

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 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): August 12, 2019**

**comScore, Inc.**

(Exact Name of Registrant as Specified in its Charter)

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

**001-33520**  
(Commission  
File Number)

**54-1955550**  
(IRS Employer  
Identification Number)

**11950 Democracy Drive  
Suite 600  
Reston, Virginia 20190**  
(Address of Principal Executive Offices)  
(Zip Code)

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

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

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

<u>Title of Each Class</u>	<u>Trading Symbol</u>	<u>Name of Each Exchange on Which Registered</u>
<b>Common Stock, par value \$0.001 per share</b>	<b>SCOR</b>	<b>NASDAQ Global Select Market</b>

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

On August 12, 2019, Paul Reilly, then a Class I member of the Board of Directors (the “Board”) of comScore, Inc. (the “Company”), the Chair of the Audit Committee of the Board and a member of the Compensation Committee of the Board, notified the Company of his resignation as director, effective immediately. Mr. Reilly sent an email to the Chairman of the Board regarding his resignation, a copy of which is attached hereto as Exhibit 17.1, and indicating that he does not believe the Company’s operating strategy is progressing fast enough, specifically in innovation and product development.

The Company has provided Mr. Reilly with a copy of the foregoing disclosure and provided him the opportunity to furnish the Company as promptly as possible with a letter stating whether he agrees with the statements made by the Company in response to this Item and, if not, stating the respects in which he does not agree.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits.**

<u>Exhibit No.</u>	<u>Description</u>
17.1	<a href="#">Email from Paul Reilly, dated August 12, 2019</a>
101.INS	XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document
101.SCH	Inline XBRL Taxonomy Extension Schema Document
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File - the cover page iXBRL tags are embedded within the Inline XBRL document

**SIGNATURES**

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

**COMSCORE, INC.**

By: /s/ Carol A. DiBattiste  
Carol A. DiBattiste  
General Counsel & Chief Compliance, Privacy and  
People Officer

Dated: August 14, 2019

Comscore, Inc.  
11950 Democracy Drive  
Suite 600  
Reston, Virginia 20190  
Attention: Brent Rosenthal, Non-Executive Chairman

Ladies and gentlemen:

I hereby resign as a member of the Board of Directors of Comscore, Inc. (the "Company") effective immediately. I do not believe the Company's go forward operating strategy, in general, is progressing fast enough and specifically in innovation and product development.

Yours truly,  
Paul J. Reilly