loans to us when requested, there could be a corresponding adverse impact on our financial condition and our ability to borrow additional funds, if needed, for working capital and general corporate purposes.

***We may require additional capital to support business growth, and this capital may not be available on acceptable terms or at all.***

We intend to continue to make investments to support our business growth and may require additional funds to respond to business challenges, including the need to develop new products or enhance our existing products, enhance our operating infrastructure and acquire complementary businesses and technologies.

Accordingly, we may need to engage in equity or debt financings to secure additional funds. If we raise additional funds through further issuances of equity or convertible debt securities, our existing stockholders could suffer significant dilution, and any new equity securities we issue could have rights, preferences and privileges superior to those of holders of our common stock. Any debt financing secured by us in the future could include restrictive covenants relating to our capital raising activities and other financial and operational matters, which may make it more difficult for us to obtain additional capital and to pursue business opportunities, including potential acquisitions. In addition, we may not be able to obtain additional financing on terms favorable to us or at all. If we are unable to obtain adequate financing or financing on terms satisfactory to us when we require it, our ability to continue to support our business growth and to respond to business challenges could be significantly limited. In addition, the terms of any additional equity or debt issuances may adversely affect the value and price of our common stock.

***Risks Related to the Securities Market and Ownership of our Common Stock***

***The trading price of our common stock may be subject to significant fluctuations and volatility, and our new stockholders may be unable to resell their shares at a profit.***

The stock markets, in general, and the markets for technology stocks in particular, have experienced high levels of volatility. The market for technology stocks has been extremely volatile and frequently reaches levels that bear no relationship to the past or present operating performance of those companies. These broad market fluctuations may adversely affect the

trading price of our common stock. In addition, the trading price of our common stock has been subject to significant fluctuations and may continue to fluctuate or decline.

The price of our common stock in the market may be higher or lower than the price you pay, depending on many factors, some of which are beyond our control and may not be related to our operating performance. It is possible that, in future quarters, our operating results may be below the expectations of analysts or investors. As a result of these and other factors, the price of our common stock may decline, possibly materially. These fluctuations could cause you to lose all or part of your investment in our common stock. Factors that could cause fluctuations in the trading price of our common stock include the following:

- price and volume fluctuations in the overall stock market from time to time;
- volatility in the market price and trading volume of technology companies and of companies in our industry;
- actual or anticipated changes or fluctuations in our operating results;
- actual or anticipated changes in expectations regarding our performance by investors or securities analysts;
- the failure of securities analysts to cover our common stock or changes in financial estimates by analysts;
- actual or anticipated developments in our competitors' businesses or the competitive landscape;
- actual or perceived inaccuracies in, or dissatisfaction with, information we provide to our customers or the media;
- litigation involving us, our industry or both;
- regulatory developments;
- privacy and security concerns, including public perception of our practices as an invasion of privacy;
- general economic conditions and trends;
- major catastrophic events;
- sales of large blocks of our stock;
- the timing and success of new product introductions or upgrades by us or our competitors;
- changes in our pricing policies or payment terms or those of our competitors;
- concerns relating to the security of our network and systems;
- our ability to expand our operations, domestically and internationally, and the amount and timing of expenditures related to this expansion; or
- departures of key personnel.

In the past, following periods of volatility in the market price of a company's securities, securities class action litigation has often been brought against that company. If our stock price is volatile, we may become the target of securities litigation, which could result in substantial costs and divert our management's attention and resources from our business. In addition, volatility, lack of positive performance in our stock price or changes to our overall compensation program, including our equity incentive program, may adversely affect our ability to retain key employees.

***We cannot assure you that a market will continue to develop or exist for our common stock or what the market price of our common stock will be.***

We cannot assure you that a public trading market for our common stock will continue to develop or be sustained. If a market is not sustained, it may be difficult for you to sell your shares of common stock at an attractive price or at all. We cannot predict the prices at which our common stock will trade.

***If securities or industry analysts do not publish research or reports about our business or if they issue an adverse or misleading opinion regarding our stock, our stock price and trading volume could decline.***

The trading market for our common stock will be influenced by the research and reports that industry or securities analysts publish about us or our business. If any of the analysts who cover us issue an adverse or misleading opinion regarding our stock, our stock price would likely decline. If one or more of these analysts cease coverage of our company or fail to publish reports on us regularly, we could lose visibility in the financial markets, which in turn could cause our stock price or trading volume to decline.

***Future sales of shares by existing stockholders or new issuances of securities by us could cause our stock price to decline.***

If we or our existing stockholders sell, or indicate an intention to sell, substantial amounts of our common stock or other securities in the public market, the trading price of our common stock could decline. Sales of substantial amounts of shares of

our common stock or other securities by us or our existing stockholders could lower the market price of our common stock and impair our ability to raise capital through the sale of new securities in the future at a time and price that we deem appropriate.

***We have incurred and will continue to incur increased costs and demands upon management as a result of complying with the laws and regulations affecting a public company, which could adversely affect our operating results.***

As a public company, we have incurred and will continue to incur significant legal, accounting and other expenses that we would not otherwise incur if we were a private company. In addition, the Sarbanes-Oxley Act of 2002 and the Dodd-Frank Wall Street Reform and Consumer Protection Act, as well as rules implemented by the Securities and Exchange Commission and The NASDAQ Stock Market, requires certain corporate governance practices for public companies. Our management and other personnel devote a substantial amount of time to public reporting requirements and corporate governance. These rules and regulations have significantly increased our legal and financial compliance costs and made some activities more time-consuming and costly. We also have incurred additional costs associated with our public company reporting requirements. If these costs do not continue to be offset by increased revenues and improved financial performance, our operating results would be adversely affected. These rules and regulations also make it more difficult and more expensive for us to obtain director and officer liability insurance, and we may be required to accept reduced policy limits and coverage or incur substantially higher costs to obtain the same or similar coverage if these costs continue to rise. As a result, it may be more difficult for us to attract and retain qualified people to serve on our board of directors or as executive officers.

***Provisions in our certificate of incorporation and bylaws and under Delaware law might discourage, delay or prevent a change of control of our company or changes in our management and, therefore, depress the trading price of our common stock.***

Our certificate of incorporation and bylaws contain provisions that could depress the trading price of our common stock by acting to discourage, delay or prevent a change of control of our company or changes in our management that the stockholders of our company may deem advantageous. These provisions:

- provide for a classified board of directors so that not all members of our board of directors are elected at one time;
- authorize “blank check” preferred stock that our board of directors could issue to increase the number of outstanding shares to discourage a takeover attempt;
- prohibit stockholder action by written consent, which means that all stockholder actions must be taken at a meeting of our stockholders;
- prohibit stockholders from calling a special meeting of our stockholders;
- provide that the board of directors is expressly authorized to make, alter or repeal our bylaws; and
- provide for advance notice requirements for nominations for elections to our board of directors or for proposing matters that can be acted upon by stockholders at stockholder meetings.

Additionally, we are subject to Section 203 of the Delaware General Corporation Law, which prohibits a Delaware corporation from engaging in any of a broad range of business combinations with any “interested” stockholder for a period of three years following the date on which the stockholder became an “interested” stockholder and which may discourage, delay or prevent a change of control of our company.

**ITEM 1B. UNRESOLVED STAFF COMMENTS**

None.

**ITEM 2. PROPERTIES**

Our corporate headquarters and executive offices are located in Reston, Virginia, where we occupy approximately 96,000 square feet of office space under a lease that initially expires in 2022, although we have an option to extend until up to 2032, subject to certain conditions. We also lease space in various locations throughout the United States, North America, South America, Europe, and Asia for sales and other personnel. If we require additional space, we believe that we would be able to obtain such space on commercially reasonable terms.

**ITEM 3. LEGAL PROCEEDINGS**

In addition to the following matters, we may, from time to time, become a party to a variety of legal proceedings that arise in the normal course of our business. While the results of such normal course legal proceedings cannot be predicted with

certainty, management believes that, based on current knowledge, the final outcome of the current pending matters will not have a material adverse effect on our financial position, results of operations or cash flows. We are otherwise not presently a party to any pending legal proceedings the outcome of which we believe, if determined adversely to us, would individually or in the aggregate have a material adverse impact on our consolidated results of operations, cash flows or financial position. Regardless of the outcome, legal proceedings can have an adverse effect on us because of defense costs, diversion of management resources and other factors.

*Privacy Class Action Litigation*

On August 23, 2011, we received notice that Mike Harris and Jeff Dunstan, individually and on behalf of a class of similarly situated individuals, filed a lawsuit against us in the United States District Court for the Northern District of Illinois, Eastern Division, alleging, among other things, violations by us of the Stored Communications Act, the Electronic Communications Privacy Act, Computer Fraud and Abuse Act and the Illinois Consumer Fraud and Deceptive Practices Act as well as unjust enrichment. The complaint seeks unspecified damages, including statutory damages per violation and punitive damages, injunctive relief and reasonable attorneys' fees of the plaintiffs. Based on an initial review of these claims, we believe that they are without merit, and we intend to vigorously protect and defend ourselves. In October 2012, the plaintiffs filed an amended complaint which, among other things, removed the claim relating to alleged violations of the Illinois Consumer Fraud and Deceptive Practices Act. The court is expected to rule on certification of the class in the first half of 2013.

**ITEM 4. MINE SAFETY DISCLOSURES**

None

**PART II****ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES****PRICE RANGE OF COMMON STOCK**

Our common stock has been traded on the NASDAQ Global Market under the symbol "SCOR" since our initial public offering in June 2007. The following table sets forth the high and low sales prices of our common stock for each period indicated and are as reported by the NASDAQ Global Market.

<b>Fiscal Period</b>	<b>2012</b>		<b>2011</b>	
	<b>High</b>	<b>Low</b>	<b>High</b>	<b>Low</b>
First Quarter	\$ 23.68	\$ 20.61	\$ 29.62	\$ 21.13
Second Quarter	\$ 21.48	\$ 15.86	\$ 31.28	\$ 23.30
Third Quarter	\$ 17.15	\$ 12.21	\$ 28.22	\$ 12.50
Fourth Quarter	\$ 16.26	\$ 12.41	\$ 22.86	\$ 15.35

**HOLDERS**

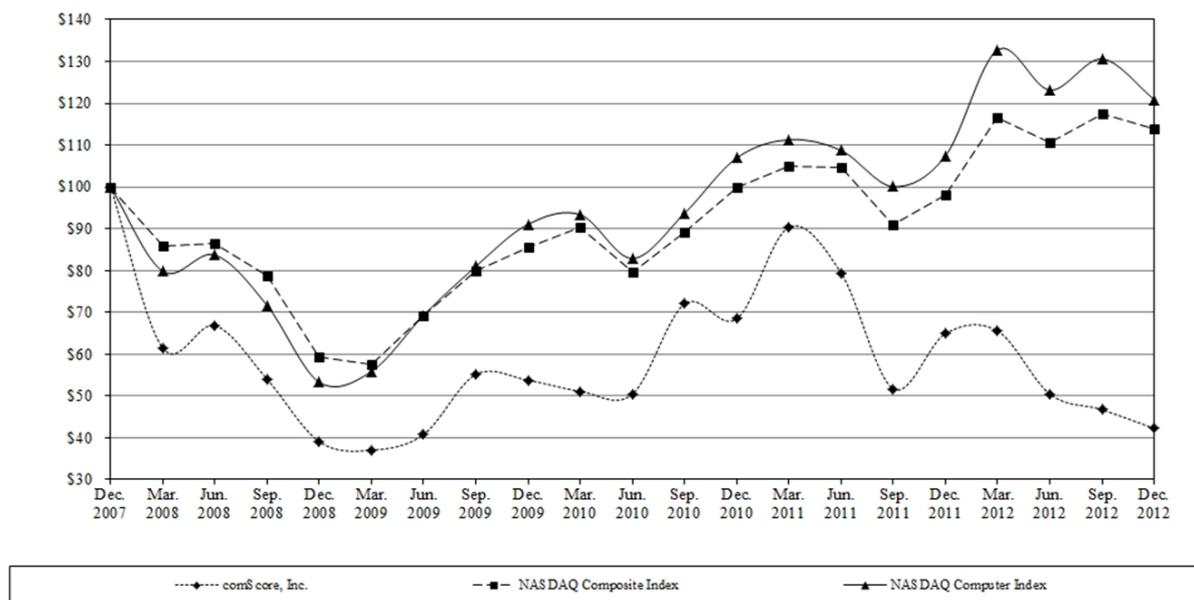
As of February 19, 2013 there were 116 stockholders of record of our common stock, although we believe that there may be a significantly larger number of beneficial owners of our common stock. We derived the number of stockholders by reviewing the listing of outstanding common stock recorded by our transfer agent as of February 19, 2013.

**STOCK PERFORMANCE GRAPH**

The following graph set forth compares the cumulative total stockholder return on our common stock between December 31, 2007 and December 31, 2012 to the cumulative total returns of the NASDAQ Composite Index and NASDAQ Computer Index over the same period. This graph assumes the investment of \$100 at the closing price of the markets on December 31, 2007 in our common stock, the NASDAQ Composite Index and the NASDAQ Computer Index, and assumes the reinvestment of dividends, if any. We have never paid dividends on our common stock and have no present plans to do so.

The comparisons shown in the following graph are based upon historical data. We caution that the stock price performance shown in the graph below is not necessarily indicative of, nor is it intended to forecast, the potential future performance of our common stock.

**COMPARISON OF CUMULATIVE TOTAL RETURN\*  
among comScore, Inc., The NASDAQ Composite Index  
and The NASDAQ Computer Index**



\* \$100 invested upon market close of the NASDAQ Global Market on December 31, 2007, including reinvestment of dividends.

The preceding Stock Performance Graph is not deemed filed with the Securities and Exchange Commission and shall not be incorporated by reference in any of our filings under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date hereof and irrespective of any general incorporation language in any such filing.

**DIVIDEND POLICY**

Since our inception, we have not declared or paid any cash dividends. We currently expect to retain cash generated from operations for use in the operation and expansion of our business and therefore do not anticipate paying any cash dividends in the foreseeable future.

**EQUITY COMPENSATION PLANS**

The information required by this item regarding equity compensation plans is set forth in Part III, Item 12 “Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters” of this Annual Report on Form 10-K.

**UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

*Unregistered Sales of Equity Securities during the Three Months Ended December 31, 2012*

None.

*Use of Proceeds from Sale of Registered Equity Securities*

Not applicable.

**PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS**

During the three months ended December 31, 2012, we repurchased the following shares of common stock in connection with certain restricted stock and restricted stock unit awards issued under our Equity Incentive Plans:

	Total Number of Shares (or Units) Purchased(1)	Average Price Per Share (or Unit)	Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs	Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs
October 1 — October 31, 2012	17,357	\$ 1.02	—	—
November 1 — November 30, 2012	16,470	\$ 10.24	—	—
December 1 — December 31, 2012	2,000	\$ —	—	—
Total	35,827		—	—

(1) The shares included in the table above were repurchased either in connection with (i) our exercise of the repurchase right afforded to us in connection with certain employee restricted stock awards or (ii) the forfeiture of shares by an employee as payment of the minimum statutory withholding taxes due upon the vesting of certain employee restricted stock and restricted stock unit awards.

(i) For the three months ended December 31, 2012, the shares repurchased in connection with our exercise of the repurchase right afforded to us upon the cessation of employment consisted of the following:

	Total Number of Shares Purchased	Average Price Per Share
October 1 — October 31, 2012	16,148	\$ —
November 1 — November 30, 2012	3,260	\$ —
December 1 — December 31, 2012	2,000	\$ —
Total	21,408	

(ii) The shares we repurchased in connection with the payment of minimum statutory withholding taxes due upon the vesting of certain restricted stock and restricted stock unit awards were repurchased at the then current fair market value of the shares. For the three months ended December 31, 2012, these shares consisted of the following:

	Total Number of Shares Purchased	Average Price Per Share
October 1 — October 31, 2012	1,209	\$ 14.59
November 1 — November 30, 2012	13,210	\$ 12.77
December 1 — December 31, 2012	—	\$ —
Total	14,419	

**ITEM 6. SELECTED FINANCIAL DATA**

The following selected consolidated financial data should be read in conjunction with our consolidated financial statements and the accompanying notes and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” included elsewhere in this report. The selected data in this section is not intended to replace the consolidated financial statements.

The consolidated statements of operations data and the consolidated statements of cash flows data for each of the three years ended December 31, 2012, 2011 and 2010 as well as the consolidated balance sheet data as of December 31, 2012 and 2011 are derived from and should be read together with our audited consolidated financial statements and related notes appearing in this report. The consolidated statements of operations data and the consolidated statements of cash flows data for

the years ended December 31, 2009 and 2008 as well as the consolidated balance sheet data as of December 31, 2010, 2009 and 2008 are derived from our audited consolidated financial statements not included in this report. Our historical results are not necessarily indicative of results to be expected for future periods.

	Year Ended December 31,				
	2012	2011	2010	2009	2008
(In thousands, except share and per share data)					
<b>Consolidated Statement of Operations Data:</b>					
Revenues	\$ 255,193	\$ 232,392	\$ 174,999	\$ 127,740	\$ 117,371
Cost of revenues (1)	86,379	75,103	51,953	38,730	34,562
Selling and marketing (1)	91,849	78,289	59,641	41,954	39,400
Research and development (1)	33,994	34,050	26,377	17,827	14,832
General and administrative (1)	38,134	48,514	33,953	18,232	16,785
Amortization of intangible assets	9,289	9,301	4,534	1,457	804
Impairment of intangible assets	3,349	—	—	—	—
Settlement of litigation	—	5,175	—	—	—
Total expenses from operations	262,994	250,432	176,458	118,200	106,383
(Loss) income from operations	(7,801)	(18,040)	(1,459)	9,540	10,988
Interest and other (expense) income, net	(870)	(525)	53	410	1,863
Loss from foreign currency transactions	(744)	(410)	(347)	(132)	(321)
Gain on sale (impairment) of marketable securities	—	211	—	89	(2,239)
(Loss) income before income taxes	(9,415)	(18,764)	(1,753)	9,907	10,291
Benefit (provision) for income taxes	(2,374)	2,974	177	(5,938)	14,895
Net (loss) income	\$ (11,789)	\$ (15,790)	\$ (1,576)	\$ 3,969	\$ 25,186
Net (loss) income per common share:					
Basic	\$ (0.35)	\$ (0.49)	\$ (0.05)	\$ 0.13	\$ 0.88
Diluted	\$ (0.35)	\$ (0.49)	\$ (0.05)	\$ 0.13	\$ 0.83
Weighted-average number of shares used in per share calculations:					
Basic	33,244,798	32,289,877	31,070,018	30,014,085	28,691,216
Diluted	33,244,798	32,289,877	31,070,018	30,970,642	30,232,714

(1) Amortization of stock-based compensation is included in the line items above as follows

Cost of revenues	\$ 2,481	\$ 1,976	\$ 1,494	\$ 1,186	\$ 861
Selling and marketing	\$ 12,283	\$ 8,512	\$ 6,217	\$ 4,617	\$ 2,611
Research and development	\$ 1,919	\$ 1,988	\$ 1,868	\$ 1,111	\$ 706
General and administrative	\$ 8,213	\$ 8,784	\$ 8,195	\$ 2,942	\$ 2,296

	December 31,				
	2012	2011	2010	2009	2008
	(In thousands)				
<b>Consolidated Balance Sheet Data:</b>					
Cash, cash equivalents and short-term investments	\$ 61,764	\$ 38,071	\$ 33,736	\$ 88,117	\$ 71,461
Total current assets	\$ 148,929	\$ 126,509	\$ 103,097	\$ 136,419	\$ 116,583
Total assets	\$ 336,485	\$ 320,057	\$ 283,079	\$ 217,539	\$ 199,563
Total current liabilities	\$ 121,306	\$ 112,390	\$ 97,228	\$ 59,409	\$ 55,992
Equipment loan and capital lease obligations, long-term	\$ 6,478	\$ 6,676	\$ 7,959	\$ 674	\$ —
Stockholders' equity	\$ 195,643	\$ 190,567	\$ 165,832	\$ 147,939	\$ 134,880

	Year Ended December 31,				
	2012	2011	2010	2009	2008
	(In thousands)				
<b>Consolidated Statement of Cash Flows Data:</b>					
Net cash provided by operating activities	\$ 44,872	\$ 26,750	\$ 25,410	\$ 25,031	\$ 32,989
Depreciation and amortization	\$ 23,448	\$ 22,653	\$ 12,956	\$ 8,001	\$ 5,775
Capital expenditures	\$ 7,590	\$ 7,235	\$ 5,119	\$ 6,472	\$ 14,252

Please see “Critical Accounting Policies and Estimates” under Part II, Item 7 of this Annual Report on Form 10-K for further discussion of key accounting changes which occurred during the years covered in the above table. Additional information regarding business combinations and dispositions for the relevant periods above may be found in the notes accompanying our consolidated financial statements included in Part II, Item 8 of this Annual Report on Form 10-K.

## ITEM 7. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our consolidated financial statements and the related notes to those statements included elsewhere in Part II Item 8 of this Annual Report on Form 10-K. In addition to historical financial information, the following discussion and analysis contains forward-looking statements that involve risks, uncertainties and assumptions. Our actual results and timing of selected events may differ materially from those anticipated in these forward-looking statements as a result of many factors, including those discussed under Item 1A, “Risk Factors” and elsewhere in this Annual Report on Form 10-K. See also “Cautionary Statement Regarding Forward-Looking Statements” at the beginning of this Form 10-K.*

### Overview

We provide leading, on-demand digital analytics that enable our customers to make well-informed, data-driven decisions and implement more effective digital business strategies. More specifically, we are an Internet technology company that measures what people do as they navigate the digital world and we turn that information into insights and actions for our clients to maximize the value of their digital investments. One of the key elements of our products is our ability to effectively combine our proprietary comScore data, which we obtain via our global panel and census network, with our clients own data. Our products provide our customers with deep insight into consumer behavior, including objective, detailed information regarding usage of their online properties and those of their competitors, coupled with information on consumer demographic characteristics, attitudes, lifestyles and offline behavior. In addition, we offer mobile operator analytics products that provide comprehensive marketing and customer care insight to mobile carriers worldwide. During the year ended December 31, 2012, we provided service to over 2,150 customers worldwide with our broad geographic base of employees located in 31 locations in 23 countries.

We deliver our products on-demand using our digital measurement and analytics platforms, which are comprised of proprietary databases, internally developed software, and a computational infrastructure that measures, analyzes and reports on digital activity. Our scalable, Software-as-a-Service, or SaaS, delivery model, eliminates the need for our customers to install and maintain hardware and software in order to use our products. Our products are hosted and maintained by us, which

significantly reduces the cost and complexity for our customers relative to traditional software products and provides significant operating efficiencies. We can quickly deploy or update our products with minimal to no lead time, which significantly enhances our customers' productivity. We offer our products as a subscription-based service for which our customers pay a recurring fee during the subscription term.

Our digital media measurement and analytics platforms are comprised of proprietary databases and a computational infrastructure that measures, analyzes and reports on digital activity worldwide. The foundation of our platform is data collected from our comScore panel of approximately two million Internet users worldwide who have granted us explicit permission to confidentially measure their Internet usage patterns, online and certain offline buying behavior and other activities. By applying advanced statistical methodologies to our panel data, we project consumers' online behavior for the total online population and a wide variety of user categories. This panel information is complemented by our Unified Digital Measurement™ methodology which enables us to more accurately measure digital audiences. Our Unified Digital Measurement approach blends panel and census methodologies into products that provide a direct linkage and reconciliation between census and panel measurement. Our tagged network of global websites and apps is referred to as the comScore Census Network™, which has been built with a substantial infrastructure and technology that processes over 1.4 trillion events per month worldwide. We also provide products to the large mobile networks that deliver network analysis focused on the experience of wireless subscribers, as well as network intelligence with respect to performance, capacity and configuration analytics. We also provide digital (web, apps, video, gaming, and other digital assets) and monetization analytics and innovative video measurement products.

We deliver our Analytics for a Digital World™ through a wide array of products organized around the following four major suites; audience analytics, advertising analytics, digital business analytics and mobile operator analytics. Our audience analytics products deliver digital media intelligence by providing an independent, third-party measurement of the size, behavior and characteristics of Internet users on multiple devices, such as TVs, PCs, smartphones and tablets as well as insight into the effectiveness of online advertising. Our core product offerings are built around our Media Metrix™, product, but also include Video Metrix™, Mobile Metrix™, Plan Metrix™ and Ad Metrix™. As the Internet evolves, we are continually creating new solutions, such as Social Essentials, which provides insight into the audience size, composition, behavior and brand engagement of consumers reached by brands on Facebook. We typically deliver our audience analytics products electronically in the form of weekly, monthly or quarterly subscription based reports. Customers can access current and historical data and analyze this data anytime online.

Our advertising analytics products combine the proprietary information gathered from our comScore Census Network with the vertical industry expertise of comScore analysts to deliver digital marketing intelligence, including the measurement of online advertising effectiveness, customized for specific industries. Our advertising analytics products include the AdEffx™ suite Media Planner 2.0™ and validated Campaign Essentials™, which provide a solution for developing, executing and evaluating online advertising campaigns across multiple platforms, including TV, Web (Display and Video) and Mobile (Smartphones and Tablets). In August 2011, we acquired AdXpose, which provides advertisers and publishers with greater transparency in the quality, safety, and performance of their digital advertising campaigns by allowing them to verify and optimize billions of campaign data points captured in real-time. The combination of AdXpose with our Campaign Essentials product has enabled us to develop a new product we refer to as validated Campaign Essentials, or vCE, which provides intelligence regarding validated impressions, ads that are actually seen, shown in safe content and delivered to the right target audience. Our advertising analytics products are typically delivered on a monthly, quarterly or ad hoc basis.

Our digital business analytics products help organizations optimize the customer experience on their digital assets (websites, apps, video, etc.) and maximize return on digital media investments by allowing marketers to collect, view and distribute information tailored to their specific business requirements. Our digital business analytics platform is designed to integrate data from multiple sources including web, mobile, video and social media interactions. Our digital business analytics services are provided primarily through Digital Analytix™, our SaaS based product that enables our customers to have access to all of their proprietary click stream data. Our digital business analytics platform is further enhanced by data obtained as part of our audience measurement efforts, and viewable on a quick turnaround basis. Customers can access our digital business analytics data sets and reports anytime online.

Our mobile operator analytics products suite connects mobile behavior, content merchandising, and device capabilities to provide comprehensive mobile market intelligence to mobile carriers worldwide. Our core software product, Subscriber Analytix™, powered by XPLORE™, provides mobile carriers with information on network optimization and capacity planning, customer experience, and market intelligence. Our mobile operator analytics platform is designed to integrate data from multiple sources including web and mobile interactions as well as customer relationship management, call center and back office systems. Customers can access our mobile and network data sets and reports anytime online via our software-based delivery platform.

During the second quarter of 2012, we noted a significant decline in revenues from ARSgroup, or ARS, which we acquired in February 2010. As a result, we performed an impairment test of the long-lived assets of ARS and ultimately recorded an impairment charge of \$3.3 million during the year ended December 31, 2012. As a result of the significant decline in revenue from ARS and the resulting impairment charge of \$3.3 million, we began exploring all strategic options with respect to maximizing the value of ARS, including a potential sale of some or all of ARS. Currently, we expect to dispose of the non-health portions of ARS. We do not expect this transaction to have a material impact on our financial statements.

Our company was founded in August 1999. In 2007, we completed our initial public offering. We have complemented our internal development initiatives with targeted acquisitions. In February 2010, we acquired the outstanding stock of ARSgroup, Inc. to expand our ability to provide our customers with actionable information to improve their creative and strategic messaging targeted against specific audiences. In July 2010, we acquired the outstanding stock of Nexius, Inc., a provider of products to the large mobile networks that deliver network analysis focused on the experience of wireless subscribers, as well as network intelligence with respect to performance, capacity and configuration analytics. In August 2010, we acquired the outstanding stock of Nedstat B.V., a provider of web analytics and innovative video measurement products based out of Amsterdam, Netherlands. In August 2011, we acquired all of the outstanding equity of AdXpose, Inc., a provider of digital advertising analytics products based out of Seattle, Washington.

Since our initial public offering in 2007, our revenues and expenses have grown significantly. We attribute the growth in our revenue and expenses primarily to:

- increased sales to existing customers, as a result of our efforts to deepen our relationships with these customers by increasing their awareness of, and confidence in, the value of our digital marketing intelligence platform;
- growth in our customer base through the addition of new customers and from acquired businesses;
- the sales of new products to existing and new customers; and
- growth in sales outside of the U.S., as a result of entering into new international markets.

As a result of economic events such as the global financial crisis in the credit markets, softness in the housing markets, difficulties in the financial services sector, political uncertainty in the Middle East, and concerns regarding the eurozone, the direction and relative strength of the U.S. and global economies have become somewhat uncertain in recent periods. During 2011 and 2012, we experienced a limited number of our current and potential customers ceasing, delaying or reducing renewals of existing subscriptions and purchases of new or additional services and products presumably due to the economic downturn. Further, certain of our existing customers exited the market due to industry consolidation and bankruptcy in connection with these challenging economic conditions. Since these negative economic events began in 2008, we continued to annually add net new customers and our existing customers renewed their subscriptions at a rate of over 90% based on dollars renewed each year. Notwithstanding our performance during these macroeconomic trends, if economic recovery slows or economic conditions deteriorate, our operating results could be adversely affected in coming periods.

## **Our Revenues**

We derive our revenues primarily from the fees that we charge for subscription-based products, customized projects, and software licenses. We define subscription-based revenues as revenues that we generate from products that we deliver to a customer on a recurring basis, as well as arrangements where a customer is committing up-front to purchase a series of deliverables over time, which includes revenue from software licenses as further discussed below. We define project revenues as revenues that we generate from customized projects that are performed for a specific customer on a non-recurring basis. A significant characteristic of our SaaS-based business model is our large percentage of subscription-based contracts. Subscription-based revenues accounted for 85% of total revenues in each of the years ended December 31, 2012 and 2011. Many of our customers who initially purchased a customized project have subsequently purchased one of our subscription-based products. Similarly, many of our subscription-based customers have subsequently purchased additional customized projects.

Historically, we have generated most of our revenues from the sale and delivery of our products to companies and organizations located within the United States. We intend to expand our international revenues by selling our products and deploying our direct sales force model in additional international markets in the future. For the year ended December 31, 2012, our international revenues were \$71.8 million, an increase of \$11.8 million, or 20% over international revenues of \$60.0 million for the year ended December 31, 2011. International revenues comprised approximately 28%, 26% and 19% of our total revenues for the fiscal years ended December 31, 2012, 2011 and 2010, respectively.

We anticipate that revenues from our U.S. customers will continue to constitute a substantial portion of our revenues in coming periods, but we expect that revenues from customers outside of the U.S. will increase as a percentage of total revenues as we build greater international recognition of our brand and expand our sales operations globally.

### ***Subscription Revenues***

We generate a significant portion of our subscription-based revenues from our Media Metrix product suite. Products within the Media Metrix suite include Media Metrix 360, Media Metrix, Plan Metrix, World Metrix, Video Metrix and Ad Metrix. These product offerings provide subscribers with intelligence on digital media usage, audience characteristics, audience demographics and online and offline purchasing behavior. Customers who subscribe to our Media Metrix products are provided with login IDs to our web site, have access to our database and can generate reports at anytime.

We also generate subscription-based revenues from certain reports and analyses provided through our customer research product, if that work is procured by customers on a recurring basis. Through our customer research products, we deliver digital marketing intelligence relating to specific industries, such as automotive, consumer packaged goods, entertainment, financial services, media, pharmaceutical, retail, technology, telecommunications and travel. This marketing intelligence leverages our global consumer panel and extensive database to deliver information unique to a particular customer's needs on a recurring schedule, as well as on a continual-access basis. Our Marketing Solutions customer agreements typically include a fixed fee with an initial term of at least one year. We also provide these products on a non-subscription basis as described under "Project Revenues" below.

In addition, we generate subscription-based revenues from survey products that we sell to our customers. In conducting our surveys, we generally use our global Internet user panel. After questionnaires are distributed to the panel members and completed, we compile their responses and then deliver our findings to the customer, who also has ongoing access to the survey response data as they are compiled and updated over time. These data include responses and information collected from the actual survey questionnaires and can also include behavioral information that we passively collect from our panelists. If a customer has a history of purchasing survey products in each of the last four quarters, then we believe this indicates the surveys are being conducted on a recurring basis, and we classify the revenues generated from such survey products as subscription-based revenues. Our contracts for survey services typically include a fixed fee with terms that range from two months to one year.

Our acquisition of Nedstat, resulted in additional revenue sources, including software subscriptions, server calls, and professional services (including training and consulting). Our arrangements generally contain multiple elements, consisting of the various service offerings. Our acquisition of AdXpose, resulted in additional revenue sources, including fees for the use of the AdXpose platform. Fees for the use of the AdXpose platform are generally a fixed fee for each impression that is generated using the AdXpose technology. Revenue is recognized on a usage basis when the impression is delivered and reported via the AdXpose service portal.

### ***Project Revenues***

We generate project revenues by providing customized information reports to our customers on a nonrecurring basis through comScore Marketing Solutions. For example, a customer in the media industry might request a custom report that profiles the behavior of the customer's active online users and contrasts their market share and loyalty with similar metrics for a competitor's online user base. If this customer continues to request the report beyond an initial project term of at least nine months and enters into an agreement to purchase the report on a recurring basis, we begin to classify these future revenues as subscription-based.

### ***Software Licenses***

We generate subscription revenue through software licenses, professional services (including software customization, implementation, training and consulting services), and maintenance and technical support contracts.

We recognize software license arrangements that include significant modification and customization of the software in accordance with FASB Accounting Standards Codification ("ASC") 985-605, Software Recognition, and ASC 605-35, Revenue Recognition-Construction-Type and Certain Production-Type Contracts, typically using the completed-contract method. Prior to March 31, 2011, we had not established VSOE of fair value for the multiple deliverables and therefore accounted for all elements in these arrangements as a single unit of accounting, recognizing the entire arrangement fee as revenue on a straight line basis over the service period of the last delivered element. During the period of performance, billings and costs (to the extent they are recoverable) are accumulated on the balance sheet, but no profit or income is recorded before user acceptance of the software license. To the extent estimated costs are expected to exceed revenue, we accrue for costs immediately. During the quarter ended June 30, 2011 we established VSOE of fair value for post contract support ("PCS") services for certain customers. The establishment of VSOE of fair value followed an alignment of our pricing practices for these services.

## **Critical Accounting Policies and Estimates**

Our discussion and analysis of our financial condition and results of operations are based on our consolidated financial statements, which have been prepared in accordance with U.S. generally accepted accounting principles. The preparation of these financial statements requires us to make estimates, assumptions and judgments that affect the amounts reported in our consolidated financial statements and the accompanying notes. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances. Actual results may differ from these estimates.

While our significant accounting policies are described in more detail in the notes to our consolidated financial statements included in Part II, Item 8 of this Annual Report on Form 10-K, we believe the following accounting policies to be the most critical to the judgments and estimates used in the preparation of our consolidated financial statements.

### **Revenue Recognition**

We recognize revenues when the following fundamental criteria are met: (i) persuasive evidence of an arrangement exists, (ii) delivery has occurred or the services have been rendered, (iii) the fee is fixed or determinable, and (iv) collection of the resulting receivable is reasonably assured.

We generate revenues by providing access to our online database or delivering information obtained from our database, usually in the form of periodic reports. Revenues are typically recognized on a straight-line basis over the period in which access to data or reports is provided, which generally ranges from three to twenty four months. Sales taxes remitted to government authorities are recorded on a net basis.

We also generate revenues through survey services under contracts ranging in term from two months to one year. Our survey services consist of survey and questionnaire design with subsequent data collection, analysis and reporting. At the outset of an arrangement, we allocate total arrangement consideration between the development of the survey questionnaire and subsequent data collection, analysis and reporting services based on relative selling price. We recognize revenue allocated to the survey questionnaire when it is delivered and we recognize revenue allocated to the data collection, analysis and reporting services on a straight-line basis over the estimated data collection period once the survey or questionnaire design has been delivered. Any change in the estimated data collection period results in an adjustment to revenues recognized in future periods.

Certain of our arrangements contain multiple elements, consisting of the various services we offer. Multiple element arrangements typically consist of either subscriptions to multiple online product solutions or a subscription to our online database combined with customized services. Prior to January 1, 2011, we had determined there was not objective and reliable evidence of fair value for any of our services and, therefore, accounted for all elements in multiple element arrangements as a single unit of accounting. Access to data under the subscription element is generally provided shortly after the execution of the contract. However, the initial delivery of customized services generally occurs subsequent to the commencement of the subscription element. For these historical arrangements, we recognized the entire arrangement fee over the performance period of the last deliverable. As a result, the total arrangement fee is recognized on a straight-line basis over the period beginning with the commencement of the last element deliverable.

Effective January 1, 2011, we adopted the provisions of the Financial Accounting Standards Board ("FASB") Accounting Standards Update ("ASU") 2009-13, *Multiple Deliverable Revenue Arrangements*, which requires us to allocate arrangement consideration at the inception of an arrangement to all deliverables, if they represent a separate unit of accounting, based on their relative selling prices. In addition, this guidance eliminated the use of the residual method for allocating arrangement consideration. This guidance is applicable to us for all arrangements entered into subsequent to December 31, 2010 and for any existing arrangements that are materially modified after December 31, 2010.

For these types of arrangements, the guidance establishes a hierarchy to determine the selling price to be used for allocating arrangement consideration to deliverables: (i) vendor-specific objective evidence of fair value ("VSOE"), (ii) third-party evidence of selling price ("TPE") if VSOE is not available, or (iii) an estimated selling price ("ESP") if neither VSOE nor TPE are available. VSOE generally exists only when we sell the deliverable separately and is the price actually charged by us for that deliverable on a stand-alone basis. ESP reflects our estimate of what the selling price of a deliverable would be if it was sold regularly on a stand-alone basis.

We have concluded that we do not have VSOE, for these types of arrangements, and TPE is generally not available because our service offerings are highly differentiated and we are unable to obtain reliable information on the products and pricing practices of our competitors. As such, ESP is used to allocate the total arrangement consideration at the arrangement inception based on each element's relative selling price.

Our process for determining ESP involves management's judgments based on multiple factors that may vary depending upon the unique facts and circumstances related to each product suite and deliverable. We determine ESP by considering

several external and internal factors including, but not limited to, current pricing practices, pricing concentrations (such as industry, channel, customer class or geography), internal costs and market penetration of a product or service. The total arrangement consideration is allocated to each of the elements based on the relative selling price. If the ESP is determined as a range of selling prices, the mid-point of the range is used in the relative-selling-price method. Once the total arrangement consideration has been allocated to each deliverable based on the relative allocation of the arrangement fee, we commence revenue recognition for each deliverable on a stand-alone basis as the data or service is delivered. In the future, as our pricing strategies and market conditions change, modifications may occur in the determination of ESP to reflect these changes. As a result, the future revenue recognized for these arrangements could differ from the results in the current period.

Generally, our contracts are non-refundable and non-cancelable. In the event a portion of a contract is refundable, revenue recognition is delayed until the refund provisions lapse. A limited number of customers have the right to cancel their contracts by providing us with written notice of cancellation. In the event that a customer cancels its contract, it is not entitled to a refund for prior services, and it will be charged for costs incurred plus services performed up to the cancellation date.

In connection with our acquisition of Nexius, Inc., we acquired additional revenue sources, including software licenses, professional services (including software customization implementation, training and consulting services), and maintenance and technical support contracts. Our arrangements generally contain multiple elements, consisting of the various service offerings. We recognize software license arrangements that include significant modification and customization of the software in accordance with ASC 985-605, *Software Recognition* and ASC 605-35, *Revenue Recognition-Construction-Type and Certain Production-Type Contracts*, typically using the completed contract method. During the quarter ended June 30, 2011, we established VSOE of fair value for post contract support services for a group of certain Nexius customers. For these specific arrangements, we allocate the total consideration to the various elements in the arrangement based on VSOE of fair value and recognize revenue when the fundamental revenue recognition criteria above are met. For the remainder of the Nexius customers, we currently do not have VSOE for the multiple deliverables and account for all elements in these arrangements as a single unit of accounting, recognizing the entire arrangement fee as revenue over the service period of the last delivered element. During the period of performance, billings and costs (to the extent they are recoverable) are accumulated on the balance sheet, but no profit or income is recorded before user acceptance of the software license. To the extent estimated costs are expected to exceed revenue we accrue for costs immediately.

We account for nonmonetary transactions under ASC 845, *Nonmonetary Transactions*. Nonmonetary transactions with commercial substance are recorded at the estimated fair value of assets surrendered including cash, if cash is less than 25% of the fair value of the overall exchange, unless the fair value of the assets received is more clearly evident, in which case the fair value of the asset received is used. During the year ended December 31, 2012 we recognized \$1.4 million in revenue related to nonmonetary transactions. Due to timing differences in the delivery and receipt of the respective nonmonetary assets exchanged, the expense recognized in each period is different from the amount of revenue recognized. As a result, during the year ended December 31, 2012, we recognized \$1.1 million in expense related to nonmonetary transactions.

### **Business Combinations**

We recognize all of the assets acquired, liabilities assumed, contractual contingencies, and contingent consideration at their fair value on the acquisition date. Acquisition-related costs are recognized separately from the acquisition and expensed as incurred. Generally, restructuring costs incurred in periods subsequent to the acquisition date are expensed when incurred. All subsequent changes to an income tax valuation allowance or uncertain tax position that relate to the acquired company and existed at the acquisition date that occur both within the measurement period and as a result of facts and circumstances that existed at the acquisition date are recognized as an adjustment to goodwill. All other changes in income tax valuation allowances are recognized as a reduction or increase to income tax expense or as a direct adjustment to additional paid-in capital as required. Acquired in-process research and development is capitalized as an intangible asset and amortized over its estimated useful life.

### **Goodwill and Intangible Assets**

We record goodwill and intangible assets when we acquire other businesses. The allocation of the purchase price to intangible assets and goodwill involves the extensive use of management's estimates and assumptions, and the result of the allocation process can have a significant impact on our future operating results. We estimate the fair value of identifiable intangible assets acquired using several different valuation approaches, including relief from royalty method, and income and market approaches. The relief from royalty method assumes that if we did not own the intangible asset or intellectual property, we would be willing to pay a royalty for its use. We generally use the relief from royalty method for estimating the value of acquired technology/methodology assets. The income approach converts the anticipated economic benefits that we assume will be realized from a given asset into value. Under this approach, value is measured as the present worth of anticipated future net cash flows generated by an asset. We generally use the income approach to value customer relationship assets and non-compete

agreements. The market approach compares the acquired asset to similar assets that have been sold. We generally use the income approach to value trademarks and brand assets.

Intangible assets with finite lives are amortized over their useful lives while goodwill and indefinite lived assets are not amortized, but rather are periodically tested for impairment. An impairment review generally requires developing assumptions and projections regarding our operating performance. We have determined that all of our goodwill is associated with one reporting unit as we do not operate separate lines of business with respect to our services. Accordingly, on an annual basis we perform the impairment assessment for goodwill at the enterprise level by comparing the fair value of our reporting unit to its carrying value including goodwill recorded by the reporting unit. If the carrying value exceeds the fair value, impairment is measured by comparing the implied fair value of the goodwill to its carrying value and any impairment determined is recorded in the current period. If our estimates or the related assumptions change in the future, we may be required to record impairment charges to reduce the carrying value of these assets, which could be material. There were no impairment charges to Goodwill recognized during the years ended December 31, 2012, 2011 or 2010.

During the three months ended June 30, 2012, we noted a significant decline in revenues from ARS, which we acquired in February 2010. As a result, we performed an impairment test of the long-lived assets of ARS. The long-lived assets of ARS consist of customer relationships and acquired methodologies and technology. The first step in testing the long-lived assets of ARS for impairment was to compare the sum of the undiscounted cash flows expected to result from the use and eventual disposition of ARS to the carrying value of ARS's long-lived assets. Based on this analysis, we determined as of June 30, 2012 that the sum of the expected undiscounted cash flows to be generated from ARS was less than the carrying value of the ARS intangible assets. As such, we concluded that the ARS intangible assets were impaired as of June 30, 2012. To measure the amount of the impairment, we then estimated the fair value of the intangible assets as of June 30, 2012. In determining the fair value of the intangible assets, we prepared a discounted cash flow ("DCF") analysis for each intangible asset. In preparing the DCF analysis, we used a combination of income approaches including the relief from royalty approach and the excess earnings approach. Determining fair value requires the exercise of significant judgment, including judgments about appropriate discount rates, terminal growth rates, royalty rates and the amount and timing of expected future cash flows. The cash flows employed in the DCF analysis were based on our most recent budgets, forecasts and business plans as well as growth rate assumptions for years beyond the current business plan period. Significant assumptions used include a discount rate of 18.5%, which is based on an assessment of the risk inherent in the future revenue streams and cash flows of ARS, as well as a royalty rate of 3.0%, which is based on an analysis of royalty rates in similar, market transactions. Based on the DCF analysis, we estimated the fair value of the intangible assets of ARS to be \$2.5 million as of June 30, 2012, which resulted in an impairment charge of \$3.3 million during the year ended December 31, 2012. The impairment charge had a negative impact on net loss of \$3.3 million and an impact on earnings per share of \$0.10 per share during the year ended December 31, 2012. In addition, these intangible assets will be amortized over a remaining estimated useful life of eighteen months, beginning July 1, 2012. There were no impairment charges to Intangible Assets recognized during the years ended 2011 or 2010.

#### ***Long-lived assets***

Our long-lived assets primarily consist of property and equipment and intangible assets. We evaluate the recoverability of our long-lived assets for impairment whenever events or changes in circumstances indicate the carrying value of such assets may not be recoverable. If an indication of impairment is present, we compare the estimated undiscounted future cash flows to be generated by the asset to its carrying amount.

Recoverability measurement and estimation of undiscounted cash flows are grouped at the lowest level for which identifiable cash flows are largely independent of the cash flows of other assets and liabilities. If the undiscounted future cash flows are less than the carrying amount of the asset group, we record an impairment loss equal to the excess of the asset group's carrying amount over its fair value. The fair value is determined based on valuation techniques such as a comparison to fair values of similar assets or using a discounted cash flow analysis. Although we believe that the carrying values of our long-lived assets are appropriately stated, changes in strategy or market conditions or significant technological developments could significantly impact these judgments and require adjustments to recorded asset balances. Other than the impairment charge for ARS discussed above, there were no impairment charges recognized during the years ended December 31, 2012, 2011 or 2010.

#### ***Allowance for Doubtful Accounts***

We manage credit risk on accounts receivable by performing credit evaluations of our customers for existing customers coming up for renewal as well as all prospective new customers, by reviewing our accounts and contracts and by providing appropriate allowances for uncollectible amounts. Allowances are based on management's judgment, which considers historical experience and specific knowledge of accounts that may not be collectible. We make provisions based on our historical bad debt experience, a specific review of all significant outstanding invoices and an assessment of general economic conditions. If

the financial condition of a customer deteriorates, resulting in an impairment of its ability to make payments, additional allowances may be required.

### ***Income Taxes***

We account for income taxes using the asset and liability method. We estimate our tax liability through calculations we perform for the determination of our current tax liability, together with assessing temporary differences resulting from the different treatment of items for income tax and financial reporting purposes. These differences result in deferred tax assets and liabilities, which are recorded on our balance sheet. We then assess the likelihood that deferred tax assets will be recovered in future periods. In assessing the need for a valuation allowance against the deferred tax assets, we consider factors such as future reversals of existing taxable temporary differences, taxable income in prior carryback years, if carryback is permitted under the tax law, tax planning strategies and future taxable income exclusive of reversing temporary differences and carryforwards. In evaluating projections of future taxable income, we consider our history of profitability, the competitive environment, the overall outlook for the online marketing industry and general economic conditions. In addition, we consider the timeframe over which it would take to utilize the deferred tax assets prior to their expiration. To the extent we cannot conclude that it is more-likely-than-not that the benefit of such assets will be realized, we establish a valuation allowance to adjust the carrying value of such assets.

As of December 31, 2012 and 2011, we recorded valuation allowances against certain deferred tax assets of \$4.0 million and \$2.7 million, respectively. At December 31, 2012, the valuation allowance was related to the deferred tax assets (primarily net operating loss carryforwards) of the foreign subsidiaries that are either loss companies or are in their start-up phases, including entities in Mexico, Singapore, Spain, Australia, Czech Republic, Netherlands and China, the deferred tax asset related to the U.S. capital loss carryforwards, and the deferred tax asset related to certain state net operating loss carryforwards. At December 31, 2011, the valuation allowance was primarily related to the deferred tax assets of the foreign subsidiaries that are in their start-up phases, including China, Spain, Singapore, and certain Certifica and Nedstat subsidiaries, and the deferred tax asset related to the value of our auction rate securities.

As of December 31, 2012, we concluded that it was not more-likely-than-not that a substantial portion of our deferred tax assets related to certain state net operating losses would be realized and determined that it was appropriate to establish a valuation allowance of \$0.3 million against our state deferred tax assets. We also concluded that it was not more-likely-than-not that a substantial portion of our deferred tax assets in certain other foreign jurisdictions, primarily the Netherlands, would be realized and that an increase to the valuation allowance of \$1.2 million was necessary. In making that determination, we considered the losses incurred in these foreign jurisdictions during 2012, the current overall economic environment, and the uncertainty regarding the profitability of certain foreign operations currently in start-up phase. In addition, during 2012, we wrote-off certain deferred tax assets related to net operating losses that will never be realized. As these deferred tax assets had a full valuation allowance recorded against them, the associated valuation allowance of \$0.2 million was released.

As a result of the losses incurred in 2012, our U.S. entities are in a three year cumulative pretax loss position at December 31, 2012. A cumulative loss position is considered significant negative evidence in assessing the realizability of our deferred tax assets, which includes deferred tax assets of \$8.2 million related to net operating loss and tax credit carryforwards in the U.S. We have concluded that there is sufficient positive evidence to overcome this negative evidence. This positive evidence includes the fact that (i) our three year cumulative pretax loss position includes \$16.6 million of litigation and settlement charges that are not expected to recur in the future and (ii) our profitable U.S. operating forecasts, exclusive of tax planning strategies, result in full utilization of our net deferred tax assets by the end of 2017 based on the current projections. However, our ability to realize our net U.S. deferred tax assets of \$19.3 million at December 31, 2012 is primarily dependent upon generating sufficient taxable income in future years. We believe that there is sufficient objective and reliable evidence to support the realization of the recorded U.S. deferred tax assets as of December 31, 2012 based on our current projections of future pre-tax income. If our actual results do not validate our current projections of pre-tax income, we may be required to record a valuation allowance that could have a material impact on our consolidated financial statements in future periods.

As of December 31, 2011, we concluded that it was not more-likely-than-not that a substantial portion of our Netherlands deferred tax assets will be realized and determined that it was appropriate to establish a valuation allowance of \$1.3 million against our Netherlands deferred tax assets. In making that determination, we considered the losses incurred in the Netherlands during 2011 and in prior years and the uncertainty regarding the future profitability of the Netherlands operations. We also concluded that it was not more-likely-than-not that a substantial portion of our deferred tax assets in certain other foreign jurisdictions would be realized and that an increase to the valuation allowance was necessary. In making that determination, we considered the losses incurred in these foreign jurisdictions during 2011, the current overall economic environment, and the uncertainty regarding the profitability of certain foreign operations. As a result, in the fourth quarter of 2011 we recorded an increase in the deferred tax asset valuation allowance of approximately \$0.4 million.

As of December 31, 2012, we estimate our federal and state net operating loss carryforwards for tax purposes are approximately \$46.8 million and \$43.1 million, respectively. These net operating loss carryforwards will begin to expire in 2022 for federal income tax purposes and in 2013 for state income tax purposes. In addition, at December 31, 2012, we estimate our aggregate net operating loss carryforwards for tax purposes related to our foreign subsidiaries is \$30.7 million, which begins to expire in 2013. The exercise of certain stock options and the vesting of certain restricted stock awards during the years ended December 31, 2012 and 2011 generated income tax deductions equal to the excess of the fair market value over the exercise price or grant date fair value, as applicable. We will not recognize a deferred tax asset with respect to the excess of tax over book stock compensation deductions until the tax deductions actually reduce our current taxes payable. As such, we have not recorded a deferred tax asset in the accompanying financial statements related to the additional net operating losses generated from the windfall tax deductions associated with the exercise of these stock options and the vesting of the restricted stock awards. If and when we utilize these net operating losses to reduce income taxes payable, the tax benefit will be recorded as an increase in additional paid-in capital. As of December 31, 2012 and December 31, 2011, the cumulative amount of net operating losses relating to such option exercises and vesting events that have been included in the gross net operating loss carryforwards above is \$28.9 million and \$26.4 million, respectively. During the years ended December 31, 2012 and 2011, we recognized windfall tax benefits of approximately \$0.1 million and \$0.2 million, respectively, related to certain state and foreign tax jurisdictions, which were recorded as an increase to additional paid-in capital.

During the years ended December 31, 2012 and 2011, certain stock options were exercised and certain shares related to restricted stock awards vested at times when our stock price was substantially lower than the fair value of those shares at the time of grant. As a result, the income tax deduction related to such shares is less than the expense previously recognized for book purposes. Such shortfalls reduce additional paid-in capital to the extent relevant windfall tax benefits have been previously recognized. As described above, we recognized a portion of the windfall tax benefits in 2012 and recorded an increase to additional paid-in capital. Therefore, \$0.2 million of shortfalls has not been included in income tax expense but has reduced additional paid-in capital for the year ended December 31, 2012. The remaining impact of the shortfalls totaling \$0.4 million has been included in income tax expense. As of December 31, 2011, we recognized a portion of the windfall tax benefits and recorded an increase to additional paid-in capital. Therefore, the impact of the shortfalls totaling \$0.1 million was not included in income tax expense but reduced additional paid-in capital for the year ended December 31, 2011. Looking forward we cannot predict the stock compensation shortfall impact because of dependency upon future market price performance of our stock. For uncertain tax positions, we use a more-likely-than-not recognition threshold based on the technical merits of the tax position taken. Tax positions that meet the more-likely-than-not recognition threshold are measured as the largest amount of tax benefits determined on a cumulative probability basis, which are more-likely-than-not to be realized upon ultimate settlement in the financial statements. As of December 31, 2012, 2011 and 2010, we had unrecognized tax benefits of \$1.4 million, \$1.4 million and \$2.4 million, respectively, on a tax-effected basis. It is our policy to recognize interest and penalties related to income tax matters in income tax expense. As of December 31, 2012, the amount of accrued interest and penalties on unrecognized tax benefits was \$0.7 million. As of December 31, 2011, the amount of accrued interest and penalties on unrecognized tax benefits was \$0.6 million. We or one of our subsidiaries files income tax returns in the U.S. Federal jurisdiction and various state and foreign jurisdictions. For income tax returns filed by us, we are no longer subject to U.S. Federal examinations by tax authorities for years before 2009 or state and local tax examinations by tax authorities for years before 2008, although tax attribute carryforwards generated prior to these years may still be adjusted upon examination by tax authorities.

### ***Stock-Based Compensation***

We estimate the fair value of share-based awards on the date of grant. The fair value of stock options is determined using the Black-Scholes option-pricing model. The fair value of market-based stock options and restricted stock units is determined using a Monte Carlo simulation embedded in a lattice model. The fair value of restricted stock awards is based on the closing price of our common stock on the date of grant. The determination of the fair value of stock option awards and restricted stock awards is based on a variety of factors including, but not limited to, the our common stock price, expected stock price volatility over the expected life of awards, and actual and projected exercise behavior. Additionally we estimate forfeitures for share-based awards at the dates of grant based on historical experience, adjusted for future expectation. The forfeiture estimate is revised as necessary if actual forfeitures differ from these estimates.

We issue restricted stock awards whose restrictions lapse upon either the passage of time (service vesting), achieving performance targets, or some combination of these restrictions. For those restricted stock awards with only service conditions, we recognize compensation cost on a straight-line basis over the explicit service period. For awards with both performance and service conditions, we start recognizing compensation cost over the remaining service period when it is probable the performance condition will be met. Stock awards that contain performance or market vesting conditions, are excluded from diluted earnings per share computations until the contingency is met as of the end of that reporting period. If factors change and we employ different assumptions in future periods, the compensation expense we record may differ significantly from what we have previously recorded.

At December 31, 2012, total estimated unrecognized compensation expense related to unvested stock-based awards granted prior to that date was \$25.7 million, which is expected to be recognized over a weighted-average period of 1.24 years.

The actual amount of stock-based compensation expense we record in any fiscal period will depend on a number of factors, including the number of shares subject to restricted stock and/or stock options issued, the fair value of our common stock at the time of issuance and the expected volatility of our stock price over time. In addition, changes to our incentive compensation plan that heavily favor stock-based compensation are expected to cause stock-based compensation expense to increase in absolute dollars. If factors change and we employ different assumptions in future period, the compensation expense we record may differ significantly from what we have previously recorded.

### Seasonality

Historically, a slightly higher percentage of our customers have renewed their subscription products with us during the fourth quarter.

### Results of Operations

The following table sets forth selected consolidated statements of operations data as a percentage of total revenues for each of the periods indicated.

	Year Ended December 31,		
	2012	2011	2010
Revenues	100.0 %	100.0 %	100.0 %
Cost of Revenues	33.9	32.3	29.7
Selling and marketing expenses	36.0	33.7	34.1
Research and development	13.3	14.7	15.0
General and administrative	14.9	20.9	19.4
Amortization of intangible assets	3.7	4.0	2.6
Impairment of intangible assets	1.3	—	—
Settlement of litigation	—	2.2	—
Total expenses from operations	103.1	107.8	100.8
Loss from operations	(3.1)	(7.8)	(0.8)
Interest and other (expense) income, net	(0.3)	(0.2)	—
Loss from foreign currency transactions	(0.3)	(0.2)	(0.2)
Gain on sale (impairment) of marketable securities	—	0.1	—
Loss before income tax (benefit) provision	(3.7)	(8.1)	(1.0)
Income tax (benefit) provision	(0.9)	1.3	0.1
Net (loss) income attributable to common stockholders	(4.6)%	(6.8)%	(0.9)%

### Year Ended December 31, 2012 Compared to Year Ended December 31, 2011

#### Revenues

	Year Ended December 31,		Change	
	2012	2011	\$	%
(In thousands)				
Revenues	\$ 255,193	\$ 232,392	\$ 22,801	9.8%

Total revenues increased by approximately \$22.8 million during the year ended December 31, 2012 as compared to the year ended December 31, 2011. We attribute the revenue growth to increased sales to our existing customer base and continued growth of our customer base during the period. Revenue from existing customers increased \$25.4 million from \$202.6 million for the year ended December 31, 2011 to \$228.0 million for the year ended December 31, 2012, while revenue from new customers decreased \$2.6 million from \$29.8 million for the year ended December 31, 2011 to \$27.2 million for the year ended December 31, 2012. Revenue from new customers decreased due to a significant focus on the selling of new products, especially vCE, to our current customer base. In addition, revenue associated with the ARS copy testing products decreased

\$6.3 million to \$9.4 million during the year ended December 31, 2012 from \$15.7 million during the year ended December 31, 2011.

We experienced continued revenue growth in subscription revenues, which increased by approximately \$19.2 million during the year ended December 31, 2012, from \$196.8 million in the prior year period. We also experienced continued revenue growth from our project-based revenues which increased by approximately \$3.6 million during the year ended December 31, 2012, from \$35.6 million in the prior year period.

Revenues from U.S customers were \$183.4 million for the year ended December 31, 2012, or approximately 72% of total revenues, while revenues from customers outside of the U.S. were \$71.8 million for the year ended December 31, 2012, or approximately 28% of total revenues. Our focus on organic growth efforts in international markets resulted in increased international revenues of \$11.8 million, comprised of increases of \$7.7 million in Europe, \$1.8 million in Canada, \$1.8 million in Asia and \$1.7 million in Latin America, offset by a decrease of \$1.2 million in the Middle East and Africa during the year ended December 31, 2012 as compared to the prior year period.

### Operating Expenses

The majority of our operating expenses consist of employee salaries and related benefits, stock compensation expense, professional fees, rent and other facility related costs, depreciation expense, and amortization and impairment of acquired intangible assets. Our single largest operating expense relates to our people. In order to effectively motivate our employees and to provide them with proper long-term incentives, we pay the vast majority of our annual bonus arrangements using our common stock. In addition, three of our most senior executives, including our Chief Executive Officer, have agreed to receive shares of our common stock instead of a cash salary.

Our total operating expenses increased by approximately \$12.6 million, or approximately 5%, during the year ended December 31, 2012 as compared to the year ended December 31, 2011. This increase is primarily attributable to increased expenditures for employee salaries, benefits and related costs of \$11.5 million associated with our increased headcount, increased use of stock based compensation of \$3.6 million, an impairment charge of \$3.3 million related to a decline in value of intangible assets acquired as part of the ARS acquisition, increased royalties and reseller fees of \$2.4 million associated with an increase in the usage of third parties to sell our products, increased rent and other facilities related costs and depreciation expense of \$2.4 million, increased travel and airfare of \$1.6 million associated with our sales efforts, and increased bad debt expense of \$1.2 million associated with the write-off of accounts receivable deemed uncollectible. The increases were partially offset by a decrease in professional fees of \$11.3 million associated with patent infringement litigation that occurred in 2011 and the related settlement expense of \$5.2 million.

### Cost of Revenues

	Year Ended December 31,		Change	
	2012	2011	\$	%
	(In thousands)			
Cost of revenues	\$ 86,379	\$ 75,103	\$ 11,276	15.0%
As a percentage of revenues	33.9%	32.3%		

Cost of revenues consists primarily of expenses related to operating our network infrastructure, producing our products, and the recruitment, maintenance and support of our consumer panels. Expenses associated with these areas include the salaries, stock-based compensation, and related personnel expenses of network operations, survey operations, custom analytics and technical support, all of which are expensed as they are incurred. Cost of revenues also includes data collection costs for our products, operational costs associated with our data centers, including depreciation expense associated with computer equipment that supports our panel and systems, and allocated overhead, which is comprised of rent and other facilities related costs, and depreciation expense related to general purpose equipment and software.

Cost of revenues increased by approximately \$11.3 million during the year ended December 31, 2012 compared to the year ended December 31, 2011. This increase is primarily attributable to increased expenditures for employee salaries, benefits and related costs of \$5.6 million associated with our increased headcount, increased royalties and reseller fees of \$2.4 million associated with an increase in the usage of third-parties to sell our products, increased panel recruitment costs of \$1.3 million associated with new panels in the UK and Spain, increased third-party sample costs of \$1.1 million associated with specific projects, such as the 2012 NBC summer Olympics coverage, and increased incentive costs of \$0.5 million associated with compensating members of our panels. These costs were partially offset by a decrease of \$1.9 million associated with a reduction in the usage of third-party providers for customer service and support related to our data collection efforts

Cost of revenues increased as a percentage of revenues during the year ended December 31, 2012 as compared to the year ended December 31, 2011 reflecting our increased expenses for additional employees and infrastructure in anticipation of increased growth in 2013 and beyond coupled with costs associated with our expanding panel.

### ***Selling and Marketing Expenses***

	Year Ended December 31,		Change	
	2012	2011	\$	%
(In thousands)				
Selling and marketing	\$ 91,849	\$ 78,289	\$ 13,560	17.3%
As a percentage of revenues	36.0%	33.7%		

Selling and marketing expenses consist primarily of salaries, benefits, commissions, bonuses, and stock-based compensation paid to our direct sales force and industry analysts, as well as costs related to online and offline advertising, industry conferences, promotional materials, public relations, other sales and marketing programs, and allocated overhead, which is comprised of rent and other facilities related costs, and depreciation expense related to general purpose equipment and software. All selling and marketing costs are expensed as they are incurred. Commission plans are developed for our account managers with criteria and size of sales quotas that vary depending upon the individual's role. Commissions are expensed as selling and marketing costs when a sales contract is executed by both the customer and us. Selling and marketing expenses have increased because we have been recruiting additional salespeople in order to support international growth, especially in our Digital Analytix and vCE product offerings.

Selling and marketing expenses increased by \$13.6 million during the year ended December 31, 2012 compared to the year ended December 31, 2011. This increase is primarily attributable to increased employee salaries, benefits and related costs of \$5.5 million and increased stock-based compensation of \$3.8 million associated with our increased headcount as well as a decision to pay certain sales related bonuses with our common stock, increased travel and airfare of \$1.6 million associated with our sales efforts, increased rent and other facility related costs and depreciation expense allocations of \$1.6 million, and increased sales commissions of \$0.5 million associated with our increased sales level. These costs were partially offset by severance costs of \$0.4 million that occurred in 2011 but not in 2012.

Selling and marketing expenses increased as a percentage of revenues during the year ended December 31, 2012 as compared to the year ended December 31, 2011 due to slower than expected revenue growth.

### ***Research and Development Expenses***

	Year Ended December 31,		Change	
	2012	2011	\$	%
(In thousands)				
Research and development	\$ 33,994	\$ 34,050	\$ (56)	(0.2)%
As a percentage of revenues	13.3%	14.7%		

Research and development expenses include new product development costs, consisting primarily of salaries, benefits, stock-based compensation and related costs for personnel associated with research and development activities, fees paid to third parties to develop new products and allocated overhead, which is comprised of rent and other facilities related costs, and depreciation expense related to general purpose equipment and software.

Research and development expenses decreased by \$0.1 million during the year ended December 31, 2012 as compared to the year ended December 31, 2011. This decrease is primarily attributable to decreased employee salaries, benefits and related costs of \$0.8 million associated with a reallocation of resources away from research and development activities offset by higher costs of \$0.8 million related to certain data licensing contracts associated with new products in development.

Research and development expenses decreased as a percentage of revenues for the year ended December 31, 2012 compared to the year ended December 31, 2011 due to the fact that overall research and development costs remained relatively constant coupled with the increase in revenues.

### General and Administrative Expenses

	Year Ended December 31,		Change	
	2012	2011	\$	%
(In thousands)				
General and administrative	\$ 38,134	\$ 48,514	\$ (10,380)	(21.4)%
As a percentage of revenues	14.9%	20.9%		

General and administrative expenses consist primarily of salaries, benefits, stock-based compensation, and related expenses for executive management, finance, accounting, human capital, legal and other administrative functions, as well as professional fees, overhead, including allocated overhead, which is comprised of rent and other facilities related costs, and depreciation expense related to general purpose equipment and software, and expenses incurred for other general corporate purposes.

General and administrative expenses decreased by \$10.4 million during the year ended December 31, 2012 as compared to the year ended December 31, 2011. This decrease is primarily attributable to a decrease in professional fees of \$11.3 million associated with patent infringement litigation that occurred in 2011 and was settled in the fourth quarter of 2011, partially offset by increased employee salaries, benefits and related costs of \$1.2 million associated with our increased headcount and increased bad debt expense of \$1.2 million associated with the write-off of accounts receivable deemed uncollectible and an increase in our allowance for doubtful accounts due to our continued international expansion. In particular, during the year we wrote-off approximately \$0.3 million in accounts receivable from two customers located in the Middle East. As a result, we have modified our sales practices in certain countries by going to a reseller type model whereby we contract with one customer in the region as opposed to contracting directly with multiple customers. In addition, based on our recent historical experience we have increased our allowance for doubtful accounts.

General and administrative expenses decreased as a percentage of revenues during the year ended December 31, 2012 as compared to the year ended December 31, 2011, due to the overall reduction in costs coupled with the increase in revenues.

### Amortization Expense

	Year Ended December 31,		Change	
	2012	2011	\$	%
(In thousands)				
Amortization expense	\$ 9,289	\$ 9,301	\$ (12)	(0.1)%
As a percentage of revenues	3.7%	4.0%		

Amortization expense consists of charges related to the amortization of intangible assets associated with acquisitions.

Amortization expense remained constant at \$9.3 million during the year ended December 31, 2012, as compared to the year ended December 31, 2011 due principally to certain intangible assets whose useful life ended as of December 31, 2011, offset by increased amortization of intangible assets that were acquired as part of the AdXpose acquisition in the third quarter of 2011, the acquisition of certain patent intangible assets acquired in the fourth quarter of 2011, and the shortening of the useful life of the ARS intangible assets.

### Impairment of Intangible Assets

During the three months ended June 30, 2012, we noted a significant decline in revenues from ARS, which we acquired in February 2010. As a result, we performed an impairment test of the long-lived assets of ARS. The long-lived assets of ARS consist of customer relationships and acquired methodologies and technology. The first step in testing the long-lived assets of ARS for impairment was to compare the sum of the undiscounted cash flows expected to result from the use and eventual disposition of ARS to the carrying value of ARS's long-lived assets. Based on this analysis, we determined as of June 30, 2012 that the sum of the expected undiscounted cash flows to be generated from ARS was less than the carrying value of the ARS intangible assets. As such, we concluded that the intangible assets of ARS were impaired. To measure the amount of the impairment, we then estimated the fair value of the ARS intangible assets as of June 30, 2012. In determining the fair value of the intangible assets, we prepared a discounted cash flow ("DCF") analysis for each intangible asset. In preparing the DCF analysis, we used a combination of income approaches, including the relief from royalty approach and the excess earnings approach. Determining fair value requires the exercise of significant judgment, including judgments about appropriate discount rates, terminal growth rates, royalty rates and the amount and timing of expected future cash flows. The cash flows employed in

the DCF analysis are based on our most recent budgets, forecasts and business plans as well as growth rate assumptions for years beyond the current business plan period. Significant assumptions used include a discount rate of 18.5%, which is based on an assessment of the risk inherent in the future revenue streams and cash flows of ARS, as well as a royalty rate of 3.0%, which is based on an analysis of royalty rates in similar, market transactions. Based on the DCF analysis, we have estimated the fair value of the intangible assets of ARS to be \$2.5 million as of June 30, 2012, which resulted in an impairment charge of \$3.3 million during the year ended December 31, 2012. In addition, these intangible assets will be amortized over a remaining estimated useful life of eighteen months, beginning July 1, 2012.

### **Interest and Other Income, Net**

Interest and other income/expense, net, consists of interest income, interest expense and gains or losses on disposals of fixed assets.

Interest income consists of interest earned from our cash and cash equivalent balances. Interest expense is incurred due to capital leases pursuant to several equipment loan and security agreements to finance the lease of various hardware and other equipment purchases and our revolving credit facility. Our capital lease obligations are secured by a senior security interest in eligible equipment.

Interest and other income (expense), net for the year ended December 31, 2012 resulted in net expense of \$0.9 million as compared to net expense of \$0.5 million for the year ended December 31, 2011. The increase in interest expense was due to our increased use of capital leases to finance the expansion of our technology infrastructure along with fees associated with our revolving credit facility coupled with a reduction in interest income associated with the sale of our auction rate securities in 2011.

### **Loss From Foreign Currency**

The functional currency of our foreign subsidiaries is the local currency. All assets and liabilities are translated at the current exchange rates as of the end of the period, and revenues and expenses are translated at average rates in effect during the period. The gain or loss resulting from the process of translating the foreign currency financial statements into U.S. dollars is included as a component of other comprehensive (loss) income.

We recorded a transaction loss of \$0.7 million for the year ended December 31, 2012 as compared to a transaction loss of \$0.4 million during the year ended December 31, 2011, respectively, due to our increased international presence in Europe and Latin America.

### **Provision for Income Taxes**

As of December 31, 2012, we had federal and state net operating loss carryforwards for tax purposes of approximately \$46.8 million and \$43.1 million, respectively. These net operating loss carryforwards begin to expire in 2022 for federal income tax purposes and begin to expire in 2013 for state income tax purposes. In the future, we intend to utilize any carryforwards available to us to reduce our tax payments. A portion of our net operating loss carryforwards are subject to an annual limitation under Section 382 of the Internal Revenue Code. We do not expect that this limitation will impact our ability to utilize all of our net operating losses prior to their expiration. We recognized income tax expense of approximately \$2.4 million during the year ended December 31, 2012, which is comprised of current tax expense of \$0.1 million related to federal alternative minimum tax and state income tax liabilities, \$1.4 million of foreign income tax expense, and deferred tax expense of approximately \$0.9 million related to temporary differences between the tax treatment and financial reporting treatment for certain items. Included within the total deferred tax expense of \$0.9 million is \$2.6 million of deferred tax expense associated with the write-off of a deferred tax asset related to certain market-based stock awards that will never be realized due to the expiration of the stock awards.

### **Year Ended December 31, 2011 Compared to Year Ended December 31, 2010**

#### **Revenues**

	Year Ended December 31,		Change	
	2011	2010	\$	%
	(In thousands)			
Revenues	\$ 232,392	\$ 174,999	\$ 57,393	32.8%

Total revenues increased by approximately \$57.4 million during the year ended December 31, 2011 as compared to the year ended December 31, 2010. We attribute the revenue growth to a combination of increased sales to our existing customer

base and continued growth of our customer base during the period. Revenue from existing customers increased \$48.5 million from \$154.1 million for the year ended December 31, 2010 to \$202.6 million for the year ended December 31, 2011, while revenue from new customers increased \$8.9 million from \$20.9 million for the year ended December 31, 2010 to \$29.8 for the year ended December 31, 2011. Revenues were also impacted due to the fact that our results of operations in 2011 included a full year of activity associated with the 2010 acquisitions, as opposed to only a partial year in 2010.

We experienced continued revenue growth in subscription revenues, which increased by approximately \$48.1 million during the year ended December 31, 2011, from \$148.7 million in the prior year period. In addition, our project-based revenues increased by approximately \$9.3 million during the year ended December 31, 2011, from \$26.3 million in the prior year period.

Revenues from U.S customers increased to \$172.3 million for the year ended December 31, 2011, or approximately 74% of total revenues, while revenues from customers outside of the U.S. increased to \$60.1 million for the year ended December 31, 2011, or approximately 26% of total revenues. A substantial portion of this increase in the proportion of our international revenues was attributable to our international acquisitions in the second half of 2010. However, this growth was further supplemented by our organic growth efforts in international markets. These combined activities resulted in increased international revenues of \$27.4 million, comprised of increases of \$20.0 million in Europe, \$1.9 million in Canada, and \$5.5 million in all other international locations during the year ended December 31, 2011 as compared to the prior year period.

### Operating Expenses

The majority of our operating expenses consist of employee salaries and related benefits, stock compensation expense, professional fees, rent and other facility related costs, depreciation expense, and amortization of acquired intangible assets.

Our total operating expenses increased by approximately \$74.0 million, or approximately 42%, during the year ended December 31, 2011 as compared to the year ended December 31, 2010. This increase is primarily attributable to increased expenditures for employee salaries, benefits and related costs of \$23.5 million and increased stock-based compensation of \$3.5 million associated with our increased headcount, increased professional fees of \$10.8 million primarily associated with litigation, increased use of third party providers for customer service and support related to our data collection efforts of \$6.8 million due to increased revenue and expansion, increased rent and other facility related costs and depreciation expense allocations of \$6.3 million, increases in amortization expense of \$4.8 million related to the acquired intangible assets from our recent acquisitions, a one-time charge of \$5.2 million related to the settlement of outstanding litigation and increases in sales commissions of \$2.5 million due to our increases in revenue. All of the above costs have been allocated to the various components of our operating expenses, as further described in the following sections. Operating Expenses were also impacted due to the fact that our results of operations in 2011 included a full year of activity associated with the 2010 acquisitions, as opposed to only a partial year in 2010.

### Cost of Revenues

	Year Ended December 31,		Change	
	2011	2010	\$	%
(In thousands)				
Cost of revenues	\$ 75,103	\$ 51,953	\$ 23,150	44.6%
As a percentage of revenues	32.3%	29.7%		

Cost of revenues consists primarily of expenses related to operating our network infrastructure, producing our products, and the recruitment, maintenance and support of our consumer panels. Expenses associated with these areas include the salaries, stock-based compensation, and related personnel expenses of network operations, survey operations, custom analytics and technical support, all of which are expensed as they are incurred. Cost of revenues also includes data collection costs for our products, operational costs associated with our data centers, including depreciation expense associated with computer equipment that supports our panel and systems, and allocated overhead, which is comprised of rent and other facilities related costs, and depreciation expense related to general purpose equipment and software.

Cost of revenues increased by approximately \$23.2 million during the year ended December 31, 2011 compared to the year ended December 31, 2010. This increase was attributable to increased expenditures for employee salaries, benefits and related costs of \$7.8 million associated with our increased headcount, increased use of third party providers for customer service and support related to our data collection efforts of \$6.4 million due to increased revenue and expansion, increased rent and other facility related costs and depreciation expense allocations of \$4.2 million, and increased data center and bandwidth costs of \$1.5 million related to the increased number of Web sites using our Unified Digital Measurement solution.

Cost of revenues increased as a percentage of revenues during the year ended December 31, 2011 as compared to the year ended December 31, 2010 reflecting our increased expenses for additional employees and infrastructure in anticipation of increased growth in 2012 and beyond.

### ***Selling and Marketing Expenses***

	Year Ended December 31,		Change	
	2011	2010	\$	%
	(In thousands)			
Selling and marketing	\$ 78,289	\$ 59,641	\$ 18,648	31.3%
As a percentage of revenues	33.7%	34.1%		

Selling and marketing expenses consist primarily of salaries, benefits, commissions, bonuses, and stock-based compensation paid to our direct sales force and industry analysts, as well as costs related to online and offline advertising, industry conferences, promotional materials, public relations, other sales and marketing programs, and allocated overhead, which is comprised of rent and other facilities related costs, and depreciation expense related to general purpose equipment and software. All selling and marketing costs are expensed as they are incurred. Commission plans are developed for our account managers with criteria and size of sales quotas that vary depending upon the individual's role. Commissions are paid to a salesperson and are expensed as selling and marketing costs when a sales contract is executed by both the customer and us. In the case of multi-year agreements, one year of commissions is paid initially, with the remaining amounts paid at the beginning of the succeeding years.

Selling and marketing expenses increased by \$18.6 million during the year ended December 31, 2011 compared to the year ended December 31, 2010. This increase was attributable to increased employee salaries, benefits and related costs of \$9.7 million and increased stock-based compensation of \$2.3 million associated with our increased headcount, additional sales commissions of \$2.5 million, increased rent and other facility related costs and depreciation expense allocations of \$1.3 million, and increased travel costs of \$0.8 million incurred to support our sales growth.

Selling and marketing expenses remained relatively constant as a percentage of revenues during the year ended December 31, 2011 as compared to the year ended December 31, 2010.

### ***Research and Development Expenses***

	Year Ended December 31,		Change	
	2011	2010	\$	%
	(In thousands)			
Research and development	\$ 34,050	\$ 26,377	\$ 7,673	29.1%
As a percentage of revenues	14.7%	15.0%		

Research and development expenses include new product development costs, consisting primarily of salaries, benefits, stock-based compensation and related costs for personnel associated with research and development activities, fees paid to third parties to develop new products and allocated overhead, which is comprised of rent and other facilities related costs, and depreciation expense related to general purpose equipment and software.

Research and development expenses increased by \$7.7 million during the year ended December 31, 2011 as compared to the year ended December 31, 2010. This increase was attributable to increased employee salaries, benefits and related costs of \$4.4 million associated with our increased headcount for research and development activities, higher costs of \$0.9 million related to certain data licensing contracts that began in Q1 2011, increased rent and other facility related costs and depreciation expense allocations of \$0.6 million and increased hardware and software costs of \$0.6 million.

Research and development expenses were generally unchanged as a percentage of revenues for the year ended December 31, 2011 compared to the year ended December 31, 2010.

**General and Administrative Expenses**

	Year Ended December 31,		Change	
	2011	2010	\$	%
(In thousands)				
General and administrative	\$ 48,514	\$ 33,953	\$ 14,561	42.9%
As a percentage of revenues	20.9%	19.4%		

General and administrative expenses consist primarily of salaries, benefits, stock-based compensation, and related expenses for executive management, finance, accounting, human capital, legal and other administrative functions, as well as professional fees, overhead, including allocated overhead, which is comprised of rent and other facilities related costs, and depreciation expense related to general purpose equipment and software, and expenses incurred for other general corporate purposes.

General and administrative expenses increased by \$14.6 million during the year ended December 31, 2011 as compared to the year ended December 31, 2010. This increase was primarily attributable to additional professional fees of \$10.6 million, which includes costs related to recent litigation and for other accounting, legal and general consulting services due to our expanding business. In addition, there was increased employee salaries, benefits and related costs of \$1.5 million and increased stock-based compensation expense of \$0.6 million and increased recruiting costs of \$0.4 million associated with our increased headcount, and increased rent and other facility related costs and depreciation expense allocations of \$0.2 million. These costs were partially offset by a reduction in severance expense of \$0.8 million due to significant termination costs incurred in the year ended December 31, 2010.

General and administrative expenses increased slightly as a percentage of revenues during the year ended December 31, 2011 as compared to the year ended December 31, 2010, primarily due to costs related to recent litigation and increased headcount.

**Amortization Expense**

	Year Ended December 31,		Change	
	2011	2010	\$	%
(In thousands)				
Amortization expense	\$ 9,301	\$ 4,534	\$ 4,767	105.1%
As a percentage of revenues	4.0%	2.6%		

Amortization expense consists of charges related to the amortization of intangible assets associated with acquisitions.

Amortization expense increased \$4.8 million during the year ended December 31, 2011, respectively, as compared to the year ended December 31, 2010 due principally to amortization of intangible assets that were acquired after the second quarter of 2010 in connection with our recent acquisitions. In addition, we recorded additional amortization expense associated with a change in the useful life of the ARS trade name in the second quarter of 2011, which we ceased using as of December 31, 2011.

**Interest and Other Income, Net**

Interest income (expense), net for the year ended December 31, 2011 resulted in net interest expense of \$0.6 million compared to less than \$0.1 million of net income for the year ended December 31, 2010. The increase in interest was due to our increased use of capital leases to finance the expansion of our technology infrastructure along with fees associated with our revolving credit facility coupled with a reduction in interest income.

**Loss From Foreign Currency**

We recorded a transaction loss of \$0.4 million during the year ended December 31, 2011 as compared to a transaction loss of \$0.3 million during the year ended December 31, 2010 due to our increased international presence in Europe and Latin America. Our foreign currency transactions are recorded primarily as a result of fluctuations in the exchange rate between the U.S. dollar and the British Pound, Euro, and the functional currencies of our Latin America entities.

**Gain on Sale of Marketable Securities**

During the year ended December 31, 2011, we recognized a gain of \$0.2 million from the sale of four auction rate securities.

**Provision for Income Taxes**

As of December 31, 2011, we had federal and state net operating loss carryforwards for tax purposes of approximately \$50.8 million and \$36.9 million, respectively. These net operating loss carryforwards begin to expire in 2022 for federal income tax purposes and begin to expire in 2013 for state income tax purposes. In the future, we intend to utilize any carryforwards available to us to reduce our tax payments. A portion of our net operating loss carryforwards are subject to an annual limitation under Section 382 of the Internal Revenue Code. We do not expect that this limitation will impact our ability to utilize all of our net operating losses prior to their expiration. For the year ended December 31, 2011, the tax provision is comprised of U.S. income tax expense of \$0.3 million related to our federal alternative minimum tax and state tax liabilities, \$1.1 million of foreign income tax expense, and deferred tax benefit of approximately \$4.4 million related to temporary differences between the tax treatment and financial reporting treatment for certain items, most notably the Nielsen transaction.

As of December 31, 2010, we had federal and state net operating loss carryforwards for tax purposes of approximately \$51.9 million and \$37.3 million, respectively. These net operating loss carryforwards begin to expire in 2022 for federal income tax purposes and begin to expire in 2016 for state income tax purposes. For the year ended December 31, 2010, the tax provision is comprised of U.S. income tax expense of \$0.6 million related to our federal alternative minimum tax and state tax liabilities, \$1.2 million of foreign income tax expense, and deferred tax benefit of approximately \$1.9 million related primarily to the reduction of our valuation allowance.

**Effects of Acquisitions on our Business**

During 2010 and 2011, we expanded our business by completing four acquisitions. Specifically, we acquired ARS, Nexius, Nedstat, and AdXpose on February 19, 2010, July 1, 2010, August 31, 2010, and August 11, 2011, respectively. As a result of these acquisitions, our revenues and expenses increased significantly. On a comparative basis, the amount of our revenues and expenses in the second half of 2010 and the first half of 2011 were significantly higher than the applicable year ago period due to the fact that the results of operations from these acquisitions were not included in the comparative year ago periods.

In evaluating the results of operations for the years ended December 31, 2011 and 2010, it is important to note that the period of time that each acquired entity is included in our results of operations is different. The following table illustrates the number of months that each of these acquired entities has been included in our results of operations discussed above:

	Year Ended December 31, 2011	Year Ended December 31, 2010
	(In thousands)	
ARS	12	11
Nexius	12	6
Nedstat	12	4
AdXpose	5	—

**Liquidity and Capital Resources**

The following table summarizes our cash flows:

	Year Ended December 31,		
	2012	2011	2010
	(In thousands)		
<b>Consolidated Cash Flow Data</b>			
Net cash provided by operating activities	\$ 44,872	\$ 26,750	\$ 25,410
Net cash used in investing activities	(7,590)	(9,806)	(44,023)
Net cash used in financing activities	(14,285)	(12,303)	(6,083)
Effect of exchange rate changes on cash	696	(306)	148
Net increase (decrease) in cash and equivalents	23,693	4,335	(24,548)

Our principal uses of cash historically have consisted of cash paid for business acquisitions, payroll and other operating expenses and payments related to the investments in equipment primarily to support our consumer panel and technical infrastructure required to support our customer base. As of December 31, 2012, our principal sources of liquidity consisted of \$61.8 million in cash, the majority of which represents cash generated from operating activities. As of December 31, 2012, \$10.1 million of the \$61.8 million in cash on hand was held by foreign subsidiaries that would be subject to tax withholding payments if it is repatriated to the U.S. It is management's current intention that all foreign earnings will be indefinitely reinvested in these foreign countries and will not be repatriated to the U.S. However, if management were to repatriate these funds to the U.S., they would be subject to income tax payments ranging from 5% to 15% of the amount repatriated.

On June 30, 2011, we entered into a secured credit and security agreement (the "Credit Agreement") with Bank of America, N.A. ("Bank of America") for a two-year, \$50.0 million secured revolving credit facility (the "Revolving Credit Facility"). The agreement includes a maximum \$7.0 million sublimit for a euro loan facility and a \$10.0 million sublimit for the issuance of letters of credit. The maturity date of the Revolving Credit Facility is June 30, 2013. Borrowings under the Revolving Credit Facility shall be used towards working capital and other general corporate purposes as well as for the issuance of letters of credit. Loans made under the Revolving Credit Facility will bear interest at a fluctuating rate based on the London Interbank Offered Rate ("LIBOR") plus an applicable margin, which will range from 1.75% to 2.75%, based on our funded debt ratio. We and each of our material, wholly-owned subsidiaries entered into a Security Agreement in favor of Bank of America (the "Security Agreement"). Pursuant to the Security Agreement, the obligations under the Revolving Credit Facility are secured by a security interest in substantially all of our assets.

Under the terms of the Revolving Credit Facility, we are restricted from paying dividends and incurring certain indebtedness, among other restrictive covenants. We continue to be in full compliance with all covenants contained in the Revolving Credit Facility.

During the third quarter of 2012, we borrowed €3.3 million under the Revolving Credit Facility. This amount was subsequently repaid in the fourth quarter of 2012 and as of December 31, 2012 and February 19, 2013, no amounts are outstanding under the terms of our Revolving Credit Facility.

We maintain letters of credit in lieu of security deposits with respect to certain office leases. As of December 31, 2012, \$3.9 million in letters of credit were outstanding, leaving \$6.1 million available for additional letters of credit. These letters of credit may be reduced periodically provided that we meet the conditional criteria of each related lease agreement.

**Operating Activities**

Our cash flows from operating activities are significantly influenced by our investments in personnel and infrastructure to support the anticipated growth in our business, increases in the number of customers using our products and the amount and timing of payments made by these customers.

We generated approximately \$44.9 million of net cash from operating activities during the year ended December 31, 2012. Our cash flows from operations were driven by our net loss of \$11.8 million, offset by \$55.1 million in non-cash items such as depreciation, impairment of intangible assets, amortization, provision for bad debts, stock-based compensation, and a non-cash deferred tax provision. In addition, our operating cash flows were positively impacted by a \$11.6 million increase in deferred revenue and amounts collected from customers in advance of when we recognize revenue, a \$1.3 million increase in deferred rent due to tenant allowances related to our leases and a \$1.5 million decrease in prepaid expenses and other current assets. Cash flows from operations were negatively impacted by a \$7.8 million decrease in accounts payable, accrued expense

and other liabilities associated with the timing of payments associated with annual bonuses paid in the first quarter of the year and professional fees accrued as of December 31, 2011, and a \$4.9 million increase in accounts receivable associated with our increased revenues.

We generated approximately \$26.8 million of net cash from operating activities during the year ended December 31, 2011. Our cash flows from operations were driven by our net loss of \$15.8 million, offset by \$43.9 million in non-cash items such as depreciation, amortization, provision for bad debts, stock-based compensation, the settlement of outstanding litigation, a non-cash deferred tax benefit, and a gain on the sale of marketable securities. In addition, our operating cash flows were positively impacted by an \$11.4 million net increase in accounts payable and accrued expenses due to the timing of payments issued to our vendors and a \$0.5 million increase in deferred rent due to tenant allowances related to our leases. Cash flows from operations were negatively impacted by a \$10.2 million increase in accounts receivable associated with our increased revenues, a \$1.6 million decrease in amounts collected from customers in advance of when we recognize revenue and a \$1.5 million increase in prepaid expenses and other current assets.

We generated approximately \$25.4 million of net cash from operating activities during the year ended December 31, 2010. Our cash flows from operations were driven by our net loss of \$1.6 million, as adjusted for \$30.2 million in non-cash charges such as depreciation, amortization, provision for bad debts, stock-based compensation, deferred rent and bond premium amortization, and a \$1.9 million non-cash deferred tax benefit. At the same time, our cash flows from operations were negatively impacted by a \$4.5 million increase in prepaid expenses and other assets due to an increase in advanced payments to vendors for annual maintenance agreements and estimated quarterly income tax payments. This was partially offset by a positive impact of \$2.9 million due to an increase in accounts payable and accrued expenses in 2010 due to the timing of payments to vendors.

### ***Investing Activities***

Our primary regularly recurring investing activities have consisted of purchases of computer network equipment to support our Internet user panel and maintenance of our database, furniture and equipment to support our operations, purchases and sales of marketable securities, and payments related to the acquisition of several companies. As our customer base continues to expand, we expect purchases of technical infrastructure equipment to grow in absolute dollars. The extent of these investments will be affected by our ability to expand relationships with existing customers, grow our customer base, introduce new digital formats and increase our international presence.

We used \$7.6 million of net cash in investing activities during the year ended December 31, 2012, associated with the purchase of property and equipment to maintain and expand our technology infrastructure.

We used \$9.8 million of net cash in investing activities during the year ended December 31, 2011. Approximately \$7.2 million was associated with the purchase of property and equipment to maintain and expand our technology infrastructure, approximately \$5.2 million, net of cash acquired, was used for acquisitions of businesses and certain intellectual property. In addition, we sold certain marketable securities for \$2.6 million.

We used \$44.0 million of cash during the year ended December 31, 2010 for investing activities. We used \$68.9 million, net of cash acquired, to purchase ARSgroup, Nexius and Nedstat. In addition, we used \$5.1 million to purchase property and equipment to maintain and expand our technology and infrastructure. Of this amount \$0.4 million was funded through landlord allowances received in connection with our Toronto office lease. These cash outflows were offset by a net \$30.0 million generated from sale and maturity of investments.

We expect to achieve greater economies of scale and operating leverage as we expand our customer base and utilize our Internet user panel and technical infrastructure more efficiently. While we anticipate that it will be necessary for us to continue to invest in our Internet user panel, technical infrastructure and technical personnel to support the combination of an increased customer base, new products, international expansion and new digital market intelligence formats, we believe that these investment requirements will be less than the revenue growth generated by these actions. This should result in a lower rate of growth in our capital expenditures to support our technical infrastructure. In any given period, the timing of our incremental capital expenditure requirements could impact our cost of revenues, both in absolute dollars and as a percentage of revenues.

### ***Financing Activities***

We used \$14.3 million of cash during the year ended December 31, 2012 for financing activities. This included \$7.4 million for shares repurchased by us pursuant to the exercise by stock incentive plan participants of their right to elect to use common stock to satisfy their tax withholding obligations. In addition we used \$7.0 million to make payments on our capital lease obligations offset by \$0.2 million in proceeds from the exercise of our common stock options. Also, during the year ended December 31, 2012, we received \$4.1 million related to borrowings under our revolving credit facility. The total amount borrowed, which was denominated in euros, was repaid prior to December 31, 2012 and translated to \$4.3 million.

We used \$12.3 million of cash during the year ended December 31, 2011 for financing activities. This included \$7.4 million for shares repurchased by us pursuant to the exercise by stock incentive plan participants of their right to elect to use common stock to satisfy their tax withholding obligations. In addition we used \$5.4 million to make payments on our capital lease obligations offset by \$0.4 million in proceeds from the exercise of our common stock options.

We used \$6.1 million of cash during the year ended December 31, 2010 for financing activities. This included \$5.5 million for shares repurchased by us pursuant to the exercise by stock incentive plan participants of their right to elect to use common stock to satisfy their tax withholding obligations. In addition we used \$1.7 million to make payments on our capital lease obligations. These cash outflows were offset by \$1.0 million in proceeds from the exercise of our common stock options and warrants and a \$0.1 million excess tax benefit from the exercise of stock options.

We do not have any special purpose entities and we do not engage in off-balance sheet financing arrangements.

### Contractual Obligations and Known Future Cash Requirements

Set forth below is information concerning our known contractual obligations as of December 31, 2012 that are fixed and determinable.

	Total	Less Than 1 Year	1-3 Years	3-5 Years	More Than 5 Years
	(In thousands)				
Capital lease obligations	\$ 15,248	\$ 8,514	\$ 6,621	\$ 113	\$ —
Operating lease obligations	83,790	8,560	19,115	19,249	36,866
<b>Total</b>	<b>\$ 99,038</b>	<b>\$ 17,074</b>	<b>\$ 25,736</b>	<b>\$ 19,362</b>	<b>\$ 36,866</b>

Our principal lease commitments consist of obligations under leases for office space and computer and telecommunications equipment. In prior and current years, we financed the purchase of some of our computer equipment under capital lease arrangements over a period of either 36 or 42 months. Our purchase obligations relate to outstanding orders to purchase computer equipment, are typically small and they do not materially impact our overall liquidity.

We have a lease financing arrangement with Banc of America Leasing & Capital, LLC in the amount of \$22.9 million. This arrangement has been established to allow us to finance the purchase of new software, hardware and other computer equipment as we expand our technology infrastructure in support of our business growth. During the year ended December 31, 2012 we incurred \$5.7 million of additional borrowings under this financing arrangement. As of December 31, 2012, we have total borrowings under this arrangement of approximately \$10.7 million. These leases bear an interest rate of approximately 5% per annum. The base terms for these leases range from three years to three and a half years and include a nominal charge in the event of prepayment. Lease payments are approximately \$6.5 million per year. Assets acquired under the equipment lease secure the obligations. In addition to our leasing arrangement with Banc of America, we have also entered into a number of capital lease arrangements with various equipment vendors. As of December 31, 2012, we have total borrowings under these arrangements of \$3.8 million.

As of December 31, 2012, \$3.9 million in letters of credit were outstanding, leaving \$6.1 million available for additional letters of credit. These letters of credit may be reduced periodically provided we meet the conditional criteria of each related lease agreement.

As noted in the liquidity and capital resources section, in June 2011, we entered into a \$50.0 million revolving credit agreement with Bank of America, N.A. During the third quarter of 2012, we borrowed €3.3 million (or approximately \$4.1 million) under the Revolving Credit Facility. This amount was subsequently repaid in the fourth quarter of 2012 and as of December 31, 2012 and February 19, 2013, no amounts are outstanding under the terms of our Revolving Credit Facility.

### Future Capital Requirements

Our ability to generate cash is subject to our performance, general economic conditions, industry trends and other factors. To the extent that our existing cash, cash equivalents, short-term investments and operating cash flow are insufficient to fund our future activities and requirements, we may need to raise additional funds through public or private equity or debt financing. If we issue equity securities in order to raise additional funds, substantial dilution to existing stockholders may occur.

### **Recent Accounting Pronouncements**

Recent accounting pronouncements are detailed in Note 2 to our Consolidated Financial Statements included in Part II, Item 8 of this Annual Report on Form 10-K.

### **Off-Balance Sheet Arrangements**

We have no off-balance sheet arrangements (as defined in Item 303 of Regulation S-K).

## **ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Market risk represents the risk of loss that may impact our financial position due to adverse changes in financial market prices and rates. We do not hold or issue financial instruments for trading purposes or have any derivative financial instruments. To date, most payments made under our contracts are denominated in U.S. dollars and we have not experienced material gains or losses as a result of transactions denominated in foreign currencies. As of December 31, 2012, our cash reserves were maintained in bank deposit accounts totaling \$61.8 million.

### **Foreign Currency Risk**

A portion of our revenues and expenses from business operations in foreign countries are derived from transactions denominated in currencies other than the functional currency of our operations in those countries. As such, we have exposure to adverse changes in exchange rates associated with revenues and operating expenses of our foreign operations, in markets such as Latin American and Europe, but we believe this exposure to be immaterial at this time. As such, we do not currently engage in any transactions that hedge foreign currency exchange rate risk. As we grow our international operations, our exposure to foreign currency risk could become more significant.

### **Interest Rate Sensitivity**

As of December 31, 2012, our principal sources of liquidity consisted of \$61.8 million of cash. The cash is held for working capital purposes. We do not enter into investments for trading or speculative purposes. We believe that we do not have any material exposure to changes in the fair value as a result of changes in interest rates. Declines in interest rates, however, will reduce future investment income. If overall interest rates fell by 1% during the year ended December 31, 2011, our interest income would have declined by less than \$0.1 million, assuming consistent investment levels.

### **Liquidity Risk**

As of December 31, 2012, our principal sources of liquidity consisted of \$61.8 million in cash, the majority of which represents cash generated from operations. As of December 31, 2012, \$10.1 million of the \$61.8 million in cash on hand was held by foreign subsidiaries that would be subject to tax withholding payments if it is repatriated to the U.S. It is management's current intention that all foreign earnings will be indefinitely reinvested in these foreign countries and will not be repatriated to the U.S. However, if management were to repatriate these funds to the U.S., they would be subject to income tax payments ranging from 5% to 15% of the amount repatriated.

**ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

**INDEX TO CONSOLIDATED FINANCIAL STATEMENTS**

	<u>Page</u>
<b>comScore, Inc. consolidated financial statements</b>	
<a href="#">REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM</a>	<a href="#">59</a>
<a href="#">CONSOLIDATED BALANCE SHEETS</a>	<a href="#">60</a>
<a href="#">CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS)</a>	<a href="#">61</a>
<a href="#">CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY</a>	<a href="#">62</a>
<a href="#">CONSOLIDATED STATEMENTS OF CASH FLOWS</a>	<a href="#">63</a>
<a href="#">NOTES TO CONSOLIDATED FINANCIAL STATEMENTS</a>	<a href="#">64</a>

**Report of Independent Registered Public Accounting Firm**

The Board of Directors and Stockholders of comScore, Inc.

We have audited the accompanying consolidated balance sheets of comScore, Inc. (the Company) as of December 31, 2012 and 2011, and the related consolidated statements of operations and comprehensive income (loss), stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2012. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of comScore, Inc. at December 31, 2012 and 2011, and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 31, 2012, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), comScore, Inc.'s internal control over financial reporting as of December 31, 2012, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 20, 2013 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

McLean, Virginia  
February 20, 2013

**COMSCORE, INC.**  
**CONSOLIDATED BALANCE SHEETS**

	December 31,	
	2012	2011
	(In thousands, except share and per share data)	
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 61,764	\$ 38,071
Accounts receivable, net of allowances of \$1,117 and \$903, respectively	68,348	64,429
Prepaid expenses and other current assets	8,877	10,379
Deferred tax assets	9,940	13,630
<b>Total current assets</b>	<b>148,929</b>	<b>126,509</b>
Property and equipment, net	31,418	28,272
Other non-current assets	414	347
Long-term deferred tax assets	12,065	9,477
Intangible assets, net	40,759	53,114
Goodwill	102,900	102,338
<b>Total assets</b>	<b>\$ 336,485</b>	<b>\$ 320,057</b>
<b>Liabilities and Equity</b>		
Current liabilities:		
Accounts payable	\$ 7,229	\$ 10,300
Accrued expenses	24,409	25,891
Deferred revenues	80,824	68,726
Deferred rent	807	1,013
Deferred tax liabilities	17	155
Capital lease obligations	8,020	6,305
<b>Total current liabilities</b>	<b>121,306</b>	<b>112,390</b>
Deferred rent, long-term	10,096	7,634
Deferred revenue, long-term	1,715	1,709
Deferred tax liabilities, long-term	130	183
Capital lease obligations, long-term	6,478	6,676
Other long-term liabilities	1,117	898
<b>Total liabilities</b>	<b>140,842</b>	<b>129,490</b>
Commitments and contingencies		
Stockholders' equity:		
Preferred stock, \$0.001 par value per share; 5,000,000 shares authorized at December 31, 2012 and December 31, 2011; no shares issued or outstanding at December 31, 2012 and December 31, 2011	—	—
Common stock, \$0.001 par value per share; 100,000,000 shares authorized at December 31, 2012 and December 31, 2011; 35,679,430 and 34,015,434 shares issued and outstanding at December 31, 2012 and December 31, 2011, respectively	36	34
Additional paid-in capital	274,622	258,967
Accumulated other comprehensive income	1,825	617
Accumulated deficit	(80,840)	(69,051)
<b>Total stockholders' equity</b>	<b>195,643</b>	<b>190,567</b>
<b>Total liabilities and stockholders' equity</b>	<b>\$ 336,485</b>	<b>\$ 320,057</b>

The accompanying notes are an integral part of these consolidated financial statements.

**COMSCORE, INC.**  
**CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS)**

	Year ended December 31,		
	2012	2011	2010
	(In thousands, except share and per share data)		
Revenues	\$ 255,193	\$ 232,392	\$ 174,999
Cost of revenues (excludes amortization of intangible assets resulting from acquisitions shown below) (1)	86,379	75,103	51,953
Selling and marketing (1)	91,849	78,289	59,641
Research and development (1)	33,994	34,050	26,377
General and administrative (1)	38,134	48,514	33,953
Amortization of intangible assets	9,289	9,301	4,534
Impairment of intangible assets	3,349	—	—
Settlement of litigation	—	5,175	—
Total expenses from operations	262,994	250,432	176,458
Loss from operations	(7,801)	(18,040)	(1,459)
Interest and other (expense) income, net	(870)	(525)	53
Loss from foreign currency transactions	(744)	(410)	(347)
Gain from sale of marketable securities	—	211	—
Loss before income tax benefit (provision)	(9,415)	(18,764)	(1,753)
Income tax benefit (provision)	(2,374)	2,974	177
Net loss	\$ (11,789)	\$ (15,790)	\$ (1,576)
Net loss per common share:			
Basic	\$ (0.35)	\$ (0.49)	\$ (0.05)
Diluted	\$ (0.35)	\$ (0.49)	\$ (0.05)
Weighted-average number of shares used in per share calculation - common stock:			
Basic	33,244,798	32,289,877	31,070,018
Diluted	33,244,798	32,289,877	31,070,018
Comprehensive (loss) income:			
Net loss	\$ (11,789)	\$ (15,790)	\$ (1,576)
Other comprehensive (loss) income:			
Foreign currency cumulative translation adjustment	1,208	(1,110)	1,847
Unrealized loss on marketable securities, net	—	(228)	(5)
Realized gain on the sale of marketable securities, net	—	(211)	—
Total comprehensive (loss) income	\$ (10,581)	\$ (17,339)	\$ 266

(1) Amortization of stock-based compensation is included in the line items above as follows

Cost of revenues	\$ 2,481	\$ 1,976	\$ 1,494
Selling and marketing	12,283	8,512	6,217
Research and development	1,919	1,988	1,868
General and administrative	8,213	8,784	8,195

The accompanying notes are an integral part of these consolidated financial statements.

**COMSCORE, INC.**  
**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY**

	Common Stock		Additional Paid-In Capital	Accumulated Other Comprehensive Income (Loss)	Accumulated Stockholders' Deficit	Total Stockholders' Equity
	Shares	Amount				
	(In thousands, except share data)					
<b>Balance at December 31, 2009</b>	<b>30,385,590</b>	<b>\$ 30</b>	<b>\$ 199,270</b>	<b>\$ 324</b>	<b>\$ (51,685)</b>	<b>\$ 147,939</b>
Net loss	—	—	—	—	(1,576)	(1,576)
Foreign currency translation adjustment	—	—	—	1,847	—	1,847
Unrealized loss on marketable securities	—	—	—	(5)	—	(5)
Common stock issued in conjunction with acquisitions	216,115	—	3,651	—	—	3,651
Exercise of common stock options	308,118	1	988	—	—	989
Issuance of restricted stock	992,879	1	(1)	—	—	—
Restricted stock cancelled	(142,176)	—	—	—	—	—
Restricted stock units vested	88,559	—	—	—	—	—
Common stock received for tax withholding	(325,526)	—	(5,473)	—	—	(5,473)
Excess tax benefits from stock based compensation, net	—	—	128	—	—	128
Amortization of stock based compensation	—	\$ —	\$ 18,332	\$ —	\$ —	\$ 18,332
<b>Balance at December 31, 2010</b>	<b>31,523,559</b>	<b>32</b>	<b>216,895</b>	<b>2,166</b>	<b>(53,261)</b>	<b>165,832</b>
Net loss	—	—	—	—	(15,790)	(15,790)
Foreign currency translation adjustment	—	—	—	(1,110)	—	(1,110)
Unrealized/realized gain on marketable securities	—	—	—	(439)	—	(439)
Common stock issued in conjunction with acquisitions	982,285	1	15,057	—	—	15,058
Common stock issued in conjunction with litigation settlement	974,358	1	16,174	—	—	16,175
Exercise of common stock options	203,894	—	371	—	—	371
Issuance of restricted stock	641,052	—	(1)	—	—	(1)
Restricted stock cancelled	(135,903)	—	—	—	—	—
Restricted stock units vested	116,863	—	—	—	—	—
Common stock received for tax withholding	(290,674)	—	(7,392)	—	—	(7,392)
Excess tax benefits from stock based compensation, net	—	—	103	—	—	103
Amortization of stock based compensation	—	—	17,760	—	—	17,760
<b>Balance at December 31, 2011</b>	<b>34,015,434</b>	<b>\$ 34</b>	<b>\$ 258,967</b>	<b>\$ 617</b>	<b>\$ (69,051)</b>	<b>\$ 190,567</b>
Net loss	—	—	—	—	(11,789)	(11,789)
Foreign currency translation adjustment	—	—	—	1,208	—	1,208
Exercise of common stock options	367,234	—	238	—	—	238
Exercise of common stock warrants	19,895	—	—	—	—	—
Issuance of restricted stock	1,706,900	2	(2)	—	—	—
Restricted stock cancelled	(233,903)	—	—	—	—	—
Restricted stock units vested	168,215	—	—	—	—	—
Common stock received for tax withholding	(364,345)	—	(7,362)	—	—	(7,362)
Excess tax benefits from stock based compensation, net	—	—	(51)	—	—	(51)
Amortization of stock based compensation	—	—	22,832	—	—	22,832
<b>Balance at December 31, 2012</b>	<b>35,679,430</b>	<b>\$ 36</b>	<b>\$ 274,622</b>	<b>\$ 1,825</b>	<b>\$ (80,840)</b>	<b>\$ 195,643</b>

The accompanying notes are an integral part of these consolidated financial statements.

**COMSCORE, INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**

	Year ended December 31,		
	2012	2011	2010
	(In thousands)		
<b>Operating activities</b>			
Net loss	\$ (11,789)	\$ (15,790)	\$ (1,576)
Adjustments to reconcile net loss to net cash provided by operating activities:			
Depreciation	14,159	13,352	8,422
Amortization of intangible assets resulting from acquisitions	9,289	9,301	4,534
Impairment of intangible assets	3,349	—	—
Provision for bad debts	1,429	220	167
Stock-based compensation	24,896	21,260	17,773
Amortization of deferred rent	934	(822)	(906)
Amortization of bond premium	—	—	188
Deferred tax (benefit) provision	896	(4,356)	(1,938)
Loss on asset disposal	140	25	13
Gain on sale of marketable securities	—	(211)	—
Settlement of litigation	—	5,175	—
Changes in operating assets and liabilities:			
Accounts receivable	(4,936)	(10,184)	(15,101)
Prepaid expenses and other current assets	1,465	(1,520)	(4,492)
Accounts payable, accrued expenses, and other liabilities	(7,840)	11,390	2,854
Deferred revenues	11,568	(1,610)	15,064
Deferred rent	1,312	520	408
Net cash provided by operating activities	44,872	26,750	25,410
<b>Investing activities</b>			
Acquisitions, net of cash acquired	—	(5,162)	(68,880)
Sales and maturities of investments	—	2,591	29,976
Purchase of property and equipment	(7,590)	(7,235)	(5,119)
Net cash used in investing activities	(7,590)	(9,806)	(44,023)
<b>Financing activities</b>			
Proceeds from the exercise of common stock options	238	371	988
Repurchase of common stock	(7,362)	(7,392)	(5,472)
Excess tax benefits from stock based compensation	—	177	128
Principal payments on capital lease obligations	(7,012)	(5,390)	(1,727)
Proceeds from financing arrangements	4,131	—	—
Principal payments on financing arrangements	(4,280)	—	—
Debt issuance costs	—	(69)	—
Net cash used in financing activities	(14,285)	(12,303)	(6,083)
Effect of exchange rate changes on cash	696	(306)	148
Net increase (decrease) in cash and cash equivalents	23,693	4,335	(24,548)
Cash and cash equivalents at beginning of year	38,071	33,736	58,284
Cash and cash equivalents at end of year	\$ 61,764	\$ 38,071	\$ 33,736
<b>Supplemental cash flow disclosures</b>			
Interest paid	\$ 775	\$ 701	\$ 296
Net income tax paid	\$ 997	\$ 2,027	\$ 1,340
<b>Supplemental noncash investing and financing activities</b>			
Capital lease obligations incurred	\$ 8,544	\$ 5,411	\$ 12,309
Leasehold improvements acquired through lease incentives	\$ 1,282	\$ 331	\$ 424
Accrued capital expenditures	\$ 930	\$ —	\$ —
Patents acquired through issuance of common stock	\$ —	\$ 11,000	\$ —
Stock issued in connection with business combination	\$ —	\$ 15,000	\$ —

The accompanying notes are an integral part of these consolidated financial statements.

**COMSCORE, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

## **1. Organization**

comScore, Inc. (the "Company"), a Delaware corporation incorporated in August 1999, provides on-demand digital analytics that enable customers to make well-informed business decisions and implement more effective digital business strategies. More specifically, the Company is an Internet technology company that measures what people do as they navigate the digital world and analyzes that information to provide insights and recommended actions for the Company's customers to maximize the value of their digital investments. The Company's products offer customers deep insights into consumer behavior, including objective, detailed information regarding usage of their online properties and those of their competitors, coupled with information on consumer demographic characteristics, attitudes, lifestyles and offline behavior. The Company provides its products through a scalable, Software-as-a-Service, SaaS, delivery model, which eliminates the need for customers to install and maintain hardware and software in order to use the Company's products.

The Company's digital marketing intelligence platform is comprised of proprietary databases and a computational infrastructure that measures, analyzes and reports on digital activity worldwide. The foundation of the platform is data collected from a panel of more than two million Internet users worldwide who have granted to the Company explicit permission to confidentially measure their Internet usage patterns, online and certain offline buying behavior and other activities. For measuring and reporting online audiences, comScore also supplements panel information with census information obtained from the Company's tagged network of global websites, referred to as the comScore Census Network. This panel information is complemented by a Unified Digital Measurement approach to digital audience measurement. Unified Digital Measurement blends panel and census methodologies into a product that provides a direct linkage and reconciliation between census and panel measurement. By applying advanced statistical methodologies to the panel data, the Company projects consumers' online behavior for the total online population and a wide variety of user categories. In addition to the Company's comScore Census Network products, the Company provides products to the large mobile networks that deliver network analysis focused on the experience of wireless subscribers, as well as network intelligence with respect to performance, capacity and configuration analytics. The Company also provides digital and monetization analytics and innovative video measurement products.

## **2. Summary of Significant Accounting Policies**

### ***Basis of Presentation and Consolidation***

The accompanying consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. All significant intercompany transactions and accounts have been eliminated upon consolidation. The Company consolidates investments where it has a controlling financial interest. The usual condition for controlling financial interest is ownership of a majority of the voting interest and, therefore, as a general rule, ownership, directly or indirectly, of more than 50% of the outstanding voting shares is a condition indicating consolidation. For investments in variable interest entities, the Company would consolidate when it is determined to be the primary beneficiary of a variable interest entity. The Company does not have any variable interest entities.

### ***Use of Estimates***

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the reported amounts of revenue and expense during the reporting periods. Significant estimates and assumptions are inherent in the analysis and the measurement of deferred tax assets, the identification and quantification of income tax liabilities due to uncertain tax positions, valuation of marketable securities, recoverability of intangible assets, other long-lived assets and goodwill, accruals related to outstanding litigation, the collectability of accounts receivable and the determination of the allowance for doubtful accounts. The Company bases its estimates on historical experience and assumptions that it believes are reasonable. Actual results could differ from those estimates.

### ***Fair Value Measurements***

The Company evaluates the fair value of certain assets and liabilities using the fair value hierarchy. Fair value is an exit price representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. As a basis for considering such assumptions, the Company applies the three-tier value hierarchy which prioritizes the inputs used in measuring fair value as follows:

- Level 1 — observable inputs such as quoted prices in active markets;  
 Level 2 — inputs other than the quoted prices in active markets that are observable either directly or indirectly;  
 Level 3 — unobservable inputs of which there is little or no market data, which require the Company to develop its own assumptions.

The Company does not currently have any assets or liabilities that are measured at fair value on a recurring basis. However, cash equivalents, accounts receivable, prepaid expenses and other assets, accounts payable, accrued expenses, deferred revenue, deferred rent and capital lease obligations reported in the consolidated balance sheets equal or approximate their respective fair values.

Assets and liabilities that are measured at fair value on a non-recurring basis include fixed assets, intangible assets and goodwill. The Company recognizes these items at fair value when they are considered to be impaired. During the second quarter of 2012, certain intangible assets were measured at fair value using significant unobservable inputs (Level 3) as described in Note 5. During the year ended December 31, 2012, the Company recorded an impairment charge of \$3.3 million pertaining to these assets as follows:

Description	June 30, 2012	Fair Value Measurements Using			Total Gains (Losses)
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
		(In thousands)			
Long-lived assets held and used	\$ 2,500		\$ 2,500	\$ (3,349)	

### Cash and Cash Equivalents

Cash and cash equivalents consist of highly liquid investments with an original maturity of three months or less at the time of purchase. Cash and cash equivalents consist primarily of bank deposit accounts.

Interest income on investments was \$0.1 million, \$0.1 million and \$0.3 million for the years ended December 31, 2012, 2011 and 2010, respectively.

### Accounts Receivable

Accounts receivable are recorded at the invoiced amount and are non-interest bearing. The Company generally grants uncollateralized credit terms to its customers and maintains an allowance for doubtful accounts to reserve for potentially uncollectible receivables. Allowances are based on management's judgment, which considers historical experience and specific knowledge of accounts where collectability may not be probable. The Company makes provisions based on historical bad debt experience, a specific review of all significant outstanding invoices and an assessment of general economic conditions. If the financial condition of a customer deteriorates, resulting in an impairment of its ability to make payments, additional allowances may be required. Included within accounts receivables are unbilled accounts receivable, which relate to situations in which the Company has recognized revenue prior to invoicing a customer, but for which we have the legal right to invoice the customer. Unbilled accounts receivables are invoiced in the following period.

The following is a summary of activities in the allowance for doubtful accounts for the fiscal years indicated:

	Year Ended December 31,		
	2012	2011	2010
	(In thousands)		
<b>Allowance for Doubtful Accounts</b>			
Beginning Balance	\$ (903)	\$ (725)	\$ (510)
Additions	(1,429)	(220)	(167)
Reductions, (recoveries) and write-offs	1,215	42	(48)
Ending Balance	\$ (1,117)	\$ (903)	\$ (725)

**Property and Equipment**

Property and equipment is stated at cost, net of accumulated depreciation. Property and equipment is depreciated on a straight-line basis over the estimated useful lives of the assets, ranging from three to five years. Assets under capital leases are recorded at their net present value at the inception of the lease and are included in the appropriate asset category. Assets under capital leases and leasehold improvements are amortized over the shorter of the related lease terms or their useful lives. Replacements and major improvements are capitalized; maintenance and repairs are charged to expense as incurred. Amortization of assets under capital leases is included within the expense category in which the asset is deployed.

**Business Combinations**

The Company recognizes all of the assets acquired, liabilities assumed, contractual contingencies, and contingent consideration at their fair value on the acquisition date. Acquisition-related costs are recognized separately from the acquisition and expensed as incurred. Generally, restructuring costs incurred in periods subsequent to the acquisition date are expensed when incurred. Subsequent changes to the purchase price (i.e., working capital adjustments) or other fair value adjustments determined during the measurement period are recorded as an adjustment to goodwill. All subsequent changes to an income tax valuation allowance or uncertain tax position that relate to the acquired company and existed at the acquisition date that occur both within the measurement period and as a result of facts and circumstances that existed at the acquisition date are recognized as an adjustment to goodwill. All other changes in income tax valuation allowances are recognized as a reduction or increase to income tax expense or as a direct adjustment to additional paid-in capital as required.

**Goodwill and Intangible Assets**

Goodwill represents the excess of the purchase price over the fair value of identifiable assets acquired and liabilities assumed when a business is acquired. The allocation of the purchase price to intangible assets and goodwill involves the extensive use of management's estimates and assumptions, and the result of the allocation process can have a significant impact on future operating results. The allocation of the purchase price to intangible assets is done at fair value. The Company estimates the fair value of identifiable intangible assets acquired using various valuation methods, including the excess earnings and relief from royalty methods.

Intangible assets with finite lives are amortized over their useful lives while goodwill is not amortized but is evaluated for potential impairment at least annually by comparing the fair value of a reporting unit to its carrying value including goodwill recorded by the reporting unit. If the carrying value exceeds the fair value, impairment is measured by comparing the implied fair value of the goodwill to its carrying value, and any impairment determined is recorded in the current period. The Company has one reporting unit. Accordingly, on an annual basis the Company performs the impairment assessment for goodwill at the enterprise level. The Company completed its annual impairment analysis as of October 1st for each of 2012, 2011 and 2010 and determined that there was no impairment of goodwill.

Intangible assets with finite lives are amortized using the straight-line method over the following useful lives:

	<b>Useful Lives (Years)</b>
Acquired methodologies/technology	3 to 10
Customer relationships	3 to 12
Panel	7
Intellectual property	7 to 13
Trade names	2 to 10

**Impairment of Long-Lived Assets**

The Company's long-lived assets primarily consist of property and equipment and intangible assets. The Company evaluates the recoverability of its long-lived assets for impairment whenever events or changes in circumstances indicate the carrying value of such assets may not be recoverable. If an indication of impairment is present, the Company compares the estimated undiscounted future cash flows to be generated by the asset to its carrying amount. Recoverability measurement and estimation of undiscounted cash flows are grouped at the lowest level for which identifiable cash flows are largely independent of the cash flows of other assets and liabilities. If the undiscounted future cash flows are less than the carrying amount of the asset group, the Company records an impairment loss equal to the excess of the asset group's carrying amount over its fair value. The fair value is determined based on valuation techniques such as a comparison to fair values of similar assets or using a discounted cash flow analysis. Although the Company believes that the carrying values of its long-lived assets are

appropriately stated, changes in strategy or market conditions or significant technological developments could significantly impact these judgments and require adjustments to recorded asset balances. During the year ended December 31, 2012, the Company recorded an impairment charge of \$3.3 million related to certain intangible assets as described in Note 5. There were no impairment charges recognized during the years ended December 31, 2011 and 2010.

### **Lease Accounting**

The Company leases its facilities and accounts for those leases as operating leases. For facility leases that contain rent escalations or rent concession provisions, the Company records the total rent payable during the lease term on a straight-line basis over the term of the lease. The Company records the difference between the rent paid and the straight-line rent as a deferred rent liability. Leasehold improvements funded by landlord incentives or allowances are recorded as leasehold improvement assets and a deferred rent liability which is amortized as a reduction of rent expense over the term of the lease.

The Company records capital leases as an asset and an obligation at an amount equal to the present value of the minimum lease payments as determined at the beginning of the lease term. Amortization of capitalized leased assets is computed on a straight-line basis over the term of the lease and is included in depreciation and amortization expense.

### **Foreign Currency**

The functional currency of the Company's foreign subsidiaries is the local currency. All assets and liabilities are translated at the current exchange rate as of the end of the period, and revenues and expenses are translated at average exchange rates in effect during the period. The gain or loss resulting from the process of translating foreign currency financial statements into U.S. dollars is reflected as foreign currency cumulative translation adjustment and reported as a component of Accumulated other comprehensive income.

The Company incurred foreign currency transaction losses of \$0.7 million, \$0.4 million, and \$0.3 million for the years ended December 31, 2012, 2011 and 2010, respectively. The losses are the result of transactions denominated in currencies other than the functional currency of the Company's foreign subsidiaries.

### **Accumulated Other Comprehensive Income**

The following summary sets forth the components of accumulated other comprehensive income, net of tax, in stockholders' equity:

	December 31,	
	2012	2011
	(In thousands)	
Foreign currency cumulative translation adjustment	\$ 1,825	\$ 617

### **Operating Segment Information**

The Company has concluded that it has one operating segment based on the fact that its Chief Executive Officer, who is also its chief operating decision maker, continues to evaluate performance and make operating decisions based on consolidated financial data. Additionally, there are no managers who are held accountable by the chief operating decision maker, or anyone else, for an operating measure of profit or loss for any operating unit below the consolidated unit level.

### **Revenue Recognition**

The Company recognizes revenues when the following fundamental criteria are met: (i) persuasive evidence of an arrangement exists, (ii) delivery has occurred or the services have been rendered, (iii) the fee is fixed or determinable, and (iv) collection of the resulting receivable is reasonably assured.

The Company generates revenues by providing access to the Company's online database or delivering information obtained from the database, usually in the form of periodic reports. Revenues are typically recognized on a straight-line basis over the period in which access to data or reports is provided, which generally ranges from three to twenty-four months. Sales taxes remitted to government authorities are recorded on a net basis.

Revenues are also generated through survey services under contracts ranging in term from two months to 1 year. Survey services consist of survey and questionnaire design with subsequent data collection, analysis and reporting. At the outset of an arrangement, total arrangement consideration is allocated between the development of the survey questionnaire and subsequent

data collection, analysis and reporting services based on relative selling price. Revenue allocated to the survey questionnaire is recognized when it is delivered and revenue allocated to the data collection, analysis and reporting services is recognized on a straight-line basis over the estimated data collection period once the survey or questionnaire design has been delivered. Any change in the estimated data collection period results in an adjustment to revenues recognized in future periods.

Certain of the Company's arrangements contain multiple elements, consisting of the various services the Company offers. Multiple element arrangements typically consist of either subscriptions to multiple online product solutions or a subscription to the Company's online database combined with customized services. Historically, the Company had determined there was not objective and reliable evidence of fair value for any of its services and, therefore, accounted for all elements in multiple element arrangements as a single unit of accounting. Access to data under the subscription element is generally provided shortly after the execution of the contract. However, the initial delivery of customized services generally occurs subsequent to the commencement of the subscription element. For these historical arrangements, the Company recognizes the entire arrangement fee over the performance period of the last deliverable. As a result, the total arrangement fee is recognized on a straight-line basis over the period beginning with the commencement of the last element delivered.

Effective January 1, 2011, the Company adopted the provisions of the Financial Accounting Standards Board ("FASB") Accounting Standards Update ("ASU") 2009-13, *Multiple Deliverable Revenue Arrangements*, which requires the Company to allocate arrangement consideration at the inception of an arrangement to all deliverables, if they represent a separate unit of accounting, based on their relative selling prices. In addition, this guidance eliminated the use of the residual method for allocating arrangement consideration. This guidance is applicable to the Company for all arrangements entered into subsequent to December 31, 2010 and for any existing arrangements that are materially modified after December 31, 2010.

For these types of arrangements, the guidance establishes a hierarchy to determine the selling price to be used for allocating arrangement consideration to deliverables: (i) vendor-specific objective evidence of fair value ("VSOE"), (ii) third-party evidence of selling price ("TPE") if VSOE is not available, or (iii) an estimated selling price ("ESP") if neither VSOE nor TPE are available. VSOE generally exists only when the Company sells the deliverable separately and is the price actually charged by the Company for that deliverable on a stand-alone basis. ESP reflects the Company's estimate of what the selling price of a deliverable would be if it was sold regularly on a stand-alone basis.

The Company has concluded it does not have VSOE, for these types of arrangements, and TPE is generally not available because the Company's service offerings are highly differentiated and the Company is unable to obtain reliable information on the products and pricing practices of the Company's competitors. As such, ESP is used to allocate the total arrangement consideration at the arrangement inception based on each element's relative selling price.

The Company's process for determining ESP involves management's judgments based on multiple factors that may vary depending upon the unique facts and circumstances related to each product suite and deliverable. The Company determines ESP by considering several external and internal factors including, but not limited to, current pricing practices, pricing concentrations (such as industry, channel, customer class or geography), internal costs and market penetration of a product or service. The total arrangement consideration is allocated to each of the elements based on the relative selling price. If the ESP is determined as a range of selling prices, the mid-point of the range is used in the relative-selling-price method. Once the total arrangement consideration has been allocated to each deliverable based on the relative allocation of the arrangement fee, the Company commences revenue recognition for each deliverable on a stand-alone basis as the data or service is delivered. ESP will be analyzed on an annual basis or more frequently if management deems it likely that changes in the estimated selling prices have occurred.

The impact of adopting this new revenue recognition guidance in 2011, including arrangements that were materially modified, during the year ended December 31, 2011 is that the Company recognized approximately \$6.2 million and \$1.4 million in revenue and expenses, respectively, that otherwise would have been recognized in future periods under the previous revenue recognition guidance.

Generally, contracts are non-refundable and non-cancelable. In the event a portion of a contract is refundable, revenue recognition is delayed until the refund provisions lapse. A limited number of customers have the right to cancel their contracts by providing a written notice of cancellation. In the event that a customer cancels its contract, the customer is not entitled to a refund for prior services, and will be charged for costs incurred plus services performed up to the cancellation date.

Advance payments are recorded as deferred revenues until services are delivered or obligations are met and revenue can be recognized. Deferred revenues represent the excess of amounts invoiced over amounts recognized as revenues.

On July 1, 2010, the Company completed its acquisition of Nexius, resulting in additional revenue sources, including software licenses, professional services (including software customization, implementation, training and consulting services), and maintenance and technical support contracts. The Company's arrangements generally contain multiple elements, consisting

of the various service offerings. The Company recognizes software license arrangements that include significant modification and customization of the software in accordance with FASB Accounting Standards Codification ("ASC") 985-605, *Software Recognition*, and ASC 605-35, *Revenue Recognition-Construction-Type and Certain Production-Type Contracts*, typically using the completed-contract method. The Company considers a contract to be completed when all performance obligations have been delivered and the customer provides formal acceptance in the form of a "User Acceptance Testing" certificate and the Company applies this policy on a consistent basis. Prior to March 31, 2011, the Company had not established VSOE of fair value for the multiple deliverables and therefore accounted for all elements in these arrangements as a single unit of accounting, recognizing the entire arrangement fee as revenue on a straight line basis over the service period of the last delivered element. During the period of performance, billings and costs (to the extent they are recoverable) are accumulated on the balance sheet, but no profit or income is recorded before user acceptance of the software license. To the extent estimated costs are expected to exceed revenue, the Company accrues for costs immediately. During the quarter ended June 30, 2011 the Company established VSOE of fair value for post contract support ("PCS") services for a group of certain Nexius customers. The establishment of VSOE of fair value followed an alignment of the Company's pricing practices for these services. As a result of establishing VSOE, the Company, for the year ended December 31, 2011, recorded revenue and related costs of revenue of \$2.4 million and \$1.4 million, respectively, of which \$0.9 million and \$0.3 million, respectively, had been previously deferred.

The Company accounts for nonmonetary transactions under ASC 845, *Nonmonetary Transactions*. Nonmonetary transactions with commercial substance are recorded at the estimated fair value of assets surrendered including cash, if cash is less than 25% of the fair value of the overall exchange, unless the fair value of the assets received is more clearly evident, in which case the fair value of the asset received is used. During the year ended December 31, 2012 the Company recognized \$1.4 million in revenue related to nonmonetary transactions. Due to timing differences in the delivery and receipt of the respective nonmonetary assets exchanged, the expense recognized in each period is different from the amount of revenue recognized. As a result, during the year ended December 31, 2012, the Company recognized \$1.1 million in expense related to nonmonetary transactions.

### **Costs of Revenues**

Cost of revenues consists primarily of expenses related to the operating network infrastructure and the recruitment, maintenance and support of consumer panels. Expenses associated with these areas include the salaries, stock-based compensation, benefits and related expenses of network operations, survey operations, custom analytics and technical support departments, and are expensed as they are incurred. Cost of revenues consists primarily of expenses related to the operating network infrastructure and the recruitment, maintenance and support of consumer panels. Expenses associated with these areas include the salaries, stock-based compensation, benefits and related expenses of network operations, survey operations, custom analytics and technical support departments. Cost of revenues also includes data collection costs for the products and operational costs associated with the Company's data centers, including depreciation expense associated with computer equipment that supports its panel and systems, and allocated overhead, which is comprised of rent and depreciation expense generated by general purpose equipment and software.

Deferred contract costs represents incremental direct costs paid to a third party and the internal costs of employees directly related to the delivery of an item that cannot be accounted for separately from the undelivered items for certain of the Company's significantly customized software sales or other long-term in nature projects. These costs are recognized as cost of revenues ratably over the same period that deferred revenue is recognized as revenues. The Company analyzes the recoverability of these costs each reporting period.

### **Selling and Marketing**

Selling and marketing expenses consist primarily of salaries, stock-based compensation, benefits, commissions and bonuses paid to the direct sales force and industry analysts, as well as costs related to online and offline advertising, product management, seminars, promotional materials, public relations, other sales and marketing programs, and allocated overhead, including rent and other facilities related costs, and depreciation. All selling and marketing costs are expensed as they are incurred.

### **Research and Development**

Research and development expenses include new product development costs, consisting primarily of salaries, stock-based compensation, benefits and related costs for personnel associated with research and development activities, and allocated overhead, including rent and other facilities related costs, and depreciation.

### **General and Administrative**

General and administrative expenses consist primarily of salaries, stock-based compensation, benefits and related expenses for executive management, finance, accounting, human capital, legal, information technology and other administrative functions, as well as professional fees, overhead, including allocated rent and other facilities related costs, and depreciation and expenses incurred for other general corporate purposes.

### **Concentration of Credit Risk**

Financial instruments that potentially subject the Company to concentrations of credit risk consist primarily of cash equivalents and accounts receivable. The Company maintains cash deposits with financial institutions that at times exceed applicable insurance limits. The Company reduces this risk by maintaining such deposits with high quality financial institutions that management believes are creditworthy. With respect to accounts receivable, credit risk is mitigated by the Company's ongoing credit evaluation of its customers' financial condition.

For the years ended December 31, 2012, 2011 and 2010, one customer, Microsoft Corporation, accounted for approximately 8%, 10% and 11%, respectively, of total revenues. As of December 31, 2012 and 2011, no one customer accounted for more than 10% of accounts receivable.

### **Advertising Costs**

All advertising costs are expensed as incurred. Advertising expense includes costs associated with direct marketing but does not include the cost of attendance at events or trade shows. Advertising expense, which is included in sales and marketing expense, totaled \$0.1 million, \$0.1 million and \$0.2 million for the years ended December 31, 2012, 2011 and 2010, respectively.

### **Stock-Based Compensation**

The Company estimates the fair value of share-based awards on the date of grant. The fair value of stock options with only service conditions is determined using the Black-Scholes option-pricing model. The fair value of market-based stock options and restricted stock units is determined using a Monte Carlo simulation embedded in a lattice model. The fair value of restricted stock awards is based on the closing price of the Company's common stock on the date of grant. The determination of the fair value of the Company's stock option awards and restricted stock awards is based on a variety of factors including, but not limited to, the Company's common stock price, expected stock price volatility over the expected life of awards, and actual and projected exercise behavior. Additionally, the Company has estimated forfeitures for share-based awards at the dates of grant based on historical experience, adjusted for future expectation. The forfeiture estimate is revised as necessary if actual forfeitures differ from these estimates.

The Company issues restricted stock awards where restrictions lapse upon the passage of time (service vesting), achieving performance targets, or some combination of these restrictions. For those restricted stock awards with only service conditions, the Company recognizes compensation cost on a straight-line basis over the explicit service period. For awards with both performance and service conditions, the Company starts recognizing compensation cost over the remaining service period, when it is probable the performance condition will be met. For stock awards that contain performance or market vesting conditions, the Company excludes these awards from diluted earnings per share computations until the contingency is met as of the end of that reporting period.

### **Income Taxes**

Income taxes are accounted for using the asset and liability method. Deferred income taxes are provided for temporary differences in recognizing certain income, expense and credit items for financial reporting purposes and tax reporting purposes. Such deferred income taxes primarily relate to the difference between the tax bases of assets and liabilities and their financial reporting amounts. Deferred tax assets and liabilities are measured by applying enacted statutory tax rates applicable to the future years in which deferred tax assets or liabilities are expected to be settled or realized.

The Company records a valuation allowance when it determines, based on available positive and negative evidence, that it is more-likely-than-not that some portion or all of its deferred tax assets will not be realized. The Company determines the realizability of its deferred tax assets primarily based on the reversal of existing taxable temporary differences and projections of future taxable income (exclusive of reversing temporary differences and carryforwards). In evaluating such projections, the Company considers its history of profitability, the competitive environment, the overall outlook for the online marketing industry and general economic conditions. In addition, the Company considers the timeframe over which it would take to utilize the deferred tax assets prior to their expiration.

For certain tax positions, the Company uses a more-likely-than-not threshold based on the technical merits of the tax position taken. Tax positions that meet the more-likely-than-not recognition threshold are measured at the largest amount of tax benefits determined on a cumulative probability basis, which are more-likely-than-not to be realized upon ultimate settlement in the financial statements. The Company's policy is to recognize interest and penalties related to income tax matters in income tax expense.

### Earnings Per Share

Basic net (loss) income per common share excludes dilution for potential common stock issuances and is computed by dividing net (loss) income by the weighted-average number of common shares outstanding for the period. Diluted net (loss) income per common share reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock. Diluted earnings per share assumes the exercise of stock options and warrants using the treasury stock method.

The following table provides a reconciliation of the numerators and denominators used in computing basic and diluted net (loss) income per common share:

	Year Ended December 31,		
	2012	2011	2010
(In thousands, except share data)			
<b>Calculation of basic and diluted net income per share:</b>			
Net (loss) income	\$ (11,789)	\$ (15,790)	\$ (1,576)
Net (loss) income per common share:			
Basic	(0.35)	(0.49)	(0.05)
Diluted	(0.35)	(0.49)	(0.05)
Weighted-average shares outstanding-common stock, basic	33,244,798	32,289,877	31,070,018
Dilutive effect of			
Options to purchase common stock	—	—	—
Unvested restricted stock units	—	—	—
Warrants to purchase common stock	—	—	—
Weighted-average shares outstanding-common stock, diluted	33,244,798	32,289,877	31,070,018

The dilutive effect of stock options and restricted stock of 1,547,077, 627,147 and 802,665 were not included in the computation of diluted net (loss) income per common share for the years ended December 31, 2012, 2011 and 2010, respectively, as their effect would be anti-dilutive.

### Reclassifications

During the year ended December 31, 2012, the Company corrected the balance sheet classification of \$7.1 million in deferred tax assets as of December 31, 2011 from long-term deferred tax assets to current deferred tax assets. Under Staff Accounting Bulletin SAB 108, *Considering the Effects of Prior Year Misstatements when Quantifying Misstatements in Current Year Financial Statements*, the Company evaluated the quantitative and qualitative aspects of the adjustment and determined the correction was not material. There was no impact on the Company's net assets, results of operations or cash flow statements for the fiscal year ended December 31, 2011. The following summarizes the reclassification adjustments made to the balance sheet as of December 31, 2011:

## As of December 31, 2011

	As Previously Presented	Reclassification Adjustments	As Currently Presented
(in thousands)			
Deferred tax assets, current	\$ 6,494	\$ 7,136	\$ 13,630
Total current assets	\$ 119,373	\$ 7,136	\$ 126,509
Long-term deferred tax assets	\$ 16,613	\$ (7,136)	\$ 9,477
Total assets	\$ 320,057	\$ —	\$ 320,057

**Recent Pronouncements**

In June 2011, the FASB issued ASU 2011-5, *Comprehensive Income (Topic 220)—Presentation of Comprehensive Income*, to require an entity to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. ASU 2011-5 eliminates the option to present the components of other comprehensive income as part of the statement of equity. ASU 2011-5 became effective for comScore beginning on January 1, 2012. The adoption of ASU 2011-5 had no impact on the Company's financial statements.

In May 2011, the FASB issued ASU 2011-4, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and International Financial Reporting Standards (Topic 820)—Fair Value Measurement*, to provide a consistent definition of fair value and ensure that the fair value measurement and disclosure requirements are similar between U.S. GAAP and International Financial Reporting Standards. ASU 2011-4 changes certain fair value measurement principles and enhances the disclosure requirements particularly for level 3 fair value measurements. ASU 2011-4 became effective for comScore beginning on January 1, 2012. The adoption of ASU 2011-4 had no material impact on the Company's financial statements.

In September 2011, the FASB issued ASU 2011-8, *Intangibles – Goodwill and Other (Topic 350)*, which provides entities with an option to first assess certain qualitative factors to determine whether the existence of events or circumstances indicate that it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If, after performing a qualitative assessment, an entity determines that it is more likely than not that the fair value of the reporting unit exceeds its carrying value, then performing the two-step impairment test outlined in the guidance is unnecessary. However, if the entity concludes otherwise, then it must perform the first step of the two-step impairment test. ASU 2011-8 became effective for comScore beginning on January 1, 2012. The adoption of ASU 2011-8 had no impact on the Company's financial statements.

**3. Business Combinations**

The Company uses its best estimates and assumptions as a part of the purchase price allocation process to accurately value assets acquired and liabilities assumed at the business combination date, its estimates and assumptions are inherently uncertain and subject to refinement. As a result, during the preliminary purchase price allocation period, which may be up to one year from the business combination date, the Company records adjustments to the assets acquired and liabilities assumed, with the corresponding offset to goodwill. The Company records adjustments to assets acquired or liabilities assumed subsequent to the purchase price allocation period in its operating results in the period in which the adjustments were determined. None of the goodwill is deductible for tax purposes.

For the year ended December 31, 2012 there were no transaction related costs. For the year ended December 31, 2011, there were \$0.7 million of transaction related costs included in general and administrative expenses.

**2010 Acquisitions****ARSGroup**

On February 19, 2010, the Company completed its acquisition of ARSGroup ("ARS"), a leading technology-driven market research firm that measures the persuasion of advertising on TV and multi-media platforms (the "ARS Acquisition"). The Company acquired all of the outstanding common stock of ARS in a cash transaction.

The ARS Acquisition resulted in goodwill of approximately \$8.1 million. This amount represents the residual amount of the total purchase price of \$17.7 million after allocation to net assets and identifiable intangible assets acquired. The amount

recorded for goodwill is consistent with the Company's intentions for the acquisition of ARS. The Company acquired ARS to provide it with technology-driven market research capabilities for measuring the effectiveness of advertising creative content.

Definite-lived intangible assets of \$9.5 million consist of the value assigned to ARS's methodology and database, customer relationships and trade name of \$4.1 million, \$4.1 million and \$1.3 million, respectively. The useful lives range from two to ten years (see Note 2).

ARS made an Internal Revenue Code section 338(h)(10) election with respect to the acquisition transaction. With such an election, the Company has fair market value basis in the ARS assets and liabilities for both income tax and financial reporting purposes and no opening deferred tax balances. The Company finalized the accounting for the ARS Acquisition in the first quarter of 2011. The Company has included the financial results of ARS in its consolidated financial statements beginning February 19, 2010. Included in revenue for the period February 19, 2010 to December 31, 2010 was \$18.1 million related to ARS.

#### **Nexius, Inc.**

On July 1, 2010, the Company completed its acquisition of Nexius, a leading a provider of carrier-grade mobile network analysis and intelligence solutions (the "Nexius Acquisition").

The aggregate amount of the consideration paid by the Company upon the closing of the transaction was \$20.9 million, of which approximately \$3.0 million was paid in cash to satisfy certain of Nexius's existing debt obligations. Following payment of transaction expenses, the remaining estimated merger consideration of \$15.3 million in cash and an aggregate of 158,070 shares of the Company's common stock valued at \$2.6 million was paid to the Nexius shareholders and holders of certain Nexius equity rights.

The Nexius Acquisition resulted in a preliminary estimate of goodwill of approximately \$14.0 million, which is not deductible for tax purposes. This amount represents the residual amount of the total purchase price after allocation to net assets and identifiable intangible assets acquired. The amount recorded for goodwill is consistent with the Company's intentions for the acquisition of Nexius. The Company finalized the accounting for the Nexius Acquisition in the second quarter of 2011. An additional \$0.7 million was recorded to goodwill related to the final calculation of opening working capital and tax adjustments of Nexius, Inc. The Company acquired Nexius to solidify it as a leader in the mobile category. The Company has included the financial results of Nexius in its consolidated financial statements beginning July 1, 2010. Included in revenue for the period from July 1, 2010 to December 31, 2010 was \$3.4 million related to Nexius.

Definite-lived intangible assets of \$17.1 million consist of the value assigned to Nexius's customer relationships, core technology and trade name of \$14.5 million, \$1.6 million and \$1.0 million respectively. The useful lives range from two to twelve years (see Note 2).

In connection with the purchase price allocation, the estimated fair value of the deferred revenue assumed from Nexius in connection with the Nexius Acquisition was determined utilizing a cost build-up approach. The present value of the sum of the costs and operating profit approximates the amount that the Company would be required to pay a third party to assume the obligations. The estimated costs to fulfill the obligation were based on the historical direct costs related to providing the services.

#### **Nedstat B.V.**

On August 31, 2010, the Company completed its acquisition of Nedstat, a leading provider of technology that helps web sites, particularly publishers and video companies, analyze the behavior of their users with powerful analytic tools (the "Nedstat Acquisition").

The aggregate amount of the consideration paid by the Company upon the closing of the transaction was approximately \$34.4 million in cash and an aggregate of 58,045 shares of the Company's common stock valued at \$1.1 million was issued to two key shareholders of Nedstat.

The Nedstat Acquisition resulted in a preliminary estimate of goodwill of approximately \$21.0 million, which is not deductible for tax purposes. This amount represents the residual amount of the total purchase price after allocation to net assets and identifiable intangible assets acquired. The amount recorded for goodwill is consistent with the Company's intentions for the acquisition of Nedstat. During the second quarter of 2011 the Company recorded an additional \$0.1 million in goodwill associated with an adjustment to the fair value of acquired deferred revenue related to the acquisition of Nedstat B.V. During the third quarter of 2011, the Company finalized its purchase accounting for the acquisition of Nedstat B.V., and no additional adjustments were recorded.

The Company acquired Nedstat to help transform the Company into a broad based “Digital Business Analytics Company” and solidify its Unified Digital Measurement platform. The Company has included the financial results of Nedstat in its consolidated financial statements beginning September 1, 2010. Included in revenue for the period from August 31, 2010 to December 31, 2010 was \$3.6 million related to Nedstat.

Definite-lived intangible assets of \$18.7 million consist of the value assigned to Nedstat’s customer relationships, core technology and trade name of \$15.3 million, \$1.9 million and \$1.5 million, respectively. The useful lives range from two to seven years (see Note 2).

In connection with the purchase price allocation, the estimated fair value of the deferred revenue assumed from Nedstat in connection with the Nedstat Acquisition was determined utilizing a cost build-up approach. The cost build-up approach determines fair value by estimating the costs relating to fulfilling the assumed contractual obligations plus a market profit margin. The present value of the sum of the costs and operating profit approximates the amount that the Company would be required to pay a third party to assume the obligations. The estimated costs to fulfill the obligation were based on the historical direct costs related to providing the services.

## **2011 Acquisition**

### **AdXpose, Inc.**

On August 11, 2011, the Company completed its acquisition of AdXpose, Inc. (“AdXpose”). AdXpose provides advertisers and publishers with greater transparency in the quality, safety, and performance of their digital advertising campaigns by allowing them to verify and optimize billions of campaign data points captured in real-time. The aggregate amount of the consideration paid by the Company upon the closing of the transaction was \$19.4 million. Of the \$19.4 million, \$4.4 million was paid in cash and an aggregate of 982,285 shares of the Company’s common stock with a fair value of \$15.0 million on the acquisition date was issued to the AdXpose stockholders.

The acquisition of AdXpose resulted in goodwill of approximately \$16.0 million, none of which is deductible for tax purposes. This amount represents the residual amount of the total purchase price after allocation to net assets and identifiable intangible assets acquired. The amount recorded as goodwill is consistent with the Company’s intentions for the acquisition of AdXpose. The Company acquired AdXpose to enhance its capabilities in the marketplace for highly effective advertising campaign measurement.

Definite-lived intangible assets of \$0.9 million consist of the value assigned to AdXpose’s developed technology, customer relationships, and trade name of \$0.7 million, \$0.1 million and \$0.1 million, respectively. These intangible assets have been assigned useful lives of five, three and 1.5 years, respectively.

The Company has included the financial results of AdXpose in its consolidated financial statements beginning August 11, 2011. Included in revenue for the period from August 11, 2011 to December 31, 2011 was \$1.5 million related to AdXpose.

### ***Pro Forma Adjusted Summary***

The results of AdXpose, Nexius and Nedstat’s operations have been included in the Consolidated Financial Statements subsequent to the acquisition dates.

The unaudited financial information provided below summarizes the combined results of operations of the Company and AdXpose, Nexius and Nedstat on a pro forma basis, as though the companies had been combined as of the beginning of the periods presented. The unaudited pro forma adjusted summary combines the historical results for the Company for the periods presented with the historical results for AdXpose, Nexius and Nedstat over the same periods. The pro forma financial information is presented for informational purposes only and does not purport to be indicative of the Company’s financial position or results of operations, which would actually have been obtained had such transaction been completed as of the date or for the periods presented, or of the financial position or results of operations that may be obtained in the future.

	Year Ended December 31,	
	2011	
	(Unaudited) (In thousands, except per share data)	
Revenues	\$	234,095
Net loss	\$	(17,468)
Basic loss per share to common stockholders	\$	(0.53)
Diluted loss per share to common stockholders	\$	(0.53)

#### 4. Property and Equipment

Property and equipment, including equipment under capital lease obligations, consists of the following:

	December 31,	
	2012	2011
	(In thousands)	
Computer equipment	\$ 39,570	\$ 31,058
Computer software	10,773	9,547
Office equipment and furniture	4,570	3,710
Automobiles	1,329	1,451
Leasehold improvements	14,119	10,619
	70,361	56,385
Less: accumulated depreciation and amortization	(38,943)	(28,113)
	\$ 31,418	\$ 28,272

During the years ended December 31, 2012 and 2011, the Company capitalized \$1.3 million and \$0.3 million, respectively, of leasehold improvements, furniture and fixtures and office equipment associated with landlord allowances received in connection with its Reston, New York and London office leases (see Note 8).

For the years ended December 31, 2012, 2011 and 2010, total depreciation expense was \$14.2 million, \$13.4 million and \$8.4 million, respectively.

#### 5. Goodwill and Intangible Assets

The change in the carrying value of goodwill for the year ended December 31, 2012 is as follows (in thousands):

Balance as of December 31, 2011	\$	102,338
AdXpose, Inc. deferred tax adjustments		80
Translation adjustments		482
Balance as of December 31, 2012	\$	102,900

During the year ended December 31, 2012, the Company recorded a reduction in its estimated amount of acquired deferred tax assets associated with the acquisition of AdXpose, Inc., that occurred in August 2011, with an offsetting adjustment to goodwill. During the third quarter of 2012, the Company finalized its purchase accounting for the acquisition of AdXpose, Inc., and no additional adjustments were recorded.

During the three months ended June 30, 2012, the Company noted a significant decline in revenues from ARSgroup ("ARS"), which the Company acquired in February 2010. As a result, the Company performed an impairment test of the long-lived assets of ARS. The long-lived assets of ARS consist of customer relationships and acquired methodologies and technology. The first step in testing the long-lived assets of ARS for impairment was to compare the sum of the undiscounted cash flows expected to result from the use and eventual disposition of ARS to the carrying value of ARS's long-lived assets. Based on this analysis, the Company determined as of June 30, 2012 that the sum of the expected undiscounted cash flows to

be generated from ARS was less than the carrying value of the ARS intangible assets. As such, the Company concluded that the ARS intangible assets were impaired as of June 30, 2012. To measure the amount of the impairment, the Company then estimated the fair value of the intangible assets as of June 30, 2012. In determining the fair value of the intangible assets, the Company prepared a discounted cash flow (“DCF”) analysis for each intangible asset. In preparing the DCF analysis, the Company used a combination of income approaches including the relief from royalty approach and the excess earnings approach. Determining fair value requires the exercise of significant judgment, including judgments about appropriate discount rates, terminal growth rates, royalty rates and the amount and timing of expected future cash flows. The cash flows employed in the DCF analysis were based on the Company’s most recent budgets, forecasts and business plans as well as growth rate assumptions for years beyond the current business plan period. Significant assumptions used include a discount rate of 18.5%, which is based on an assessment of the risk inherent in the future revenue streams and cash flows of ARS, as well as a royalty rate of 3.0%, which is based on an analysis of royalty rates in similar, market transactions. Based on the DCF analysis, the Company estimated the fair value of the intangible assets of ARS to be \$2.5 million as of June 30, 2012, which resulted in an impairment charge of \$3.3 million during the year ended December 31, 2012. The impairment charge had a negative impact on net loss of \$3.3 million and an impact on earnings per share of \$0.10 per share during the year ended December 31, 2012. In addition, these intangible assets are being amortized over a remaining estimated useful life of eighteen months, beginning July 1, 2012. Other than the ARS impairment, there were no events or circumstances to indicate that the carrying amount of goodwill or intangible assets were not recoverable. Accordingly, no additional impairment charges have been recorded.

In connection with the impairment charge associated with ARS discussed above, the Company began to explore various strategic alternatives with ARS, including a potential sale of some or all of ARS. As of December 31, 2012 the Company continues to explore various strategic alternatives and has concluded that the ARSgroup does not meet the criteria for presentation as assets held for sale. If the Company does complete a sale of the ARSgroup, the Company may present historical revenues and expenses associated with the ARSgroup as discontinued operations. Revenues from the ARSgroup for the years ended December 31, 2012, 2011 and 2010 were \$9.4 million, \$15.7 million and \$18.4 million, respectively.

Certain of the Company’s intangible assets are recorded in euros, British Pounds and the local currencies of our South American subsidiaries, and therefore, the gross carrying amount and accumulated amortization are subject to foreign currency translation adjustments. As discussed in Note 9, the Company acquired \$11.0 million in patents during 2011. The carrying values of the Company’s amortized acquired intangible assets are as follows (in thousands):

	December 31, 2012			December 31, 2011		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Acquired methodologies/technology	\$ 8,412	\$ (4,372)	\$ 4,040	\$ 11,244	\$ (3,307)	\$ 7,937
Customer relationships	35,766	(11,230)	24,536	38,157	(7,698)	30,459
Panel	1,639	(1,073)	566	1,615	(826)	789
Intellectual property	13,571	(2,459)	11,112	13,561	(918)	12,643
Trade names	4,153	(3,648)	505	4,107	(2,821)	1,286
	<u>\$ 63,541</u>	<u>\$ (22,782)</u>	<u>\$ 40,759</u>	<u>\$ 68,684</u>	<u>\$ (15,570)</u>	<u>\$ 53,114</u>

Amortization expense related to intangible assets was approximately \$9.3 million, \$9.3 million and \$4.5 million for the years ended December 31, 2012, 2011 and 2010, respectively.

The weighted average remaining amortization period by major asset class as of December 31, 2012, is as follows:

	(In years)
Acquired methodologies/technology	2.3
Customer relationships	6.7
Panel	2.4
Intellectual property	8.3
Trade names	2.5

The estimated future amortization of acquired intangible assets as of December 31, 2012 is as follows:

	(In thousands)	
	2013 \$	9,054
	2014	7,206
	2015	6,200
	2016	5,203
	2017	4,252
Thereafter		8,844
	<u>\$</u>	<u>40,759</u>

## 6. Accrued Expenses

Accrued expenses consist of the following:

	December 31,	
	2012	2011
	(In thousands)	
Stock-based compensation	\$ 6,652	\$ 5,029
Payroll and related	5,556	5,734
Cost of revenues	4,892	3,526
Income, sales and other taxes	2,733	5,789
Professional fees	1,333	3,128
Other	3,243	2,685
	<u>\$ 24,409</u>	<u>\$ 25,891</u>

## 7. Long-term Debt and Other Financing Arrangement

### Capital Leases

The Company has a lease financing arrangement with Banc of America Leasing & Capital, LLC in the amount of \$22.9 million, of which the Company can utilize approximately \$7.2 million as of December 31, 2012, for future capital leases. This arrangement allows the Company to lease new software, hardware and other computer equipment as it expands its technology infrastructure in support of its business growth. Under this arrangement, the Company may enter into new capital leases prior to March 13, 2013. The Company is currently in discussions with Banc of America Leasing & Capital, LLC regarding an extension of this arrangement. Future minimum payments under capital leases with initial terms of one year or more are as follows:

	(In thousands)	
2013	\$	8,514
2014		4,347
2015		2,274
2016		113
2017		—
Total minimum lease payments		15,248
Less amount representing interest		(750)
Present value of net minimum lease payments		14,498
Less current portion		8,020
Capital lease obligations, long-term	<u>\$</u>	<u>6,478</u>

During the years ended December 31, 2012 and 2011, the Company acquired \$7.8 million and \$5.4 million, respectively, in computer equipment through the issuance of capital leases. This non-cash investing activity has been excluded from the consolidated statement of cash flows.

### **Secured Revolving Credit Facility**

On June 30, 2011, the Company entered into a secured credit and security agreement (the "Credit Agreement") with Bank of America, N.A. ("Bank of America") for a two-year, \$50.0 million secured revolving credit facility (the "Revolving Credit Facility"). The agreement includes a maximum \$7.0 million sublimit for a euro loan facility and a \$10.0 million sublimit for the issuance of letters of credit. The maturity date of the Revolving Credit Facility is June 30, 2013. Borrowings under the Revolving Credit Facility shall be used towards working capital and other general corporate purposes as well as for the issuance of letters of credit. Loans made under the Revolving Credit Facility will bear interest at a fluctuating rate based on the London Interbank Offered Rate ("LIBOR") plus an applicable margin, which will range from 1.75% to 2.75%, based on the Company's funded debt ratio. The Company and each of the Company's material, wholly-owned subsidiaries entered into a Security Agreement in favor of Bank of America (the "Security Agreement"). Pursuant to the Security Agreement, the obligations under the Revolving Credit Facility are secured by a security interest in substantially all of the Company's assets.

Under the terms of the Revolving Credit Facility, the Company is restricted from paying dividends and incurring certain indebtedness, among other restrictive covenants. The Company continues to be in full compliance with all covenants contained in the Revolving Credit Facility.

In the third quarter of 2012 the Company borrowed €3.3 million (or approximately \$4.1 million) under the Revolving Credit Facility. This amount was subsequently repaid in the fourth quarter of 2012. As of December 31, 2012 and February 19, 2013, no amounts are outstanding under the terms of the Company's Revolving Credit Facility.

The Company maintains letters of credit in lieu of security deposits with respect to certain office leases. As of December 31, 2012, \$3.9 million in letters of credit were outstanding, leaving \$6.1 million available for additional letters of credit. These letters of credit may be reduced periodically provided the Company meets the conditional criteria of each related lease agreement.

## **8. Commitments and Contingencies**

### **Leases**

In addition to equipment financed through capital leases, the Company is obligated under various noncancelable operating leases for office facilities and equipment. These leases generally provide for renewal options and escalation increases. Future minimum payments under noncancelable lease agreements with initial terms of one year or more are as follows:

	<b>(In thousands)</b>	
2013	\$	8,560
2014		9,489
2015		9,626
2016		9,713
2017		9,536
Thereafter		36,866
<b>Total minimum lease payments</b>	<b>\$</b>	<b>83,790</b>

Total rent expense, under non-cancellable operating leases, was \$8.4 million, \$6.7 million and \$5.6 million for the years ended December 31, 2012, 2011 and 2010, respectively.

During the years ended December 31, 2012 and 2011, the Company recorded \$1.3 million and \$0.3 million, respectively, of deferred rent and capitalized assets as a result of landlord allowances in connection with its Reston, New York and London office leases. The deferred rent will be applied to rent expense recognized by the Company over the lease terms.

### **Contingencies**

On December 20, 2011, the Company entered into a Patent Purchase, License and Settlement Agreement (the "Patent Purchase Agreement") with Nielsen and NetRatings in order to resolve the Litigation. In connection with the Patent Purchase

Agreement, the Company and Nielsen entered into a Purchase Agreement (the “Stock Purchase Agreement”) and a Voting Agreement (the “Voting Agreement”, and together with the Patent Purchase Agreement and the Stock Purchase Agreement, the “Settlement Documents”). Pursuant to the Settlement Documents, and subject to retained rights by Nielsen, the Company acquired ownership of the four Nielsen families of patents asserted in litigation. The Company also granted Nielsen worldwide licenses for the families of the four patents the Company asserted in litigation. Both parties agreed not to bring any patent action against the other for the next three years. In addition, the Company issued Nielsen 974,358 shares of the Company’s common stock, subject to certain restrictions.

The Company performed a valuation analysis to determine the fair value of the various elements included within the Settlement Documents. The Company determined the fair value of the consideration given to Nielsen in the form of restricted common stock to be \$16.2 million. The fair value of the restricted common stock was determined by factoring in an appropriate discount to the current market price associated with the one year holding period that was placed on the common stock. The discount associated with this lack of marketability was estimated based on the cost to hedge the issued shares with a put option. The put option was valued using the Black-Scholes Option Pricing Model. The Company then determined the fair value of the acquired patents and the litigation settlement to be \$26.0 million and \$12.2 million, respectively, using the relief from royalty method, which is an income approach, to determine the present value of expected future cash flows and cash flows during the period of claimed patent infringement.

The fair value of the elements in the arrangement exceeded the fair value of the consideration paid. As such, the Company allocated the consideration paid to the elements based on relative fair value, resulting in \$11.0 million allocated to the acquired patents and \$5.2 million allocated to the litigation settlement. The \$11.0 million allocated to the acquired patents will be amortized over the remaining legal life of the various patents acquired, with approximately 50% of the value being amortized through July 2018 and the other 50% being amortized through September 2024.

On August 23, 2011, the Company received notice that Mike Harris and Jeff Dunstan, individually and on behalf of a class of similarly situated individuals, filed a lawsuit against the Company in the United States District Court for the Northern District of Illinois, Eastern Division, alleging, among other things, violations by the Company of the Stored Communications Act, the Electronic Communications Privacy Act, Computer Fraud and Abuse Act and the Illinois Consumer Fraud and Deceptive Practices Act as well as unjust enrichment. The complaint seeks unspecified damages, including statutory damages per violation and punitive damages, injunctive relief and reasonable attorneys’ fees of the plaintiffs. In October 2012, the plaintiffs filed an amended complaint which, among other things, removed the claim relating to alleged violations of the Illinois Consumer Fraud and Deceptive Practices Act. The court is expected to rule on certification of the class in the first half of 2013. Based on review of these claims, the Company believes that they are without merit. The Company continues to investigate the claims and intends to vigorously protect and defend itself. It is not possible for the Company to estimate a potential range of loss at this time.

From time to time, the Company is exposed to unasserted potential claims encountered in the normal course of business. Although the outcome of any legal proceeding cannot be predicted with certainty, management believes that the final outcome and resolution of these matters will not materially affect the Company’s consolidated financial position or results of operations.

## 9. Income Taxes

The components of (loss) income before income tax for the years ended December 31, 2012, 2011 and 2010 are as follows:

	2012	2011	2010
	(In thousands)		
Domestic	\$ (6,350)	\$ (10,106)	\$ 3,675
Foreign	(3,065)	(8,658)	(5,428)
	<u>\$ (9,415)</u>	<u>\$ (18,764)</u>	<u>\$ (1,753)</u>

Income tax (benefit) provision is comprised of the following:

	Year Ended December 31,		
	2012	2011	2010
	(In thousands)		
Current:			
Federal	\$ (70)	\$ 140	\$ 341
State	114	182	261
Foreign	1,434	1,060	1,159
Total	1,478	1,382	1,761
Deferred:			
Federal	1,278	(3,492)	656
State	(635)	(832)	141
Foreign	253	(32)	(2,735)
Total	896	(4,356)	(1,938)
Income tax (benefit) provision	\$ 2,374	\$ (2,974)	\$ (177)

A reconciliation of the statutory United States income tax rate to the effective income tax rate is as follows:

	Year Ended December 31,		
	2012	2011	2010
Statutory federal tax rate	35.0 %	35.0 %	35.0 %
State taxes, net of federal benefit	3.6	2.3	(15.0)
Nondeductible items	(15.5)	(5.7)	(35.2)
Foreign rate differences	(2.9)	(5.4)	(40.7)
Change in statutory tax rates	(0.9)	(0.6)	—
Change in valuation allowance	(10.6)	(8.9)	139.0
Stock compensation shortfalls	(4.3)	—	(18.9)
True-ups and other adjustments	(0.4)	0.1	(31.6)
Market-based stock awards	(27.8)	—	—
Foreign tax withholding	(0.8)	(0.6)	(11.0)
Uncertain tax positions	(0.6)	(0.3)	(11.5)
Effective tax rate	(25.2)%	15.9 %	10.1 %

The Company recognized income tax expense of approximately \$2.4 million during the year ended December 31, 2012, which is comprised of current tax expense of \$0.1 million related to federal alternative minimum tax and state income tax liabilities, \$1.4 million of foreign income tax expense, and deferred tax expense of approximately \$0.9 million related to temporary differences between the tax treatment and financial reporting treatment for certain items. Included within the total deferred tax expense of \$0.9 million is \$2.6 million of deferred tax expense associated with the write-off of a deferred tax asset related to certain market-based stock awards that will never be realized due to the expiration of the stock awards prior to vesting.

The Company recognized income tax benefit of approximately \$3.0 million during the year ended December 31, 2011, which is comprised of current tax expense of \$0.3 million related to federal alternative minimum tax and state income tax liabilities, \$1.1 million of foreign income tax expense, and a deferred tax benefit of approximately \$4.4 million related to temporary differences between the tax treatment and financial reporting treatment for certain items, most notably the Nielsen transaction.

The Company recognized income tax benefit of approximately \$0.2 million during the year ended December 31, 2010, which is comprised of current tax expense of \$0.6 million related to federal alternative minimum tax and state income tax liabilities, \$1.2 million of foreign income tax expense, and deferred tax benefit of approximately \$1.9 million related primarily to the reduction in the deferred tax asset valuation allowance.

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the amounts used for income tax reporting purposes. Significant components of the Company's net deferred income taxes are as follows:

	December 31,	
	2012	2011
(In thousands)		
Deferred tax assets:		
Net operating loss carryforwards	\$ 13,352	\$ 15,822
Capital loss carryforwards	769	747
Tax credits	1,671	1,817
Allowance for doubtful accounts	722	600
Accrued salaries and benefits	256	500
Deferred revenues	717	809
Capital leases	4,853	4,202
Deferred compensation	6,082	7,167
Deferred rent	4,210	3,275
Other	707	654
Gross deferred tax assets	33,339	35,593
Valuation allowance	(4,045)	(2,741)
Net deferred tax assets	29,294	32,852
Deferred tax liabilities:		
Intangible assets	(1,535)	(4,774)
Property and equipment	(5,577)	(4,907)
Prepaid maintenance	(156)	(171)
Other	(168)	(231)
Total deferred tax liabilities	(7,436)	(10,083)
Net deferred tax asset	\$ 21,858	\$ 22,769

As of December 31, 2012 and 2011, the Company had valuation allowances of \$4.0 million and \$2.7 million, respectively, against certain deferred tax assets. The valuation allowance as of December 31, 2012 relates to the deferred tax assets of certain foreign subsidiaries (primarily net operating loss carryforwards) that are either loss companies or are in their start-up phases, the U.S. capital loss carryforwards and certain state net operating loss carryforwards. To the extent the Company determines that, based on the weight of available evidence, all or a portion of its valuation allowance is no longer necessary, the Company will recognize an income tax benefit in the period such determination is made for the reversal of the valuation allowance. If management determines that, based on the weight of available evidence, it is more-likely-than-not that all or a portion of the net deferred tax assets will not be realized, the Company may recognize income tax expense in the period such determination is made to increase the valuation allowance. It is possible that any such reduction of or addition to the Company's valuation allowance may have a material impact on the Company's results from operations.

As of December 31, 2012, the Company concluded that it was not more-likely-than-not that a substantial portion of its deferred tax assets related to certain state net operating losses would be realized and determined that it was appropriate to establish a valuation allowance of \$0.3 million against its state deferred tax assets. The Company also concluded that it was not more-likely-than-not that a substantial portion of its deferred tax assets in certain other foreign jurisdictions, primarily the Netherlands, would be realized and that an increase to the valuation allowance of \$1.2 million was necessary. In making that determination, the Company considered the losses incurred in these foreign jurisdictions during 2012, the current overall economic environment, and the uncertainty regarding the profitability of certain foreign operations currently in start-up phase. In addition, during 2012, the Company wrote-off certain deferred tax assets related to net operating losses that will never be realized. As these deferred tax assets had a full valuation allowance recorded against them, the associated valuation allowance of \$0.2 million was released.

As a result of the losses incurred in 2012, the Company's U.S. entities are in a three year cumulative pretax loss position at December 31, 2012. A cumulative loss position is considered significant negative evidence in assessing the realizability of the Company's deferred tax assets, which includes deferred tax assets of \$8.2 million related to net operating loss and tax credit

carryforwards in the U.S. The Company has concluded that there is sufficient positive evidence to overcome this negative evidence. This positive evidence includes the fact that (i) the Company's three year cumulative pretax loss position includes \$16.6 million of litigation and settlement charges that are not expected to recur in the future and (ii) profitable U.S. operating forecasts, exclusive of tax planning strategies, that result in full utilization of the Company's net deferred tax assets by the end of 2017 based on the current projections. However, the Company's ability to realize these net U.S. deferred tax assets of \$19.3 million at December 31, 2012 is primarily dependent upon generating sufficient taxable income in future years. Management believes that there is sufficient objective and reliable evidence to support the realization of the recorded U.S. deferred tax assets as of December 31, 2012 based on the current projections of future pre-tax income. If actual results do not validate management's current projections of pre-tax income, management may be required to record a valuation allowance that could have a material impact on the Company's consolidated financial statements in future periods.

As of December 31, 2011, the Company concluded that it was not more-likely-than-not that a substantial portion of its Netherlands deferred tax assets would be realized and determined that it was appropriate to establish a valuation allowance of \$1.3 million against its Netherlands deferred tax assets. In making that determination, the Company considered the losses incurred in the Netherlands during 2011 and in prior years and the uncertainty regarding the future profitability of the Netherlands operations. The Company also concluded that it was not more-likely-than-not that a substantial portion of its deferred tax assets in certain other foreign jurisdictions would be realized and that an increase to the valuation allowance was necessary. In making that determination, the Company considered the losses incurred in these foreign jurisdictions during 2010, the current overall economic environment, and the uncertainty regarding the profitability of certain foreign operations currently in start-up phase. As a result, the Company recorded an increase in the deferred tax asset valuation allowance of approximately \$0.4 million.

The following is a summary of activities in the deferred tax asset valuation allowance for the fiscal years indicated:

	December 31,	
	2012	2011
	(In thousands)	
<b>Deferred Tax Valuation Allowance</b>		
Beginning Balance	\$ (2,741)	\$ (1,027)
Additions	(1,511)	(1,763)
Reductions	207	49
Ending Balance	<u>\$ (4,045)</u>	<u>\$ (2,741)</u>

As of December 31, 2012, the Company had federal and state net operating loss carryforwards for tax purposes of approximately \$46.8 million and \$43.1 million, respectively. As of December 31, 2011, the Company had federal and state net operating loss carryforwards for tax purposes of approximately \$50.8 million and \$36.9 million, respectively. These net operating loss carryforwards begin to expire in 2022 for federal income tax purposes and begin to expire in 2013 for state income tax purposes. At December 31, 2012, the Company had an aggregate net operating loss carryforward for tax purposes related to its foreign subsidiaries of \$30.7 million, which begins to expire in 2013. In addition, at December 31, 2012, the Company had alternative minimum tax credit carryforwards of \$1.3 million which can be carried forward indefinitely and research & development credit carryforwards of \$0.7 million which begin to expire in 2025.

The exercise of certain stock options and the vesting of certain restricted stock awards during the years ended December 31, 2012 and 2011 generated income tax deductions equal to the excess of the fair market value over the exercise price or grant date fair value, as applicable. The Company will not recognize a deferred tax asset with respect to the excess of tax over book stock compensation deductions until the tax deductions actually reduce current taxes payable. As such, the Company has not recorded a deferred tax asset in the accompanying financial statements related to the additional net operating losses generated from the windfall tax deductions associated with the exercise of these stock options and the vesting of the restricted stock awards. If and when the Company utilizes these net operating losses to reduce income taxes payable, the tax benefit will be recorded as an increase in additional paid-in capital. As of December 31, 2012 and December 31, 2011, the cumulative amounts of net operating losses relating to such option exercises and vesting events that have been included in the gross net operating loss carryforwards above are \$28.9 million and \$26.4 million, respectively. During the years ended December 31, 2012 and 2011, the Company recognized windfall tax benefits of approximately \$0.1 million and \$0.2 million, respectively, related to certain state and foreign tax jurisdictions, which were recorded as an increase to additional paid-in capital.

During the years ended December 31, 2012 and 2011, certain stock options were exercised and certain shares related to restricted stock awards vested at times when the Company's stock price was substantially lower than the fair value of those

shares at the time of grant. As a result, the income tax deduction related to such shares is less than the expense previously recognized for book purposes. Such shortfalls reduce additional paid-in capital to the extent relevant windfall tax benefits have been previously recognized. As described above, the Company recognized a portion of the windfall tax benefits in 2012 and recorded an increase to additional paid-in capital. Therefore, \$0.2 million of shortfalls has not been included in income tax expense but has reduced additional paid-in capital for the year ended December 31, 2012. The remaining impact of the shortfalls totaling \$0.4 million has been included in income tax expense. As of December 31, 2011, the Company recognized a portion of the windfall tax benefits and recorded an increase to additional paid-in capital. Therefore, the impact of the shortfalls totaling \$0.1 million was not included in income tax expense but reduced additional paid-in capital for the year ended December 31, 2011. Looking forward the Company cannot predict the stock compensation shortfall impact because of dependency upon future market price performance of our stock.

Under the provisions of Internal Revenue Code Section 382, certain substantial changes in the Company's ownership may result in a limitation on the amount of U.S. net operating loss carryforwards that could be utilized annually to offset future taxable income and taxes payable. A portion of the Company's net operating loss carryforwards are subject to an annual limitation under Section 382 of the Internal Revenue Code. We do not expect that this limitation will impact our ability to utilize all of our net operating losses prior to their expiration. Additionally, despite the net operating loss carryforwards, the Company may have a future tax liability due to alternative minimum tax, foreign tax or state tax requirements.

The Company intends to indefinitely reinvest the undistributed earnings from its foreign subsidiaries. As of December 31, 2012, the Company has not recorded U.S. income tax expense related to undistributed foreign earnings of approximately \$4.3 million.

For uncertain tax positions, the Company uses a more-likely-than-not recognition threshold based on the technical merits of the tax position taken. Tax positions that meet the more-likely-than-not recognition threshold are measured as the largest amount of tax benefits determined on a cumulative probability basis, which are more-likely-than-not to be realized upon ultimate settlement in the financial statements. As a result, the Company has unrecognized tax benefits, which are tax benefits related to uncertain tax positions which have been or will be reflected in income tax filings that have not been recognized in the financial statements due to potential adjustments by taxing authorities in the applicable jurisdictions. As of December 31, 2012, 2011 and 2010, the Company had unrecognized tax benefits of \$1.4 million, \$1.4 million and \$2.4 million, respectively, all of which would affect the Company's tax rate if recognized. The Company anticipates that approximately \$0.1 million of unrecognized tax benefits will reverse during the next year due to the filing of related tax returns and the expiration of statutes of limitation. The net decrease in the liability for unrecognized income tax benefits since the date of adoption resulted from the following:

	December 31,		
	2012	2011	2010
	(In thousands)		
Unrecognized tax benefits beginning balance	\$ 1,386	\$ 2,376	\$ 1,198
Increase related to tax positions of prior years	69	1	121
Increase related to acquired tax positions recorded through purchase accounting	—	1	997
Increase related to tax positions of the current year	4	17	60
Decrease related to tax positions of prior years	(27)	(959)	—
Decrease due to settlements	—	(42)	—
Decrease due to lapse in statutes of limitations	(14)	(8)	—
Unrecognized tax benefits ending balance	<u>\$ 1,418</u>	<u>\$ 1,386</u>	<u>\$ 2,376</u>

The Company recognizes interest and penalties related to income tax matters in income tax expense. As of December 31, 2012, the amount of accrued interest and penalties on unrecognized tax benefits was \$0.7 million. As of December 31, 2011, the amount of accrued interest and penalties on unrecognized tax benefits was \$0.6 million. The Company or one of its subsidiaries files income tax returns in the U.S. federal jurisdiction, and various states and foreign jurisdictions. For income tax returns filed by the Company, the Company is no longer subject to U.S. federal examinations by tax authorities for years before 2009 or state and local tax examinations by tax authorities for years before 2008, although tax attribute carryforwards generated prior to these years may still be adjusted upon examination by tax authorities.

## 10. Stockholders' Equity

### 1999 Stock Option Plan and 2007 Equity Incentive Plan

Prior to the effective date of the registration statement for the Company's initial public offering ("IPO") on June 26, 2007, eligible employees and non-employees were awarded options to purchase shares of the Company's common stock, restricted stock or restricted stock units pursuant to the Company's 1999 Stock Plan (the "1999 Plan"). Upon the effective date of the registration statement of the Company's IPO, the Company ceased using the 1999 Plan for the issuance of new equity awards. Upon the closing of the Company's IPO on July 2, 2007, the Company established its 2007 Equity Incentive Plan, as amended (the "2007 Plan" and together with the 1999 Plan, the "Plans"). The 1999 Plan will continue to govern the terms and conditions of outstanding awards granted thereunder, but no further shares are authorized for new awards under the 1999 Plan. As of December 31, 2012 and December 31, 2011, the Plans provided for the issuance of a maximum of approximately 8.5 million shares and 7.2 million shares, respectively, of common stock. In addition, the 2007 Plan provides for annual increases in the number of shares available for issuance thereunder on the first day of each fiscal year beginning with the 2008 fiscal year, equal to the lesser of: (i) 4% of the outstanding shares of the Company's common stock on the last day of the immediately preceding fiscal year; (ii) 1,800,000 shares; or (iii) such other amount as the Company's board of directors may determine. The vesting period of options granted under the Plans is determined by the Board of Directors, although, for service-based options the vesting has historically been generally ratably over a four-year period. Options generally expire 10 years from the date of the grant. Effective January 1, 2012, the shares available for grant increased 1,360,617 pursuant to the automatic share reserve increase provision under the Plans. Accordingly, as of December 31, 2012, a total of 2,785,161 shares were available for future grant under the 2007 Plan.

The Company determines the fair value of stock option awards using the Black-Scholes option-pricing formula and a single option award approach. The fair value of market-based stock options and restricted stock units is determined using a Monte Carlo simulation embedded in a lattice model. The fair value of restricted stock awards is based on the closing price of our common stock on the date of grant. The Company then amortizes the fair value of awards expected to vest on a ratable straight-line basis over the requisite service periods of the awards, which is generally the period from the grant date to the end of the vesting period.

During the three months ended March 31, 2012, the Company granted 210,000 time-based restricted stock awards to the Company's Chief Executive Officer that vest ratably over three years and 380,000 time-based restricted stock awards to members of executive management that vest ratably over four years. In addition, the Company granted its Chief Executive Officer 580,000 shares of the Company's common stock in the form of restricted stock and restricted stock units (the "Performance Award"). The Performance Award represents the maximum number of shares that can vest over a three year period. The Performance Awards will vest based on achievement of revenue and adjusted EBITDA goals during 2012, 2013 and 2014, with the revenue and adjusted EBITDA milestones each carrying a 50% weight. Assuming achievement of 100% of the target performance metrics in each case over a three-year period, the Chief Executive Officer would be eligible to vest in 290,000 total shares, and in any given year 96,666 shares. Assuming achievement of 200% of the target performance metrics in each case over a three-year period, the maximum number permitted under the arrangement, the Chief Executive Officer would be eligible to vest in 580,000 total shares, and in any given year, 193,334 shares. During the year ended December 31, 2012, no stock options were granted.

The following are the weighted-average assumptions used in valuing the stock options granted during the year ended December 31, 2010 and a discussion of the Company's assumptions. No stock options were issued during the years ended December 31, 2012 or December 31, 2011.

	Year Ended December 31, 2010 (In thousands)
Dividend yield	0.00%
Expected volatility	67.79%
Risk-free interest rate	2.90%
Expected life of options (in years)	2.00

*Dividend yield* — The Company has never declared or paid dividends on its common stock and has no plans to pay dividends in the foreseeable future.

*Expected volatility* — Volatility is a measure of the amount by which a financial variable such as a share price has fluctuated (historical volatility) or is expected to fluctuate (expected volatility) during a period. The expected volatility is

calculated based on the weekly closing price volatility of the Company's common stock for the period from its initial public offering until the grant date.

*Risk-free interest rate* — The Company used rates on the grant date of zero-coupon government bonds with maturities over periods covering the term of the awards, converted to continuously compounded forward rates.

*Expected life of the options* — This is the period of time that the options granted are expected to remain outstanding.

The weighted average grant date fair value of options granted during 2010 was \$18.21. No options were granted during 2011 or 2012. The total fair value of shares vested during the years ended December 31, 2012, 2011 and 2010 were less than \$0.1 million, \$0.1 million and \$0.1 million, respectively.

A summary of the Plans is presented below:

	Number of shares	Weighted- Average Exercise Price
Options outstanding December 31, 2009	993,279	\$ 2.11
Options granted	1,043,045	18.21
Options exercised	(308,084)	3.22
Options forfeited	(5,628)	9.65
Options expired	(9,447)	4.72
Options outstanding December 31, 2010	1,713,165	11.68
Options granted	—	—
Options exercised	(203,894)	1.82
Options forfeited	(82)	9.29
Options expired	(1,670)	5.91
Options outstanding December 31, 2011	1,507,519	13.02
Options granted	—	—
Options exercised	(367,234)	0.65
Options forfeited	(1,048,478)	18.12
Options expired	(1,255)	2.79
Options outstanding and exercisable at December 31, 2012	90,552	\$ 4.38

The following table summarizes information about options outstanding at December 31, 2012:

Range of Exercise Prices	Options Outstanding and Exercisable		
	Options Outstanding and Exercisable	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (Years)
\$0.25 - \$4.25	35,975	\$ 2.52	2.33
\$4.26 - \$7.50	44,445	\$ 4.80	3.16
\$7.51 - \$13.66	10,132	\$ 9.14	4.59
	90,552	\$ 4.38	2.99

The intrinsic value of exercised stock options is calculated based on the difference between the exercise price and the quoted market price of our common stock as of the close of the exercise date. The aggregate intrinsic value of options exercised for the years ended December 31, 2012, 2011 and 2010 was \$5.0 million, \$3.6 million and \$4.7 million, respectively. The aggregate intrinsic value for all options outstanding and exercisable under the Company's stock plans as of December 31, 2012 was \$0.9 million. The weighted average remaining contractual life for all options outstanding and exercisable under the Company's stock plans as of December 31, 2012 was 2.99 years. As of December 31, 2012, there is no unrecognized compensation expense related to non-vested stock options granted prior to that date.

Our nonvested stock awards are comprised of restricted stock and restricted stock units. The Company has a right of repurchase on such shares that lapse at a rate of twenty-five percent (25)% of the total shares awarded at each successive anniversary of the initial award date, provided that the employee continues to provide services to the Company. In the event that an employee terminates their employment with the Company, any shares that remain unvested and consequently subject to the right of repurchase shall be automatically reacquired by the Company at the original cash purchase price paid by the employee, if any. During the year ended December 31, 2012, 233,903 forfeited shares of restricted stock have been repurchased by the Company at no cost and subsequently retired. A summary of the status for nonvested stock awards as of December 31, 2012 is presented as follows:

Nonvested Stock Awards	Restricted Stock	Restricted Stock Units	Number of Shares Underlying Awards	Weighted Average Grant-Date Fair Value
Nonvested at December 31, 2009	1,599,283	186,819	1,786,102	\$ 13.11
Granted	991,379	333,153	1,324,532	17.13
Vested	(856,964)	(88,559)	(945,523)	13.75
Forfeited	(142,176)	(26,342)	(168,518)	13.67
Nonvested at December 31, 2010	1,591,522	405,071	1,996,593	\$ 15.43
Granted	681,674	243,983	925,657	25.39
Vested	(751,873)	(116,863)	(868,736)	16.01
Forfeited	(135,903)	(113,097)	(249,000)	19.02
Nonvested at December 31, 2011	1,385,420	419,094	1,804,514	\$ 19.75
Granted	1,706,900	445,368	2,152,268	20.84
Vested	(888,707)	(168,215)	(1,056,922)	18.81
Forfeited	(233,903)	(229,423)	(463,326)	21.34
Nonvested at December 31, 2012	1,969,710	466,824	2,436,534	\$ 20.82

The aggregate intrinsic value for all non-vested shares of restricted common stock and restricted stock units outstanding as of December 31, 2012 was \$33.6 million. The weighted average remaining contractual life for all non-vested shares of restricted common stock and restricted stock units as of December 31, 2012 was 1.18 years.

We granted nonvested stock awards at no cost to recipients during the years ended December 31, 2012, 2011 and 2010. As of December 31, 2012, total unrecognized compensation expense related to non-vested restricted stock and restricted stock units was \$25.7 million, which the Company expects to recognize over a weighted average period of approximately 1.24 years. Total unrecognized compensation expense may be increased or decreased in future periods for subsequent grants or forfeitures.

Of the 1,056,922 shares of the Company's restricted stock and restricted stock units vesting during the year ended December 31, 2012, the Company repurchased 364,345 shares at an aggregate purchase price of approximately \$7.4 million pursuant to the stockholder's right under the Plans to elect to use common stock to satisfy tax withholding obligations. The repurchased shares were subsequently retired.

#### **Common Stock Warrants**

As of December 31, 2011, a warrant to purchase 24,375 shares of common stock was outstanding. During the quarter ended June 30, 2012, this warrant was completely exercised on a net basis. As a result, the Company issued 19,895 shares of common stock and received no cash upon the exercise of the warrant.

#### **Shares Reserved for Issuance**

At December 31, 2012, the Company had reserved for future issuance the following shares of common stock upon the exercise of options and warrants:

Common stock available for future issuances under the Plans	2,785,161
Common stock reserved for outstanding options and restricted stock units	557,376
	<u>3,342,537</u>

**Unregistered Sales of Equity Securities**

On December 20, 2011, in connection with the execution of the Settlement Documents, as more fully described in footnote 9, the Company issued a total of 974,358 unregistered shares of comScore common stock as consideration.

On August 11, 2011, in connection with its purchase of all the outstanding capital stock of AdXpose, the Company issued a total of 982,285 unregistered shares of comScore common stock as consideration for such acquisition.

On July 1, 2010, in connection with its purchase of all the outstanding capital stock of Nexius, the Company issued a total of 158,070 unregistered shares of comScore common stock as partial consideration for such acquisition.

On August 31, 2010, in connection with its purchase of all of the outstanding capital stock of Nedstat, the Company issued a total of 58,045 shares of common stock to two key employee shareholders of Nedstat. These shares were issued pursuant to the terms of Stock Purchase Agreements based on the purchase of such number of shares equal to 30% of such shareholders' respective consideration received in the acquisition of Nedstat by the Company.

**11. Employee Benefit Plans**

The Company has a 401(k) Plan for the benefit of all U.S. employees who meet certain eligibility requirements. This plan covers substantially all of the Company's full-time U.S. employees. The Company made approximately \$0.5 million, \$0.4 million and \$0.3 million in contributions to the 401(k) Plan for the years ended December 31, 2012, 2011 and 2010, respectively.

**12. Geographic Information**

The Company attributes revenues to customers based on the location of the customer. The composition of the Company's sales to unaffiliated customers between those in the United States and those in other locations for each year is set forth below:

	Year Ended December 31,		
	2012	2011	2010
	(In thousands)		
United States	\$ 183,380	\$ 172,311	\$ 142,312
Europe	43,456	35,797	15,813
Canada	11,625	9,859	7,968
Other	16,732	14,425	8,906
<b>Total Revenues</b>	<b>\$ 255,193</b>	<b>\$ 232,392</b>	<b>\$ 174,999</b>

The composition of the Company's property and equipment between those in the United States and those in other countries as of the end of each year is set forth below:

	December 31,	
	2012	2011
	(In thousands)	
United States	\$ 24,810	\$ 22,834
Europe	5,477	4,526
Canada	291	344
Other	840	568
<b>Total</b>	<b>\$ 31,418</b>	<b>\$ 28,272</b>

**13. Quarterly Financial Information (Unaudited)**

	2012			
	First	Second	Third	Fourth
	(In thousands, except share and per share data)			
Revenues	\$ 62,275	\$ 60,291	\$ 64,273	\$ 68,354
Cost of revenues (1)	20,401	20,371	21,933	23,674
Selling and marketing (1)	21,345	22,235	22,928	25,341
Research and development (1)	8,036	8,267	8,963	8,728
General and administrative (1)	9,106	9,725	9,400	9,903
Amortization of intangible assets	2,320	2,302	2,385	2,282
Impairment of intangible assets	—	3,349	—	—
Total expenses from operations	61,208	66,249	65,609	69,928
Income (loss) from operations	1,067	(5,958)	(1,336)	(1,574)
Interest and other (expense) income, net	(198)	(169)	(174)	(329)
Gain (loss) from foreign currency transactions	(263)	(304)	(205)	28
Income (loss) before income taxes	606	(6,431)	(1,715)	(1,875)
Benefit (provision) for income taxes	(1,077)	(156)	(1,403)	262
Net loss	\$ (471)	\$ (6,587)	\$ (3,118)	\$ (1,613)
Net loss available to common stockholders per common share:				
Basic	\$ (0.01)	\$ (0.20)	\$ (0.09)	\$ (0.05)
Diluted	\$ (0.01)	\$ (0.20)	\$ (0.09)	\$ (0.05)
Weighted-average number of shares used in per share calculations:				
Basic	32,889,119	33,189,994	33,470,628	33,705,129
Diluted	32,889,119	33,189,994	33,470,628	33,705,129
(1) Amortization of stock-based compensation is included in the line items above as follows				
Cost of revenues	\$ 551	\$ 653	\$ 636	\$ 641
Selling and marketing	2,183	3,001	3,113	3,986
Research and development	405	485	504	525
General and administrative	1,951	2,200	1,911	2,151

**2011**

	<b>First</b>	<b>Second</b>	<b>Third</b>	<b>Fourth</b>
	(In thousands, except share and per share data)			
Revenues	\$ 52,952	\$ 58,095	\$ 58,759	\$ 62,586
Cost of revenues (1)	17,139	19,302	19,560	19,102
Selling and marketing (1)	18,169	19,717	20,330	20,073
Research and development (1)	7,899	8,833	9,219	8,099
General and administrative (1)	10,318	13,977	12,568	11,651
Amortization of intangible assets	1,994	2,434	2,458	2,415
Settlement of litigation	—	—	—	5,175
Total expenses from operations	55,519	64,263	64,135	66,515
Loss from operations	(2,567)	(6,168)	(5,376)	(3,929)
Interest and other (expense) income, net	(89)	(124)	(143)	(169)
Gain (loss) from foreign currency transactions	150	102	(342)	(320)
Gain on sale of marketable securities	—	—	211	—
Loss before income taxes	(2,506)	(6,190)	(5,650)	(4,418)
Benefit (provision) for income taxes	2,172	(2,039)	1,712	1,129
Net loss	\$ (334)	\$ (8,229)	\$ (3,938)	\$ (3,289)
Net loss available to common stockholders per common share:				
Basic	\$ (0.01)	\$ (0.26)	\$ (0.12)	\$ (0.10)
Diluted	\$ (0.01)	\$ (0.26)	\$ (0.12)	\$ (0.10)
Weighted-average number of shares used in per share calculations:				
Basic	31,656,904	31,832,105	32,492,939	33,159,350
Diluted	31,656,904	31,832,105	32,492,939	33,159,350

(1) Amortization of stock-based compensation is included in the line items above as follows

Cost of revenues	\$ 462	\$ 605	\$ 514	\$ 395
Selling and marketing	1,953	2,066	2,291	2,202
Research and development	431	627	536	394
General and administrative	2,678	2,208	2,069	1,829

**ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

None.

**ITEM 9A. CONTROLS AND PROCEDURES**

**Evaluation of Disclosure Controls and Procedures**

Our Chief Executive Officer and our Chief Financial Officer, after evaluating the effectiveness of our disclosure controls and procedures (as defined in Securities Exchange Act of 1934 (the “Exchange Act”) Rules 13a-15(e) and 15d-15(e)) as of the end of the period covered by this report (the “Evaluation Date”), have concluded that as of the Evaluation Date, our disclosure controls and procedures are effective, in all material respects, to ensure that information required to be disclosed in the reports that we file and submit under the Exchange Act (i) is recorded, processed, summarized and reported as and when required and (ii) is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

**Changes in Internal Control Over Financial Reporting**

There were no changes in our internal control over financial reporting that occurred during the fourth quarter of 2012 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**Management’s Annual Report on Internal Control over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f) and 15d-15(f). Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting as of December 31, 2012, based on the guidelines established in Internal Control — Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Our internal control over financial reporting includes policies and procedures that provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external reporting purposes in accordance with U.S. generally accepted accounting principles. Based on that evaluation, management concluded that our internal control over financial reporting was effective at December 31, 2012.

Ernst & Young LLP, an independent registered public accounting firm, which audits our consolidated financial statements, has issued an attestation report on the effectiveness of our internal control over financial reporting as of December 31, 2012 included at the end of this section.

**Report of Independent Registered Public Accounting Firm**

**The Board of Directors and Stockholders of comScore, Inc.**

We have audited comScore, Inc.'s internal control over financial reporting as of December 31, 2012, based on criteria established in Internal Control — Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO criteria). comScore, Inc.'s management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Annual Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, comScore, Inc. maintained, in all material respects, effective internal control over financial reporting as of December 31, 2012, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of comScore, Inc. as of December 31, 2012 and 2011, and the related consolidated statements of operations and comprehensive income (loss), stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2012 of comScore, Inc. and our report dated February 20, 2013 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

McLean, Virginia  
February 20, 2013

**ITEM 9B. OTHER INFORMATION**

None

**PART III****ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

The information required by Item 10 of Form 10-K is incorporated by reference to our Proxy Statement for the 2013 Annual Meeting of Stockholders, anticipated to be filed with the SEC within 120 days after the end of the fiscal year ended December 31, 2012. Certain information required by this item concerning our executive officers is set forth in Part I, Item 1 of this Annual Report on Form 10-K under "Executive Officers of the Registrant".

**ITEM 11. EXECUTIVE COMPENSATION**

The information required by Item 11 of Form 10-K is incorporated by reference to our Proxy Statement for the 2013 Annual Meeting of Stockholders, anticipated to be filed with the SEC within 120 days after the end of the fiscal year ended December 31, 2012.

**ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

The information required by Item 12 of Form 10-K is incorporated by reference to our Proxy Statement for the 2013 Annual Meeting of Stockholders, anticipated to be filed with the SEC within 120 days after the end of the fiscal year ended December 31, 2012.

**EQUITY COMPENSATION PLANS**

The following table summarizes our equity compensation plans as of December 31, 2012:

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (a)	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights (b)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) (c)	
Equity compensation plans approved by security holders	557,376	\$ 4.38	2,785,161	(1)
Equity compensation plans not approved by security holders	—	—	—	
<b>Total</b>	<b>557,376</b>	<b>\$ 4.38</b>	<b>2,785,161</b>	

(1) Our 2007 Equity Incentive Plan provides for annual increases in the number of shares available for issuance thereunder on the first day of each fiscal year, beginning with our 2008 fiscal year, equal to the lesser of: (i) 4% of the outstanding shares of our common stock on the last day of the immediately preceding fiscal year; (ii) 1,800,000 shares; or (iii) such other amount as our board of directors may determine.

**ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE**

The information required by Item 13 of Form 10-K is incorporated by reference to our Proxy Statement for the 2013 Annual Meeting of Stockholders, anticipated to be filed with the SEC within 120 days after the end of the fiscal year ended December 31, 2012.

**ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES**

The information required by Item 14 of Form 10-K is incorporated by reference to our Proxy Statement for the 2013 Annual Meeting of Stockholders, anticipated to be filed with the SEC within 120 days after the end of the fiscal year ended December 31, 2012.

**PART IV**

**ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES**

(a) The following documents are filed as part of this Annual Report on Form 10-K:

(1) Financial Statements. See Index to Consolidated Financial Statements at Item 8 of this Report on Form 10-K.

(2) All other schedules are omitted as the required information is inapplicable or the information is presented in the Consolidated Financial Statements and notes thereto in Item 8 of Part II of this Annual Report on Form 10-K.

(3) Exhibits. The exhibits filed as part of this report are listed under “Exhibits” at subsection (b) of this Item 15.

(b) Exhibits

## EXHIBIT INDEX

<b>Exhibit No.</b>	<b>Exhibit Document</b>
3 .1(1)	Amended and Restated Certificate of Incorporation of the Registrant (Exhibit 3.3)
3 .2(1)	Amended and Restated Bylaws of the Registrant (Exhibit 3.4)
4 .1(1)	Specimen Common Stock Certificate (Exhibit 4.1)
4.2(1)	Fourth Amended and Restated Investor Rights Agreement by and among comScore Networks, Inc. and certain holders of preferred stock, dated August 1, 2003 (Exhibit 4.2)
10 .1(1)	Form of Indemnification Agreement for directors and executive officers (Exhibit 10.1)
10 .2(2)	1999 Stock Plan (Exhibit 4.2)
10 .3(1)	Form of Stock Option Agreement under 1999 Stock Plan (Exhibit 10.3)
10 .4(1)	Form of Notice of Grant of Restricted Stock Purchase Right under 1999 Stock Plan (Exhibit 10.4)
10 .5(1)	Form of Notice of Grant of Restricted Stock Units under 1999 Stock Plan (Exhibit 10.5)
10 .6(3)	2007 Equity Incentive Plan, as amended and restated June 8, 2011 (Exhibit 10.1)
10 .7(1)	Form of Notice of Grant of Stock Option under 2007 Equity Incentive Plan (Exhibit 10.7)
10 .8(1)	Form of Notice of Grant of Restricted Stock under 2007 Equity Incentive Plan (Exhibit 10.8)
10 .9(1)	Form of Notice of Grant of Restricted Stock Units under 2007 Equity Incentive Plan (Exhibit 10.9)
10 .10(1)	Stock Option Agreement with Magid M. Abraham, dated December 16, 2003 (Exhibit 10.10)
10 .11(1)	Stock Option Agreement with Gian M. Fulgoni, dated December 16, 2003 (Exhibit 10.11)
10 .12(4)	Deed of Lease between South of Market LLC (as Landlord) and comScore, Inc. (as Tenant), dated December 21, 2007 (Exhibit 10.1)
10 .14(5)	Summary of 2009 Executive Compensation Bonus Policy (Exhibit 10.22)
10 .15(6)	Letter Agreement with Kenneth J. Tarpey, dated April 1, 2009 (Exhibit 10.1)
10 .16(3)	Letter Agreement with John M. Green, dated May 20, 2009 (Exhibit 10.2)
10 .17(7)	Summary of 2011 Executive Compensation Bonus Policy (Exhibit 10.1)
10 .18(8)	Credit and Security Agreement by and between comScore, Inc. and Bank of America, N.A. dated June 30, 2011 (Exhibit 10.2)

<b>Exhibit No.</b>	<b>Exhibit Document</b>
10 .19(9)	Patent Purchase, License and Settlement Agreement by and among the Company, Nielsen and NetRatings dated December 20, 2011 (Exhibit 10.1)
10 .20(9)	Purchase Agreement by and among the Company and Nielsen dated December 20, 2011(Exhibit 10.2)
10 .21(9)	Voting Agreement by and among the Company and Nielsen dated December 20, 2011 (Exhibit 10.3)
10.22 (10)	Summary of 2012 Executive Compensation Bonus Policy
21 .1	List of Subsidiaries
23 .1	Consent of Ernst & Young
24 .1	Power of Attorney (see signature page)
31 .1	Certification of the Chief Executive Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31 .2	Certification of the Chief Financial Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32 .1	Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32 .2	Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.1	XBRL Instance Document+
101.2	XBRL Taxonomy Extension Schema Document+
101.3	XBRL Taxonomy Extension Calculation Linkbase Document+
101.4	XBRL Taxonomy Extension Definition Linkbase Document+
101.5	XBRL Taxonomy Extension Label Linkbase Document+
101.6	XBRL Taxonomy Extension Presentation Linkbase Document+

+ XBRL (Extensible Business Reporting Language) information is furnished and not filed herewith, is not a part of a registration statement or Prospectus for purposes of sections 11 or 12 of the Securities Act of 1933, is deemed not filed for purposes of section 18 of the Securities Exchange Act of 1934, and otherwise is not subject to liability under these sections.

- (1) Incorporated by reference to the exhibits to the Registrant's Registration Statement on Form S-1, as amended, dated June 26, 2007 (No. 333-141740). The number given in parentheses indicates the corresponding exhibit number in such Form S-1.
- (2) Incorporated by reference to the exhibits to the Registrant's Registration Statement on Form S-8, as amended, dated July 2, 2007 (No. 333-144281). The number given in parentheses indicates the corresponding exhibit number in such Form S-8.
- (3) Incorporated by reference to the exhibits to the Registrant's Current Report on Form 8-K, filed July 27, 2011 (File No. 001-33520). The number given in parentheses indicates the corresponding exhibit number in such Form 8-K
- (4) Incorporated by reference to the exhibits to the Registrant's Current Report on Form 8-K, filed February 5, 2008 (File No. 001-33520). The number given in parentheses indicates the corresponding exhibit number in such Form 8-K.
- (5) Incorporated by reference to the exhibit to the Registrant's Annual Report on Form 10-K, filed March 16, 2009 (File No. 001-33520). The number given in parentheses indicates the corresponding exhibit number in such Form 10-K.
- (6) Incorporated by reference to the exhibit to the Registrant's Current Report on Form 8-K, filed April 20, 2009 (File No. 001-33520). The number given in parentheses indicates the corresponding exhibit number in such Form 8-K.

- (7) Incorporated by reference to the exhibit to the Registrant's Current Report on Form 8-K, filed May 2, 2011 (File No. 001-33520). The number given in parentheses indicates the corresponding exhibit number in such Form 8-K.
- (8) Incorporated by reference to the exhibits to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2011, filed August 9, 2011 (File No. 001-33520). The number given in parentheses indicates the corresponding exhibit number in such Form 10-Q.
- (9) Incorporated by reference to the exhibit to the Registrant's Current Report on Form 8-K, filed December 21, 2011 (File No. 001-33520). The number given in parentheses indicates the corresponding exhibit number in such Form 8-K.
- (10) Incorporated by reference to the exhibit to the Registrant's Current Report on Form 8-K, filed April 4, 2012 (File No. 001-33520). The number given in parentheses indicates the corresponding exhibit number in such Form 8-K.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

COMSCORE, INC.

By: /s/ MAGID M. ABRAHAM, PH.D.

Magid M. Abraham, Ph.D.  
President, Chief Executive  
Officer and Director

February 20, 2013

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Magid M. Abraham, Ph.D. and Kenneth J. Tarpey, and each of them acting individually, as his true and lawful attorneys-in-fact and agents, with full power of each to act alone, with full powers of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments to this Annual Report on Form 10-K with all exhibits thereto and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, with full power of each to act alone, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully for all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or his or their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ MAGID M. ABRAHAM, PH.D.</u> Magid M. Abraham, Ph.D.	President, Chief Executive Officer and Director (Principal Executive Officer)	February 20, 2013
<u>/s/ KENNETH J. TARPEY</u> Kenneth J. Tarpey	Chief Financial Officer (Principal Financial and Accounting Officer)	February 20, 2013
<u>/s/ GIAN M. FULGONI</u> Gian M. Fulgoni	Executive Chairman of the Board of Directors	February 20, 2013
<u>/s/ GARETH CHANG</u> Gareth Chang	Director	February 20, 2013
<u>/s/ JEFFREY GANEK</u> Jeffrey Ganek	Director	February 20, 2013
<u>/s/ WILLIAM J. HENDERSON</u> William J. Henderson	Director	February 20, 2013
<u>/s/ WILLIAM KATZ</u> William Katz	Director	February 20, 2013
<u>/s/ RONALD J. KORN</u> Ronald J. Korn	Director	February 20, 2013
<u>/s/ JARL MOHN</u> Jarl Mohn	Director	February 20, 2013

Name of Subsidiary	Jurisdiction of Incorporation
comScore, B.V.	Netherlands
CSWS, Inc.	Virginia, U.S.A.
CS Adxpose, L.L.C.	Delaware, U.S.A.
RSC The Quality Measurement Company	Indiana, U.S.A.

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the following Registration Statements:

- (1) Registration Statement (Form S-8 No. 333-144281) pertaining to the 1999 Stock Plan and the 2007 Equity Incentive Plan of comScore, Inc.;
- (2) Registration Statement (Form S-8 No. 333-155355) pertaining to the 2007 Equity Incentive Plan of comScore, Inc.;
- (3) Registration Statement (Form S-8 No. 333-159126) pertaining to the 2007 Equity Incentive Plan of comScore, Inc.;
- (4) Registration Statement (Form S-8 No. 333-166349) pertaining to the 2007 Equity Incentive Plan of comScore, Inc.;
- (5) Registration Statement (Form S-8 No. 333-172838) pertaining to the 2007 Equity Incentive Plan, as amended and restated, of comScore, Inc.;
- (6) Registration statement (Form S-8, No. 333-179625) pertaining to the 2007 Equity Incentive Plan, as amended and restated, of comScore, Inc.; and
- (7) Registration Statement (Form S-3 No. 333-166350) for the registration of common stock, preferred stock, warrants and debt securities of comScore, Inc.

of our reports dated February 20, 2013, with respect to the consolidated financial statements of comScore, Inc. and the effectiveness of internal control over financial reporting of comScore, Inc., included in this Annual Report (Form 10-K) for the year ended December 31, 2012.

/s/ Ernst & Young LLP

McLean, Virginia  
February 20, 2013

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Magid M. Abraham, certify that:

1. I have reviewed this annual report on Form 10-K of comScore, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

/s/ MAGID M. ABRAHAM, PH.D.

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Magid M. Abraham, Ph. D.

President, Chief Executive Officer and Director

Date: February 20, 2013

**CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Kenneth J. Tarpey, certify that:

1. I have reviewed this annual report on Form 10-K of comScore, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

/s/ KENNETH J. TARPEY

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Kenneth J. Tarpey  
Chief Financial Officer

Date: February 20, 2013

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the annual report of comScore, Inc. (the "Company") on Form 10-K for the period ending December 31, 2012 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Magid M. Abraham, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ MAGID M. ABRAHAM, PH.D.

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Magid M. Abraham, Ph. D.

President, Chief Executive Officer and Director

February 20, 2013

**CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the annual report of comScore, Inc. (the "Company") on Form 10-K for the period ending December 31, 2012 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Kenneth J. Tarpey, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ KENNETH J. TARPEY

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Kenneth J. Tarpey

Chief Financial Officer

February 20, 2013