
**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): November 14, 2017 (November 7, 2017)

comScore, Inc.

(Exact name of registrant as specified in charter)

Delaware
(State or other jurisdiction
of incorporation)

001-33520
(Commission
File Number)

54-195550
(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:

- 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))

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.

CEO Retirement

On November 14, 2017, comScore, Inc. (the “Company”) announced that Dr. Gian M. Fulgoni, co-founder and Chief Executive Officer (“CEO”) of the Company, accelerated his previously announced retirement date and will now retire as CEO, effective November 13, 2017. The Company previously announced that Dr. Fulgoni would retire on January 31, 2018.

In connection with the acceleration of Dr. Fulgoni’s retirement date, the Company and Dr. Fulgoni entered into an amendment (the “Amendment”), dated as of November 13, 2017, to the Retirement and Transition Services Agreement, dated as of October 24, 2017 (the “Retirement Agreement”). The Amendment specifies that Dr. Fulgoni’s retirement date is November 13, 2017.

The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the Amendment, a copy of which is incorporated by reference herein as Exhibit 10.1.

Also as previously disclosed, the Company’s Board of Directors (the “Board”) has established a search committee (the “Search Committee”) to identify a permanent CEO candidate. The Search Committee has retained an executive search firm to assist in the process of identifying and evaluating potential candidates.

Item 8.01 Other Events.

Board and Committee Chair Compensation

On November 7, 2017, after review of market data and consultation with an independent compensation consultant, the Board approved the following director and committee chair compensatory arrangements, each as recommended by the Nominating and Governance Committee of the Board:

- The issuance to each eligible non-employee director of a number of restricted stock units (“RSUs”) equal to \$250,000 divided by the closing market price of the Company’s common stock on November 7, 2017, subject to the Company regaining compliance with its SEC periodic reporting requirements. The RSU awards are intended to serve as compensation for the 2017-2018 Board term and are to fully vest on the earliest of (i) June 30, 2018, (ii) the date of the Company’s 2018 annual meeting of stockholders or (iii) a change in control of the Company (as defined in the relevant award documents at the time of grant). The RSU awards shall be prorated for directors who became members of the Board after July 1, 2017.
- An increase to the annual cash retainer payable to the chair of the Compensation Committee of the Board from \$10,000 to \$15,000, effective November 7, 2017 (to be prorated for the remainder of 2017).
- An increase to the annual cash retainer payable to the chair of the Nominating and Governance Committee of the Board from \$7,500 to \$10,000, effective November 7, 2017 (to be prorated for the remainder of 2017).

The Board had previously approved a temporary cash stipend of \$50,000 per quarter payable to the chair of the Audit Committee of the Board, to remain in place until the Company completes its ongoing audit process and regains compliance with its SEC periodic reporting requirements.

The Nominating and Governance Committee also recommended, and the Board approved, a temporary cash stipend of \$33,500 per month payable to the non-executive Chair of the Board, effective November 7, 2017. The stipend temporarily replaces the \$120,000 annual cash retainer payable to the non-executive Chair. The Board’s approval of the temporary cash stipend was in consideration of the significant increase in responsibilities, heightened oversight and time commitment required of the non-executive Chair due to the Company’s ongoing audit process, efforts to regain compliance with its SEC periodic reporting requirements and CEO transition. The Board, with input from its independent compensation consultant, intends to re-evaluate the temporary cash stipend following the Company’s completion of the audit process, regaining compliance with its periodic reporting requirements and appointment of a permanent CEO, or as otherwise appropriate.

Press Release

On November 14, 2017, the Company issued a press release announcing Dr. Fulgoni's retirement, a copy of which is attached as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
10.1	Amendment No. 1 to Retirement and Transition Services Agreement
99.1	Press release dated November 14, 2017

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

Date: November 14, 2017

**AMENDMENT NO. 1 TO RETIREMENT AND TRANSITION SERVICES
AGREEMENT**

Amendment No. 1, dated as of November 13, 2017 (this "**Amendment**"), to the Retirement and Transition Services Agreement, dated as of October 24, 2017 (the "**Retirement Agreement**"), between comScore, Inc., a Delaware corporation (the "**Company**"), and Gian M. Fulgoni ("**Executive**").

WHEREAS, the Company and Executive have mutually determined that it is in their respective best interests to amend the Retirement Agreement as set forth in this Amendment.

NOW THEREFORE, in consideration of the foregoing and the mutual agreements set forth in the Retirement Agreement and in this Amendment, the parties hereto hereby agree as follows:

1. Section 1 of the Retirement Agreement is hereby amended and restated in its entirety as follows:

"Retirement. Executive will retire from his position as Chief Executive Officer, effective at the close of business on November 13, 2017 (the "Retirement Date"). Effective the Retirement Date, Executive will also be deemed to have resigned from all other elected, appointed or otherwise held positions within the Company, except as a member of the Board or as otherwise provided herein. Executive shall continue to serve as a member of the Board until the earlier of: (i) the time that a permanent, full time, successor Chief Executive Officer, appointed by the Board, takes office; or (ii) the next annual meeting of the Company's stockholders following the Retirement Date. Executive has informed the Board that he does not intend to stand for reelection at the conclusion of his current term as a member of the Board."

2. Section 4.f. of the Retirement Agreement is hereby amended and restated in its entirety as follows:

In consideration for the services provided as Chief Executive Officer from August 10, 2017 through the Retirement Date, upon such Retirement Date or as soon thereafter as the Company has a duly approved and effective successor equity plan to the 2007 Plan and can award RSUs thereunder in accordance with the terms and conditions thereof and the Legal Requirements, the Company shall authorize and issue to Executive \$1,000,000 in RSUs (the "Transition Services RSUs"), which shall be considered fully vested on the issuance date, and shall be settled in shares of common stock of the Company as promptly as possible after vesting in a manner which complies with Section 409A of the Code; provided, however, that Executive understands and agrees that he must remain in the role of Special Advisor to the Chairman and the Chief Executive Officer in order to be eligible to be issued the RSUs described in this Paragraph 4(f), and that such RSUs will be forfeited if Executive ceases to serve as Special Advisor prior to the date that such RSUs are issued by the Company.

3. The Company hereby reaffirms and acknowledges that, as of the date of this Amendment, none of William Livek, the Company's President and Executive Vice Chairman, Greg Fink, the Company's Chief Financial Officer and Treasurer, or Carol DiBattiste, the Company's General Counsel & Chief Compliance, Privacy and People Officer, is aware of any claim or potential claim that the Company might have against Executive under any legal, equitable, contract, tort, statutory or other theory.

4. The Company and the Executive has each executed and delivered the General Release of All Claims and Certain Additional Agreements by the Company and Executive, as attached hereto as Exhibit A.

5. This Agreement shall be governed in all respects by the laws of the Commonwealth of Virginia, without reference to its choice of law rules.

6. **The Retirement Agreement is not otherwise supplemented or amended by virtue of this Amendment, and the provisions thereof remain in full force and effect in all respects except to the extent specifically amended hereby.**

7. This Amendment may be executed in any number of counterparts and each of such counterparts will for all purposes be deemed to be an original, and all such counterparts will together constitute but one and the same instrument. A signature to this Amendment transmitted electronically will have the same authority, effect and enforceability as an original signature.

8. This Amendment will be effective as of the date first above written and all references to the Retirement Agreement will, from and after such time, be deemed to be references to the Retirement Agreement as amended hereby.

[Signatures on the Following Page]

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed as of the date and year first above written.

November 13, 2017

COMPANY:

COMSCORE, INC.

/s/ Carol DiBattiste

Name: Carol DiBattiste

Title: General Counsel & Chief Compliance, Privacy and
People Officer

EXECUTIVE:

/s/ Gian M. Fulgoni

Gian M. Fulgoni



NOT FOR IMMEDIATE RELEASE

Contact: Andrew Lipsman
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comScore Announces CEO Dr. Gian Fulgoni to Accelerate Retirement Date

RESTON, Va. – November 14, 2017 – comScore, Inc. (OTC: SCOR) today announced that Dr. Gian Fulgoni, its Co-Founder and Chief Executive Officer, has decided to accelerate his previously announced retirement, originally scheduled for January 31, 2018, and stepped down as CEO, effective November 13, 2017. As previously announced, Dr. Fulgoni has assumed a Chairman Emeritus role and will also provide advisory services to ensure a smooth leadership transition. The advisory services will be provided for a period of one year from November 13, 2017.

Until a permanent CEO is named, Bill Livek, comScore's Executive Vice Chairman and President, will assume additional management responsibilities, and Board Chair, Sue Riley, has committed to play an active and daily role in the oversight of the Company. A committee formed by the Board to direct the search for a new CEO has retained a leading executive search firm, Spencer Stuart, to assist in conducting the search.

About comScore

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

Cautionary Note Regarding Forward-Looking Statements

This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These statements involve risks and uncertainties that could cause our actual results to differ materially from expectations. For additional discussion of risk factors, please refer to filings that comScore makes from time to time with the SEC and which are available on the SEC's website (www.sec.gov). Investors are cautioned not to place undue reliance on our forward-looking statements, which speak only as of the date such statements are made. comScore does not intend or undertake any obligation to publicly update any forward-looking statements to reflect events, circumstances or new information after the date of this press release, or to reflect the occurrence of unanticipated events.