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

FORM 8-K

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

Date of Report (Date of earliest event reported): October 31, 2007

comScore, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation)

000-1158172

(Commission File Number)

54-19555550

(IRS Employer
Identification No.)

**11465 Sunset Hills Road
Suite 200**

Reston, Virginia 20190

(Address of principal executive offices, including zip code)

(703) 438-2000

(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-
-

Item 8.01. Other Events.

Attached hereto as Exhibit 99.1 and incorporated by reference herein is a press release issued by comScore, Inc. (the “Company”) announcing the Company’s filing of a registration statement on Form S-1 in connection with a proposed public offering of its common stock.

The information in this Form 8-K and the exhibit attached hereto is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filing.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated October 31, 2007, announcing comScore, Inc’s filing of a registration statement on Form S-1 in connection with a proposed public offering of its common stock

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

comScore, Inc.

By: /s/ John M. Green

John M. Green

Chief Financial Officer

Date: October 31, 2007

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated October 31, 2007, announcing comScore, Inc's filing of a registration statement on Form S-1 in connection with a proposed public offering of its common stock

comScore, Inc. Files Registration Statement for Follow-On Public Offering of Common Stock

RESTON, Virginia, October 31, 2007 - comScore, Inc. (NASDAQ: SCOR) today announced that it has filed a registration statement on Form S-1 with the U.S. Securities and Exchange Commission relating to the proposed underwritten public offering of 6,133,026 shares of its common stock. The offered shares will be sold by comScore and certain of its stockholders.

Credit Suisse Securities (USA) LLC will act as sole book-running manager for the offering. In addition, Deutsche Bank Securities Inc. and Jefferies & Company Inc. will act as joint lead managers for the offering, and William Blair & Company, L.L.C., Friedman, Billings, Ramsey & Co., Inc., Needham & Company, LLC, ThinkEquity Partners LLC and Signal Hill Capital Group LLC will act as co-managers for the offering. The underwriters have an option to purchase up to 919,954 additional shares of common stock to cover over-allotments, if any.

Copies of the preliminary prospectus for the offering, when available, may be obtained from Credit Suisse Securities (USA) LLC, Prospectus Department, One Madison Avenue, New York, NY 10010, telephone 800-221-1037.

A registration statement relating to these securities has been filed with the U.S. Securities and Exchange Commission but has not yet become effective. These securities may not be sold nor may offers to buy be accepted prior to the time that the registration statement for such securities becomes effective.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

Cautionary Statement

Statements contained in this press release that are not historical facts are “forward-looking” statements within the meaning of the federal securities laws. Forward-looking statements, including statements regarding the completion of the proposed public offering and any of the terms thereof, are uncertain and subject to a variety of risks that could cause actual results to differ materially from those expected by comScore. You should consider the risk factors identified in the registration statement and in comScore’s filings with the U.S. Securities and Exchange Commission, including its Form 10-Q and in other SEC filings. comScore undertakes no obligation to revise or update any forward-looking statements in order to reflect events or circumstances that may arise after the date of this release.