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): January 25, 2016

comScore, Inc.
(Exact name of registrant as specified in its charter)

Delaware	**001-33520**	**54-1955550**
(State or other jurisdiction of incorporation)	**(Commission File Number)**	**(IRS Employer Identification No.)**

11950 Democracy Drive
Suite 600
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):

x Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.01. Completion of Acquisition or Disposition of Assets.

comScore, Inc., a Delaware corporation (“comScore”) and certain of its subsidiaries (collectively, the “Company”), entered into an asset purchase agreement dated November 5, 2015 (the “Agreement”) with Adobe Systems Incorporated, (a Delaware corporation) and certain of its subsidiaries (collectively, “Buyer”). Pursuant to the Agreement, the Company agreed (upon the terms and subject to the conditions set forth in the Agreement) to sell or exclusively license certain assets, rights and properties primarily or exclusively used in or necessary for, or which primarily or exclusively relate to, the Company’s Digital Analytix business (the “Business” or "DAx"), including certain exclusively Business-related agreements with customers and certain intellectual property (the “Purchased Assets”). The Company will continue to employ the personnel needed to operate the Purchased Assets and will provide support to Buyer pursuant to a transition service agreement for a three-year term.

The Agreement contains various representations, warranties, pre-closing and post-closing covenants, closing conditions, termination rights, indemnification obligations and other provisions, including those customary for a transaction of this nature, including, among others, the Company’s covenant not to compete with the Business, which is subject to certain limitations.

On January 21, 2016, the sale of the Business was completed pursuant to the Agreement (the “Disposition”), and in consideration for the Purchased Assets, Buyer paid $45 million cash to the Company, which amount is subject to adjustments for claims for indemnification by Buyer pursuant to the terms of the Agreement.

The foregoing description of the Agreement and the transactions consummated pursuant to the Agreement does not purport to be complete and is qualified in its entirety by reference to the Agreement, which was filed as Exhibit 2.1 to comScore’s Current Report on Form 8-K filed with the SEC on November 6, 2015 and is incorporated herein by reference.

The Agreement is incorporated by reference as an exhibit to this Current Report on Form 8-K in order to provide investors and security holders with information regarding its terms. It is not intended to provide any other information (including any factual information) about the parties thereto or their respective subsidiaries and affiliates. The representations, warranties and covenants contained in the Agreement were made only for purposes of that agreement and as of specific dates, were solely for the benefit of the parties thereto, may be subject to limitations agreed upon by such parties, including being qualified by documents filed with the Securities and Exchange Commission (the “SEC”) or by confidential disclosures made for the purposes of allocating contractual risk between the parties thereto instead of establishing these matters as facts, and may be subject to standards of materiality applicable to the contracting parties that differ from those applicable to investors and security holders. Investors should not rely on the representations, warranties and covenants or any descriptions thereof as characterizations of the actual state of facts or condition of the parties or any of their subsidiaries or affiliates. Moreover, information concerning the subject matter of the representations and warranties may have changed after the date of the Agreement, which subsequent information may or may not be fully reflected in comScore’s public disclosures. The Agreement should not be read alone, but should instead be read in conjunction with the other information regarding comScore that is or will be contained in, or incorporated by reference into, the Forms 10-K, Forms 10-Q, Forms 8-K, proxy statements and other documents that comScore have filed, or will file, with the SEC.

Item 9.01 Financial Statements and Exhibits.

(b) Pro forma financial information

The unaudited pro forma consolidated financial information of the Company for the year ended December 31, 2014 and as of and for the nine months ended September 30, 2015, giving effect to the Disposition, is filed herewith as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference herein.

In addition, the unaudited pro forma consolidated financial information of the Company for the year ended December 31, 2014 and as of and for the nine months ended September 30, 2015, giving effect to both the Disposition and the pending acquisition of Rentrak Corporation by the Company (as further described in the Company’s Registration Statement on Form S-4 (File No. 333-207714))(the “Pending Acquisition”), is filed herewith as Exhibit 99.2 to this Current Report on Form 8-K and is incorporated by reference herein.

(d) Exhibits.

Exhibit No.	Description
2.1(1)*	Asset Purchase Agreement, dated as of November 5, 2015, by and among Adobe Systems Incorporated, Adobe Software Trading Company Limited, Adobe Systems Software Ireland Limited, comScore, Inc., comScore B.V., and CSWorldnet International C.V. (Exhibit 2.1)
99.1	comScore, Inc. unaudited pro forma consolidated financial information for the year ended December 31, 2014 and as of and for the year ended September 30, 2015 giving effect to the Disposition.
99.2	comScore, Inc. unaudited pro forma consolidated financial information for the year ended December 31, 2014 and as of and for the year ended September 30, 2015 giving effect to the Disposition and the Pending Acquisition.

* The registrant has omitted certain immaterial schedules and exhibits to this exhibit pursuant to the provisions of Regulation S-K, Item 601(b)(2). The schedule of exhibits omitted is included with such agreement. The registrant shall supplementally furnish a copy of any of the omitted schedules to the SEC upon request.

(1) Incorporated by reference to exhibit filed with comScore, Inc.'s Current Report on Form 8-K filed on November 6, 2015 (File No. 001-33520). The number given in parentheses indicates the corresponding exhibit number in such filing.

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/ Melvin Wesley

Melvin Wesley III
Chief Financial Officer

Date: January 25, 2016

EXHIBIT INDEX

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* The registrant has omitted certain immaterial schedules and exhibits to this exhibit pursuant to the provisions of Regulation S-K, Item 601(b)(2). The schedule of exhibits omitted is included with such agreement. The registrant shall supplementally furnish a copy of any of the omitted schedules to the SEC upon request.

(1) Incorporated by reference to exhibit filed with comScore, Inc.'s Current Report on Form 8-K filed on November 6, 2015 (File No. 001-33520). The number given in parentheses indicates the corresponding exhibit number in such filing.

Exhibit 99.1

Unaudited Pro Forma Financial Information

comScore, Inc., a Delaware corporation ("comScore") and certain of its subsidiaries (collectively, the "Company"), entered into an asset purchase agreement dated November 5, 2015 (the "Agreement") with Adobe Systems Incorporated, a Delaware corporation and certain of its subsidiaries (collectively, "Buyer"). Pursuant to the Agreement, the Company agreed (upon the terms and subject to the conditions set forth in the Agreement) to sell or exclusively license certain assets, rights and properties primarily or exclusively used in or necessary for, or which primarily or exclusively relate to, the Company's Digital Analytix business (the "Business"), including certain exclusively Business-related agreements with customers and certain intellectual property (the "Purchased Assets"). The Company will continue to employ the personnel needed to operate the Purchased Assets and will provide support to Buyer pursuant to a transition service agreement for a term to be agreed by the parties, currently contemplated to be up to three years following the closing for certain services.

In consideration for the purchase of the Purchased Assets, Buyer agreed (upon the terms and subject to the conditions set forth in the Agreement) to pay $45 million cash, which amount is subject to adjustments for claims for indemnification by Buyer pursuant to the terms of the Agreement.

The Agreement contains various representations, warranties, pre-closing and post-closing covenants, closing conditions, termination rights, indemnification obligations and other provisions, including those customary for a transaction of this nature, including, among others, the Company's covenant not to compete with the Business, which is subject to certain limitations.

On January 21, 2016, the sale of the Business, as contemplated by the Agreement was completed (the "Disposition").

The unaudited pro forma consolidated financial statements have been prepared to give effect to the completed Disposition, including the anticipated effects of the transition service agreement as currently negotiated. The unaudited pro forma consolidated balance sheet at September 30, 2015 gives effect to the Disposition as if had occurred on September 30, 2015. The unaudited pro forma consolidated statements of operations for the nine months ending September 30, 2015 and year ending December 31, 2014 are presented as if the Disposition had occurred on January 1, 2014. The pro forma adjustments are preliminary and are subject to change as additional information becomes available and as additional analyses are performed. The preliminary pro forma adjustments have been made solely for the purpose of presenting the unaudited pro forma financial statements. Information necessary to allocate the consideration received between all agreements deemed to be contemporaneous with the Disposition, was not currently available and, accordingly, management has used its best estimates based upon information currently available. Once the final assessment of all agreements between the parties are consummated, the final accounting for the Disposition may be different than that reflected in the pro forma financial statements presented herein, including but not limited to, the determination of the gain on disposition and this difference may be material. In addition, subsequent to the closing of the Disposition, the parties expect to continue to negotiate certain other ancillary agreements. These pro forma financial statements reflect the state of the relationship between the parties and all ancillary agreements deemed to be contemporaneous with the Disposition, including the transition services agreement, for purchase accounting purposes as of the date hereof. The Company does not undertake to update these pro forma financial statements to reflect additional terms negotiated following the closing of the Disposition.

Assumptions and estimates underlying the unaudited adjustments to the pro forma consolidated financial statements are described in the accompanying notes, which should be read in conjunction with the unaudited pro forma consolidated financial statements. The historical consolidated financial statements have been adjusted in the unaudited pro forma consolidated financial statements to give effect to pro forma events that are: (1) directly attributable to the disposition; (2) factually supportable; and (3) with respect to the unaudited pro forma consolidated statements of operations, expected to have a continuing impact on the results of comScore following the disposition. The unaudited pro forma consolidated financial statements should be read in conjunction with (i) the accompanying notes to the unaudited pro forma consolidated financial statements; (ii) historical financial statements of comScore and the accompanying notes in comScore’s Quarterly Report on Form 10-Q for the nine months ended September 30, 2015 and comScore’s Annual Report on Form 10-K for the year ended December 31, 2014.

The unaudited pro forma consolidated financial statements are not intended to represent or be indicative of the consolidated results of operations or financial condition of comScore that would have been reported had the Disposition been completed as of the dates presented, and should not be construed as representative of the future consolidated results of operations or financial condition of the Company.

UNAUDITED PRO FORMA CONSOLIDATED BALANCE SHEET OF COMSCORE, INC.
AS OF SEPTEMBER 30, 2015

	Historical comScore, Inc.	DAx - Pro Forma Adjustments		Pro Forma comScore, Inc.
		(in thousands)		
Assets				
Current assets:				
Cash and cash equivalents	$ 141,829	$ 45,000	a	$ 186,829
Marketable securities	—	—		—
Accounts receivable, net of allowance	77,830	(7,393)	b	70,437
Prepaid expenses and other current assets	23,001	—		23,001
Deferred tax assets	20,983	—		20,983
Total current assets	263,643	37,607		301,250
Property and equipment, net	45,482	—		45,482
Other non-current assets	952	—		952
Long-term deferred tax assets	12,678	862	e	13,540
Intangible assets, net	111,330	(3,695)	b	107,635
Goodwill	111,563	(2,130)	c	109,433
Total assets	$ 545,648	$ 32,644		$ 578,292
Liabilities and Equity				
Current liabilities:				
Accounts payable	$ 6,597	$ —		$ 6,597
Accrued expenses	28,925	3,698	d	32,623
Deferred revenues	78,413	(9,755)	b	68,658
Deferred rent	1,378	—		1,378
Capital lease obligations	16,380	—		16,380
Total current liabilities	131,693	(6,057)		125,636
Deferred rent, long-term	9,041	—		9,041
Deferred revenue, long-term	516	—		516
Deferred tax liabilities, long-term	1,089	(1,046)	e	43
Capital lease obligations, long-term	14,673	—		14,673
Other long-term liabilities	977	—		977
Total liabilities	157,989	(7,103)		150,886
Commitments and contingencies				
Stockholders’ equity:				
Preferred stock	—	—		—
Common stock	40	—		40
Additional paid-in-capital	610,599	—		610,599
Accumulated other comprehensive loss	(10,075)	—		(10,075)
Accumulated (deficit) equity	(104,227)	39,747	f	(64,480)
Treasury stock, at cost	(108,678)	—		(108,678)
Total stockholders’ equity	387,659	39,747		427,406
Total liabilities and stockholders’ equity	$ 545,648	$ 32,644		$ 578,292

See the accompanying notes to the unaudited pro forma consolidated financial statements.

UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF OPERATIONS OF COMSCORE, INC.
FOR THE YEAR ENDED DECEMBER 31, 2014

	Historical comScore, Inc.	DAx - Pro Forma Adjustments	DAx - TSA Pro Forma Adjustments	Net Pro Forma Adjustments		Pro Forma comScore, Inc.
			(in thousands, except share amounts)			
Revenues	$ 329,151	$ (27,179)	$ 24,500	$ (2,679)	**g**	$ 326,472
Cost of revenues (excludes amortization of intangible assets resulting from acquisitions shown below)	97,467	(11,331)	15,523	4,192	**g**	101,659
Selling, general and administrative	166,448	(10,781)	10,781	—		166,448
Research and development	60,364	(4,192)	—	(4,192)	**h**	56,172
Amortization of intangible assets	7,230	(2,678)	—	(2,678)	**i**	4,552
Impairment of intangible assets	9,722	—	—	—		9,722
Settlement of litigation, net	2,700	—	—	—		2,700
Total expenses from operations	343,931	(28,982)	26,304	(2,678)		341,253
(Loss) income operations	(14,780)	1,803	(1,804)	(1)		(14,781)
Interest and other expense, net	(1,247)	—	—	—		(1,247)
Gain from foreign currency	809	8	(8)	—		809
(Loss) income before income tax provision	(15,218)	1,811	(1,812)	(1)		(15,219)
Income tax benefit	5,315			—	**j**	5,315
Net (loss) income	$ (9,903)	$ 1,811	$ (1,812)	$ (1)		$ (9,904)
Net loss available to common stockholders per common share:						
Basic	$ (0.29)					$ (0.29)
Diluted	$ (0.29)					$ (0.29)
Weighted-average number of shares used in per share calculation - common stock						
Basic	33,689,660					33,689,660
Diluted	33,689,660					33,689,660

See the accompanying notes to the unaudited pro forma consolidated financial statements.

UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF OPERATIONS OF COMSCORE, INC.
NINE MONTHS ENDED SEPTEMBER 30, 2015

	Historical comScore, Inc.	DAx - Pro Forma Adjustments	DAx - TSA Pro Forma Adjustments	Net Pro Forma Adjustments		Pro Forma comScore, Inc.
	(in thousands, except share amounts)					
Revenues	$ 271,148	$ (22,239)	$ 15,373	$ (6,866)	**g**	$ 264,282
Cost of revenues (excludes amortization of intangible assets resulting from acquisitions shown below)	84,259	(7,175)	9,408	2,233	**g**	86,492
Selling, general and administrative	132,417	(7,386)	7,386	—		132,417
Research and development	49,937	(2,233)	—	(2,233)	**h**	47,704
Amortization of intangible assets	9,904	(1,658)	—	(1,658)	**i**	8,246
Impairment of intangible assets	5,226	—	—	—		5,226
Settlement of litigation, net	(830)	—	—	—		(830)
Total expenses from operations	280,913	(18,452)	16,794	(1,658)		279,255
Loss from operations	(9,765)	(3,787)	(1,421)	(5,208)		(14,973)
Interest and other expense, net	(1,181)	—	—	—		(1,181)
Loss from foreign currency	(529)	5	(5)	—		(529)
Loss before income tax provision	(11,475)	(3,782)	(1,426)	(5,208)		(16,683)
Income tax benefit	324	—	—	—	**j**	324
Net loss	$ (11,151)	$ (3,782)	$ (1,426)	$ (5,208)		$ (16,359)
Net loss available to common stockholders per common share:						
Basic	$ (0.30)					$ (0.44)
Diluted	$ (0.30)					$ (0.44)
Weighted-average number of shares used in per share calculation - common stock						
Basic	37,586,329					37,586,329
Diluted	37,586,329					37,586,329

See the accompanying notes to the unaudited pro forma consolidated financial statements.

Note 1. Basis of Pro Forma Presentation

The unaudited pro forma consolidated financial statements have been prepared by the Company pursuant to the rules and regulations of the Securities and Exchange Commission for the purposes of inclusion in comScore’s Form 8-K prepared and filed in connection with the Disposition. Certain information and certain disclosures normally included in financial statements prepared in accordance with U.S. generally accepted accounting principles (GAAP) have been condensed or omitted pursuant to such rules and regulations. However, the Company believes that the disclosures provided herein are adequate to make the information presented not misleading.

Certain information and certain disclosures normally included in financial statements prepared in accordance with U.S. generally accepted accounting principles (GAAP) have been condensed or omitted pursuant to such rules and regulations. However, the Company believes that the disclosures provided herein are adequate to make the information presented not misleading.

On January 21, 2016, the sale of the Business, as contemplated by the Agreement was completed (the “Disposition”).

The unaudited pro forma consolidated financial statements are not intended to represent or be indicative of the consolidated results of operations or financial condition of comScore that would have been reported had the Disposition been completed as of the dates presented, and should not be construed as representative of the future consolidated results of operations or financial condition of the Company. In addition, subsequent to the closing of the Disposition, the parties expect to continue to negotiate certain other ancillary agreements. These pro forma financial statements reflect the state of the relationship between the parties and the all ancillary agreements deemed to be contemporaneous with the Disposition for purchase accounting purposes as of the date hereof. The Company does not undertake to update these pro forma financial statements to reflect additional terms negotiated following the closing of the Disposition.

The unaudited pro forma consolidated financial statements have been prepared to give effect to the completed Disposition. The unaudited pro forma consolidated balance sheet at September 30, 2015 gives effect to the Disposition as if had occurred on September 30, 2015. The unaudited pro forma consolidated statements of operations for the nine months ending September 30, 2015 and year ending December 31, 2014 are presented as if the merger had occurred on January 1, 2014.

Note 2. Pro Forma Adjustments - DAx Disposition

The specific pro forma adjustments included in the unaudited pro forma consolidated financial statements are as follows:

The pro forma adjustments are based upon preliminary estimates and assumptions that are subject to change. The following adjustments have been reflected in the unaudited pro forma consolidated financial statements.

(a) This adjustment represents the receipt of cash consideration of $45.0 million at the closing of the transaction.

(b) These adjustments reflect the elimination of assets and liabilities attributable to the DAx business. This includes accounts receivable net of allowance, intangible assets net of accumulated amortization and deferred revenues.

(c) comScore historically has only maintained a single operating segment and reporting unit. This adjustment represents an estimate of the goodwill to be attributable to the DAx business based upon the relative fair value of the DAx business compared to the historical comScore market capitalization as of September 30, 2015.

(d) These adjustments relate to adjustments made to accrued expenses that are directly attributable to the transaction that will not have an ongoing impact on the Company following the closing of the transaction. These accrued expenses are comprised of investment banking fees and certain restructuring costs directly attributable to the transaction.

(e) These adjustments relate to adjustments made to long-term deferred tax assets and liabilities related to the intangible assets that were transferred to Adobe as part of the disposition of the DAx business.

(f) This adjustment reflects the gain on disposition of the DAx business. This estimated gain has not been reflected in the unaudited pro forma condensed combined statements of operations as it is considered to be nonrecurring in nature. No adjustment has been made to the sale proceeds to give effect to any potential post-closing adjustments under the terms of the Agreement. In addition, at this time a final determination has not been made to allocate the consideration received to the transition services agreement. It is anticipated that a portion of the consideration received will be allocated to the transition services agreement and as a result of this allocation, a portion of the gain on disposition will deferred and recognized over the term of the transition services agreement. Once the final assessment of all agreements between the parties are consummated, the final purchase determination of the gain on disposition may be different than that reflected in the pro forma financial statements presented herein, and this difference may be material.

(g) These adjustments reflect the elimination of revenues and cost of revenues of the DAx business. The revenue earned from the sale and performance under the DAx customer contracts are significantly replaced with revenue earned by providing services to Adobe under the terms of the transition service agreement. Adobe will compensate comScore to continue to provide services for the DAx customers with at least the same level of skill, quality, care, priority and timeliness as comScore previously provided its customers prior to the disposition. These services will continue to be provided by comScore for the term as specified in the transition services agreement.

(h) These adjustments represent the reclassification of certain research and development costs to cost of revenues. Under the transition service agreement comScore no longer develops the DAx products and the resources used for development are directed to servicing existing DAx customers.

(i) These adjustments represent reduction to the amortization of intangibles assets expense that was recognized in the comScore historical financial statements related to the intangible assets that were transferred to Adobe as part of the disposition of the DAx business.

(j) The Company does not expect significant adjustments to the income tax benefit/provision as a result of the disposition of the DAx business.

Exhibit 99.2

Unaudited Pro Forma Financial Information

comScore, Inc. (“comScore”) and Rentrak Incorporated (“Rentrak”) have agreed to combine their businesses under the terms of a merger agreement between the companies that is described in the joint proxy statement/prospectus, statement dated December 23, 2015 (file no. 333-207714). Under the terms of the merger agreement, Rum Acquisition Corporation will merge with and into Rentrak, and Rentrak will become a wholly owned subsidiary of comScore. Upon completion of the merger, each share of Rentrak common stock outstanding immediately prior to the effective time of the merger will be canceled and extinguished and automatically converted into the right to receive 1.1500 shares of comScore common stock, and the cash payable in lieu of any fractional shares. Upon completion of the merger, unless prohibited by local law, comScore also will assume outstanding options to purchase Rentrak common stock, Rentrak restricted stock units and Rentrak performance stock units. As a result of the transactions contemplated by the merger agreement, former holders of Rentrak common stock will own shares of comScore common stock. comScore stockholders will continue to own their existing shares of comScore common stock after the merger.

comScore and Rentrak have different fiscal year end dates. However, because the difference between comScore’s and Rentrak’s fiscal year end dates is less than 93 days, Rentrak’s results for the year ended March 31, 2015 have been used to prepare the unaudited pro forma condensed combined statement of operations for the year ended December 31, 2014, as permitted under Rule 11-02 of Regulation S-X. As a result, Rentrak’s results of operations for the three months ended March 31, 2014 are included in the unaudited pro forma condensed combined statements of operations for the year ended December 31, 2014 and Rentrak’s results of operations for the three months ended March 31, 2015 are included in the unaudited pro forma condensed combined statements of operations for the nine months ended September 30, 2015.

In connection with the plan to integrate the operations of comScore and Rentrak, comScore anticipates that non-recurring charges, such as costs associated with systems implementation, relocation expenses, severance, compensation charges under change of control agreements with certain employees and other costs related to exit or disposal activities, will be incurred. comScore is not able to determine the timing, nature and amount of these charges at this time. However, these charges could affect the combined results of operations of comScore and Rentrak, as well as those of the combined company following the merger, in the period in which they are recorded. The unaudited pro forma condensed combined financial statements do not include the effects of the costs associated with any restructuring or integration activities resulting from the transaction, as they are non-recurring in nature and not factually supportable at the time that the unaudited pro forma condensed combined financial statements were prepared.

The unaudited pro forma information presented below has been prepared in accordance with the rules and regulations of the U.S. Securities and Exchange Commission. The unaudited pro forma condensed combined financial statements have been presented for informational purposes only. The pro forma information is not necessarily indicative of what the combined company’s financial position or results of operations actually would have been had the merger been completed as of the dates indicated. Since the unaudited pro forma condensed combined financial statements have been prepared based on preliminary estimates, the final amounts recorded at the date of the merger may differ materially from the information presented. These estimates are subject to change pending further review of the assets acquired and liabilities assumed. In addition, the unaudited pro forma condensed combined financial information does not purport to project the future financial position or operating results of the combined company.

The unaudited pro forma condensed combined financial statements should be read in conjunction with(i) the accompanying notes to the unaudited pro forma condensed combined financial statements; (ii) historical financial statements of comScore and the accompanying notes in comScore’s Quarterly Report on Form 10-Q for the nine months ended September 30, 2015 and comScore’s Annual Report on Form 10-K for the year ended December 31, 2014; (iii) the historical financial statements of Rentrak and the accompanying notes in Rentrak’s Quarterly Report on Form 10-Q for the six months ended September 30, 2015, Rentrak’s Annual Report on Form 10-K for the year ended March 31, 2015, (iv) Incorporated by reference to the section titled “Unaudited Pro Forma Condensed Combined Consolidated Financial Statements” of the Registrant’s prospectus and joint proxy statement dated December 23, 2015 (file no. 333-207714).

The unaudited pro forma consolidated financial information of the Company for the year ended December 31, 2014 and as of and for the nine months ended September 30, 2015, giving effect to the Disposition, is filed herewith as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference herein. The unaudited pro forma consolidated financial information of the Company for the year ended December 31, 2014 and as of and for the nine months ended September 30, 2015, giving effect to both the Disposition and the pending acquisition of Rentrak Corporation by the Company to the section titled “Unaudited Pro Forma Condensed Combined Consolidated Financial Statements” of the Registrant’s prospectus and joint proxy statement dated December 23, 2015 (file no. 333-207714).

UNAUDITED PRO FORMA CONDENSED COMBINED BALANCE SHEET OF COMSCORE, INC. AND RENTRAK CORPORATION AS OF SEPTEMBER 30, 2015

	Historical comScore, Inc.	DAx - Pro forma Adjustments (1)		Pro Forma comScore, Inc.	Historical Rentrak Corporation	Merger Pro forma Adjustments (2)		Pro Forma Combined
	(in thousands)							
Assets								
Current assets:								
Cash and cash equivalents	$ 141,829	$ 45,000	**(1)**	$ 186,829	$ 5,404	$ —		$ 192,233
Marketable securities	—	—		—	72,462	—		72,462
Accounts receivable, net of allowance	77,830	(7,393)	**(1)**	70,437	21,674	—		92,111
Prepaid expenses and other current assets	23,001	—		23,001	2,764	—		25,765
Deferred tax assets	20,983	—		20,983	95	(291)	**(2)**	20,787
Total current assets	263,643	37,607		301,250	102,399	(291)		403,358
Property and equipment, net	45,482	—		45,482	29,651	(23,108)	**(2)**	52,025
Other non-current assets	952	—		952	4,346	—		5,298
Long-term deferred tax assets	12,678	862	**(1)**	13,540	—	(10,806)	**(2)**	2,734
Intangible assets, net	111,330	(3,695)	**(1)**	107,635	16,291	260,809	**(2)**	384,735
Goodwill	111,563	(2,130)	**(1)**	109,433	135,940	281,546	**(2)**	526,919
Total assets	$ 545,648	$ 32,644		$ 578,292	$ 288,627	$ 508,150		$ 1,375,069
Liabilities and Equity								
Current liabilities:								
Accounts payable	$ 6,597	$ —		$ 6,597	$ 2,468	$ —		$ 9,065
Accrued expenses	28,925	3,698	**(1)**	32,623	17,483	19,223	**(2)**	69,329
Deferred revenues	78,413	(9,755)	**(1)**	68,658	4,128	(728)	**(2)**	72,058
Deferred rent	1,378	—		1,378	325	—		1,703
Capital lease obligations	16,380	—		16,380	—	—		16,380
Total current liabilities	131,693	(6,057)		125,636	24,404	18,495		168,535
Deferred rent, long-term	9,041	—		9,041	2,212	—		11,253
Deferred revenue, long-term	516	—		516	—	—		516
Deferred tax liabilities, long-term	1,089	(1,046)	**(1)**	43	3,335	57,475	**(2)**	60,853
Capital lease obligations, long-term	14,673	—		14,673	—	—		14,673
Other long-term liabilities	977	—		977	563	—		1,540
Total liabilities	157,989	(7,103)		150,886	30,514	75,970		257,370
Commitments and contingencies								
Stockholders' equity:								
Preferred stock	—	—		—	—	—		—
Common stock	40	—		40	15	3	**(2)**	58
Additional paid-in-capital	610,599	—		610,599	288,210	409,724	**(2)**	1,308,533
Accumulated other comprehensive (loss) income	(10,075)	—		(10,075)	307	(307)	**(2)**	(10,075)
Accumulated (deficit) equity	(104,227)	39,747	**(1)**	(64,480)	(30,939)	22,760	**(2)**	(72,659)
Treasury stock, at cost	(108,678)	—		(108,678)	—	—		(108,678)
Total stockholders' equity attributable to comScore and Rentrak	387,659	39,747		427,406	257,593	432,180	**(2)**	1,117,179
Noncontrolling interest	—	—		—	520	—		520
Total stockholders' equity	387,659	39,747		427,406	258,113	432,180	**(2)**	1,117,699
Total liabilities and stockholders' equity	$ 545,648	$ 32,644		$ 578,292	$ 288,627	$ 508,150		$ 1,375,069

(1) On January 21, 2016, the sale of the Business, as contemplated by the Agreement was completed (the "Disposition"). The column indicated as Net DAx Pro Forma Adjustments in the unaudited pro forma condensed combined balance sheet as of September 30, 2015 is presented as if the purchase agreement with Adobe had occurred on September 30, 2015. Refer Exhibit 99.1 for detail notes to the pro forma adjustments related to the Disposition.

(2) comScore, Inc. ("comScore") and Rentrak Incorporated ("Rentrak") have agreed to combine their businesses under the terms of a merger agreement between the companies that is described in the joint proxy statement/prospectus, statement dated December 23, 2015 (file no. 333-207714). The column indicated as Merger Pro Forma Adjustments in the unaudited pro forma condensed combined balance sheet as of September 30, 2015 is presented as if the merger had occurred on September 30, 2015. Refer to the section titled "Unaudited Pro Forma Condensed Combined Consolidated Financial Statements" of the Registrant's prospectus and joint proxy statement dated December 23, 2015 (file no. 333-207714) for detail of the pro forma adjustments made related to the merger agreement between comScore and Rentrak.

UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENT OF OPERATIONS OF COMSCORE, INC. AND RENTRAK CORPORATION FOR THE YEAR ENDED DECEMBER 31, 2014

	Historical comScore Inc.	Net DAx Pro Forma Adjustments (1)		Pro Forma comScore, Inc.	Rentrak Corporation Pro Forma	Merger Pro Forma Adjustments (2)		Pro Forma Combined
	(in thousands, except share amounts)							
Revenues	$ 329,151	$ (2,679)	**(1)**	$ 326,472	$ 96,017	$ —		$ 422,489
Cost of revenues (excludes amortization of intangible assets resulting from acquisitions shown below)	97,467	4,192	**(1)**	101,659	32,491	(3,746)	**(2)**	130,404
Selling, general and administrative	166,448	—		166,448	57,031	2,664	**(2)**	226,143
Research and development	60,364	(4,192)	**(1)**	56,172	12,398	—		68,570
Amortization of intangible assets	7,230	(2,678)	**(1)**	4,552	1,074	31,809	**(2)**	37,435
Impairment of intangible assets	9,722	—		9,722	—	—		9,722
Settlement of litigation, net	2,700	—		2,700	—	—		2,700
Total expenses from operations	343,931	(2,678)	**(1)**	341,253	102,994	30,727		474,974
Loss from continuing operations (*)	(14,780)	(1)	**(1)**	(14,781)	(6,977)	(30,727)		(52,485)
Other income, net	—	—		—	103	—		103
Interest and other expense, net	(1,247)	—		(1,247)	—	—		(1,247)
Gain from foreign currency	809	—		809	—	—		809
Loss before income tax benefit	(15,218)	(1)		(15,219)	(6,874)	(30,727)		(52,820)
Income tax benefit	5,315	—	**(1)**	5,315	(580)	12,291	**(2)**	17,026
Net loss from continuing operations	$ (9,903)	$ (1)		$ (9,904)	$ (7,454)	$ (18,436)		$ (35,794)
Net loss attributable to non-controlling interest	—	—		—	(198)	—		(198)
Net (loss) income from continuing operations attributable to comScore and Rentrak common stockholders	$ (9,903)	$ (1)		$ (9,904)	$ (7,256)	$ (18,436)		$ (35,596)
Net loss from continuing operations attributable to common stockholders per common share:								
Basic	$ (0.29)			$ (0.29)	$ (0.57)			$ (0.74)
Diluted	$ (0.29)			$ (0.29)	$ (0.57)			$ (0.74)
Weighted-average number of shares used in per share calculation - common stock								
Basic	33,689,660			33,689,660	12,753,693	1,913,054	**(2)**	48,356,407
Diluted	33,689,660			33,689,660	12,753,693	1,913,054	**(2)**	48,356,407

(*) Per Article 11 of Regulation S-X, results from discontinued operations are not presented in these pro forma statements. Rentrak recognized $1,541 of income from discontinued operations, net of tax during the year ended, December 31, 2014. This amount is not shown in the Rentrak historical information presented above.

(1) On January 21, 2016, the sale of the Business, as contemplated by the Agreement was completed (the "Disposition"). The column indicated as Net DAx Pro Forma Adjustments in the unaudited pro forma condensed combined statements of operations for the year ending December 31, 2014 is presented as if the purchase agreement with Adobe had occurred on January 1, 2014. Refer Exhibit 99.1 attached herein for detail notes to the pro forma adjustments related to the Disposition.

(2) comScore, Inc. (“comScore”) and Rentrak Incorporated (“Rentrak”) have agreed to combine their businesses under the terms of a merger agreement between the companies that is described in the joint proxy statement/prospectus, statement dated December 23, 2015 (file no. 333-207714). The column indicated as Merger Pro Forma Adjustments in the unaudited pro forma condensed combined statements of operations for the year ending December 31, 2014 is presented as if the merger with Rentrak had occurred on January 1, 2014. Refer to the section titled “Unaudited Pro Forma Condensed Combined Consolidated Financial Statements” of the Registrant’s prospectus and joint proxy statement dated December 23, 2015 (file no. 333-207714) for detail of the pro forma adjustments made related to the merger agreement between comScore and Rentrak.

UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENT OF OPERATIONS OF COMSCORE, INC. AND RENTRAK CORPORATION FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2015

	Historical comScore, Inc.	Net DAx Pro Forma Adjustments (1)		Pro Forma comScore, Inc.	Rentrak Corporation Pro Forma	Merger Pro Forma Adjustments (2)		Pro Forma Combined
	(in thousands, except share amounts)							
Revenues	$ 271,148	$ (6,866)	(1)	$ 264,282	$ 88,794	$ —		$ 353,076
Cost of revenues (excludes amortization of intangible assets resulting from acquisitions shown below)	84,259	2,233	(1)	86,492	30,593	(3,663)	(2)	113,422
Selling, general and administrative	132,417	—		132,417	43,092	(3,222)	(2)	172,287
Research and development	49,937	(2,233)	(1)	47,704	12,270	—		59,974
Amortization of intangible assets	9,904	(1,658)	(1)	8,246	1,105	23,701	(2)	33,052
Impairment of intangible assets	5,226	—		5,226	—	—		5,226
Settlement of litigation, net	(830)	—		(830)	—	—		(830)
Total expenses from operations	280,913	(1,658)		279,255	87,060	16,816		383,131
(Loss) income from continuing operations (*)	(9,765)	(5,208)		(14,973)	1,734	(16,816)		(30,055)
Other income, net	—	—		—	517	—		517
Interest and other expense, net	(1,181)	—		(1,181)	—	—		(1,181)
Loss from foreign currency	(529)	—		(529)	—	—		(529)
(Loss) income before income tax benefit	(11,475)	(5,208)		(16,683)	2,251	(16,816)		(31,248)
Income tax benefit (provision)	324	—	(1)	324	(122)	6,726	(2)	6,928
Net (loss) income from continuing operations	$ (11,151)	$ (5,208)		$ (16,359)	$ 2,129	$ (10,090)		$ (24,320)
Net loss attributable to non-controlling interest	—	—		—	(219)	—		(219)
Net (loss) income from continuing operations attributable to comScore and Rentrak common stockholders	$ (11,151)	$ (5,208)		$ (16,359)	$ 2,348	$ (10,090)		$ (24,101)
Net loss from continuing operations attributable to common stockholders per common share:								
Basic	$ (0.30)			$ (0.44)	$ 0.15			$ (0.44)
Diluted	$ (0.30)			$ (0.44)	$ 0.14			$ (0.44)
Weighted-average number of shares used in per share calculation - common stock								
Basic	37,586,329			37,586,329	15,446,881	2,317,032	(2)	55,350,242
Diluted	37,586,329			37,586,329	16,348,852	1,415,061	(2)	55,350,242

(*) Per Article 11 of Regulation S-X, results from discontinued operations are not presented in these pro forma statements. Rentrak recognized $2,164 of income from discontinued operations, net of tax during the nine months ended, September 30, 2015. This amount is not shown in the Rentrak historical information presented above.

(1) On January 21, 2016, the sale of the Business, as contemplated by the Agreement was completed (the "Disposition"). The column indicated as DAx Pro Forma Adjustments in the unaudited pro forma condensed combined statements of operations for the nine months ending September 30, 2015 is presented as if the purchase agreement with Adobe had occurred on January 1, 2014. Refer Exhibit 99.1 attached herein for detail notes to the pro forma adjustments related to the Disposition.

(2) comScore, Inc. ("comScore") and Rentrak Incorporated ("Rentrak") have agreed to combine their businesses under the terms of a merger agreement between the companies that is described in the joint proxy statement/prospectus, statement dated December 23, 2015 (file no. 333-207714). The column indicated as Merger Pro Forma Adjustments in the unaudited pro forma condensed combined statements of operations for the nine months ending September 30, 2015 is presented as if the merger with Rentrak had occurred on January 1, 2014. Refer to the section titled "Unaudited Pro Forma Condensed Combined Consolidated Financial Statements" of the Registrant's prospectus and joint proxy statement dated December 23, 2015 (file no. 333-207714) for detail of the pro forma adjustments made related to the merger agreement between comScore and Rentrak.