

RENTRAK CORP
Form DEFM14A
December 23, 2015
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

(Rule 14a-101)

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-11(c) or §240.14a-2

RENTRAK CORPORATION

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- x No fee required.
- .. Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.
 - (1) Title of each class of securities to which transaction applies:

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 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

 - (4) Proposed maximum aggregate value of transaction:

 - (5) Total fee paid:
- .. Fee paid previously with preliminary materials.
- .. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
 - (1) Amount Previously Paid:

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(3) Filing Party:

(4) Date Filed:

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TO THE STOCKHOLDERS OF COMSCORE, INC. AND SHAREHOLDERS OF RENTRAK CORPORATION

MERGER PROPOSAL YOUR VOTE IS VERY IMPORTANT

December 23, 2015

Dear stockholders of comScore and shareholders of Rentrak,

The boards of directors of each of comScore, Inc. (comScore) and Rentrak Corporation (Rentrak) have approved the merger of a wholly owned subsidiary of comScore with and into Rentrak, with Rentrak surviving as a wholly owned subsidiary of comScore. If the proposed merger is completed, Rentrak shareholders will receive 1.1500 shares of comScore common stock for each share of Rentrak common stock they own at the completion of the merger. comScore stock will be unaffected by the merger.

Based on the number of shares of comScore and Rentrak common stock outstanding on December 10, 2015, Rentrak shareholders are expected to hold approximately 33.5% of the fully diluted shares of comScore common stock following the completion of the merger. comScore stockholders will continue to own their existing shares, which will not be adjusted by the merger. Following the merger, Serge Matta, the current President and Chief Executive Officer of comScore, will be the Chief Executive Officer of comScore, and comScore s board of directors will consist of all eight directors from the current comScore board of directors (Magid M. Abraham, Russell Fradin, Gian M. Fulgoni, William J. Henderson, William Katz, Ronald J. Korn, Joan Lewis and Serge Matta) and four members of the current Rentrak board of directors (William Engel, Patricia Gottesman, William P. Livek and Brent Rosenthal).

comScore common stock trades on the Nasdaq Global Select Market under the ticker symbol SCOR. As of December 21, 2015, the most recent practicable date prior to the date of this joint proxy statement/prospectus, the last reported sales price of comScore common stock at the end of regular trading hours, as reported on the Nasdaq Global Select Market, was \$38.42. Rentrak common stock trades on the Nasdaq Global Market under the ticker symbol

RENT. As of December 21, 2015, the most recent practicable date prior to the date of this joint proxy statement/prospectus, the last reported sales price of Rentrak common stock at the end of regular trading hours, as reported on the Nasdaq Global Market, was \$43.33.

comScore and Rentrak cannot complete the merger unless comScore stockholders approve the issuance of shares of comScore common stock in connection with the merger and Rentrak shareholders adopt the merger agreement and approve the transactions contemplated by the merger agreement. The obligations of comScore and Rentrak to complete the merger are also subject to the satisfaction or waiver of several other conditions to the merger. More information about comScore, Rentrak and the merger is contained in this joint proxy statement/prospectus. **We encourage you to read carefully this joint proxy statement/prospectus before voting, including the section entitled Risk Factors beginning on page 17 of this joint proxy statement/prospectus.**

The comScore board of directors recommends that comScore stockholders vote FOR the proposal to approve the issuance of shares of comScore common stock in the merger. The Rentrak board of directors recommends that Rentrak shareholders vote FOR the proposal to adopt the merger agreement and approve the transactions contemplated by the merger agreement.

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The proposals are being presented to the respective stockholders and shareholders of each company at their special meetings. The dates, times and places of the meetings are as follows:

For comScore stockholders:

Special Meeting of Stockholders

January 28, 2016 at 1:00 p.m., local time

comScore's principal executive offices located at:

11950 Democracy Drive

Suite 600

Reston, Virginia 20190

For Rentrak shareholders:

Special Meeting of Shareholders

January 28, 2016 at 9:00 a.m., local time

Rentrak's principal executive offices located at:

One Airport Center

7700 N.E. Ambassador Place

Portland, Oregon 97220

Your vote is very important. Whether or not you plan to attend your respective company's meeting, please take the time to vote by completing and returning the enclosed proxy card to your respective company or, if the option is available to you, by granting your proxy electronically over the Internet or by telephone. If your shares are held in street name, you must instruct your broker in order to vote.

Sincerely,

Serge Matta

President and Chief Executive Officer

comScore, Inc.

None of the Securities and Exchange Commission, any state securities regulator or any regulatory authority has approved or disapproved of these transactions or the securities to be issued under this joint proxy statement/prospectus or determined if the disclosure in this joint proxy statement/prospectus is accurate or adequate. Any representation to the contrary is a criminal offense.

This joint proxy statement/prospectus is dated December 23, 2015 and is first being mailed to stockholders of comScore and shareholders of Rentrak on or about December 28, 2015.

William P. Livek

Vice Chairman and Chief Executive Officer

Rentrak Corporation

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comScore, Inc.

11950 Democracy Drive

Suite 600

Reston, Virginia 20190

(703) 438-2100

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS OF COMSCORE, INC.

To the Stockholders of comScore, Inc.:

comScore, Inc. will hold its special meeting of stockholders at comScore's principal executive offices located at 11950 Democracy Drive, Suite 600, Reston, Virginia, on January 28, 2016 at 1:00 p.m., local time, to consider the following matters:

1. to approve the issuance of shares of comScore common stock in connection with the merger of Rum Acquisition Corporation, a wholly owned subsidiary of comScore, with and into Rentrak Corporation, with Rentrak Corporation surviving as a wholly owned subsidiary of comScore, as contemplated by the Agreement and Plan of Merger and Reorganization, dated as of September 29, 2015 (referred to herein as the merger agreement), by and among comScore, Rentrak Corporation and Rum Acquisition Corporation;
2. to approve the adjournment of the comScore special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the issuance of the shares of comScore common stock in connection with the merger; and
3. to transact such other business as may properly come before the special meeting.

The comScore board of directors has approved the merger agreement and the transactions contemplated by the merger agreement by unanimous vote of the directors present, and recommends that you vote FOR the proposal to issue shares of comScore common stock in connection with the merger, which is described in detail in the joint proxy statement/prospectus and FOR the proposal to approve the adjournment of the comScore special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the issuance of the shares of comScore common stock in connection with the merger.

Holders of record of comScore common stock at the close of business on December 10, 2015 are entitled to vote at the meeting. You are entitled to attend the special meeting only if you were a comScore stockholder as of the close of business on December 10, 2015 or hold a valid proxy for the special meeting. A list of stockholders eligible to vote at the comScore special meeting will be available for inspection at the special meeting and at the offices of comScore in Reston, Virginia, during regular business hours for a period of no less than ten (10) days prior to the special meeting.

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You can vote your shares by completing and returning a proxy card. Most stockholders can also vote over the Internet or by telephone. If Internet and telephone voting are available to you, you can find voting instructions in the materials accompanying the joint proxy statement/prospectus. You can revoke a proxy at any time prior to its exercise at the meeting by following the instructions in the enclosed joint proxy statement/prospectus.

FOR THE BOARD OF DIRECTORS,

Christiana L. Lin

Corporate Secretary

December 23, 2015

Reston, Virginia

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Rentrak Corporation
One Airport Center
7700 N.E. Ambassador Place
Portland, Oregon 97220

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS OF RENTRAK CORPORATION

To the Shareholders of Rentrak Corporation:

NOTICE IS HEREBY GIVEN that a Special Meeting of Shareholders of Rentrak Corporation, an Oregon corporation, will be held at Rentrak's principal offices at One Airport Center 7700 N.E. Ambassador Place, Portland, Oregon 97220 on January 28, 2016 at 9:00 a.m., local time, to consider the following matters:

1. to adopt the Agreement and Plan of Merger and Reorganization, dated as of September 29, 2015 (referred to herein as the merger agreement), by and among Rentrak, comScore, Inc. and Rum Acquisition Corporation, and approve the transactions contemplated by the merger agreement;
2. to approve on an advisory (non-binding) basis the compensation that may be paid or become payable to Rentrak named executive officers and that is based on or otherwise relates to the merger agreement and merger;
3. to approve the adjournment of the Rentrak special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to adopt the merger agreement and approve the transactions contemplated by the merger agreement; and
4. to transact such other business as may properly come before the special meeting.

Any action on the items of business described above may be considered at the special meeting at the time and on the date specified above or at any time and date to which the special meeting may be properly adjourned or postponed.

After careful consideration, the Rentrak board of directors unanimously determined that the merger agreement and the transactions contemplated by the merger agreement are advisable and in the best interests of the Rentrak shareholders and has unanimously approved the merger agreement. The Rentrak board of directors unanimously recommends that the Rentrak shareholders vote FOR the merger proposal, FOR the compensation proposal and FOR the adjournment proposal.

You are entitled to vote only if you were a holder of Rentrak common stock at the close of business on December 10, 2015.

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You are entitled to attend the special meeting only if you were a Rentrak shareholder as of the close of business on December 10, 2015 or hold a valid proxy for the special meeting.

The special meeting will begin promptly at 9:00 a.m., local time. Check-in will begin at 8:45 a.m., local time, and you should allow ample time for the check-in procedures.

Your vote is very important. Whether or not you plan to attend the special meeting, we encourage you to read the joint proxy statement/prospectus and submit your proxy or voting instructions for the special meeting as soon as possible. You may submit your proxy or voting instructions for the special meeting by completing, signing, dating and returning the proxy card or voting instruction card in the pre-addressed envelope provided. For specific instructions on how to vote your shares, including via the Internet or telephone, please refer to the section entitled *The Rentrak Special Meeting* beginning on page 31 of the joint proxy statement/prospectus.

By Order of the Board of Directors of Rentrak Corporation,

David I. Chemerow,

Chief Operating Officer, Chief Financial Officer and Secretary

December 23, 2015

Portland, Oregon

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ADDITIONAL INFORMATION

This accompanying joint proxy statement/prospectus incorporates by reference important business and financial information about comScore and Rentrak from documents that are not included in or delivered with this joint proxy statement/prospectus. You can obtain the documents incorporated by reference in the joint proxy statement/prospectus by requesting them in writing or by telephone from the appropriate company at the addresses and telephone numbers listed below. To obtain timely delivery, you must request the information no later than five (5) business days before you must make your investment decision.

comScore, Inc.	Rentrak Corporation
11950 Democracy Drive	One Airport Center
Suite 600	7700 N.E. Ambassador Place
Reston, Virginia 20190	Portland, Oregon 97220
Attention: Investor Relations	Attention: Investor Relations
(703) 438-2100	(310) 279-5980
http://ir.comscore.com/contactus.cfm	http://investor.renrak.com/

In addition, if you have questions about the merger or the special meetings, or if you need to obtain copies of the accompanying joint proxy statement/prospectus, proxy cards, election forms or other documents incorporated by reference in the joint proxy statement/prospectus, you may contact the appropriate contact listed above. You will not be charged for any of the documents you request.

In order for you to receive timely delivery of the documents in advance of the comScore special meeting, comScore should receive your request no later than January 20, 2016.

In order for you to receive timely delivery of the documents in advance of the Rentrak special meeting, Rentrak should receive your request no later than January 20, 2016.

For a listing of documents incorporated by reference into this joint proxy statement/prospectus, please see the section entitled *Where You Can Find More Information* beginning on page 136 of this joint proxy statement/prospectus.

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This joint proxy statement prospectus contains forward-looking statements within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, including with respect to the anticipated timing, completion and effects of the proposed merger between comScore and Rentrak. These statements are based on current expectations and beliefs of comScore's and Rentrak's management, and are subject to a number of factors and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements. These forward-looking statements include statements about future financial and operating results; benefits of the transaction to customers, stockholders and employees; potential synergies and cost savings; the ability of the combined company to drive growth and expand customer and partner relationships; statements of the plans, strategies and objectives of management for future operations, including the execution of integration and restructuring plans and the anticipated timing of filings and approvals related to the merger or the closing of the merger; statements regarding future economic conditions or performance; and other statements regarding the proposed transaction. Forward-looking statements may contain words such as will be, will, expect, anticipate, continue, project, believe, plan, forecast, guidance, intend, may, plan, possible, potential, predict, pursue, should, target or similar terms. These words include the assumptions that underlie such statements. The following factors, among others, could cause actual results to differ materially from those described in the forward-looking statements:

Operating Factors:

fluctuations in comScore's and Rentrak's operating results, which may be influenced by, among other things, changes in digital media and advertising industry conditions;

comScore's and Rentrak's inability to accurately predict market needs;

the inability to develop new technology and products on a timely basis;

comScore's and Rentrak's inability to attract new customers or sell additional products and services to existing customers;

customer concentration risks, including the gain or loss of significant customers;

risks associated with comScore's and Rentrak's reliance on third party data providers;

results in pending and future litigation or other proceedings that would subject us to significant monetary damages or penalties and/or require us to change our business practices, or the costs incurred in connection with those proceedings;

comScore's and Rentrak's inability to effectively execute on strategic transactions, or to integrate or achieve anticipated benefits from any acquired businesses;

the ability to retain key employees, customers and suppliers; and

the impact of global economic conditions, fluctuations in exchange rates, labor relations, competitive actions taken by other media measurement businesses or other competitors, terrorist attacks or natural disasters.

Transaction-Related Factors:

occurrence of any event, change or other circumstances that could give rise to the termination of the merger agreement or the failure to satisfy the closing conditions;

possibility that the consummation of the proposed transactions is delayed or does not occur, including the failure of the comScore stockholders to approve the issuance of shares of comScore common stock

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in connection with the merger or the failure of the Rentrak shareholders to adopt the merger agreement and approve the transactions contemplated by the merger agreement;

uncertainty as to whether comScore and Rentrak will be able to complete the merger on the terms set forth in the merger agreement;

ability to obtain regulatory approvals required to complete the transactions contemplated by the merger agreement, and the timing and conditions for such approvals;

taking of governmental action (including the passage of legislation) to block the transactions contemplated by the merger agreement or otherwise adversely affecting comScore and Rentrak;

outcome of any legal proceedings that have been or may be instituted against comScore, Rentrak or others following announcement of the transactions contemplated by the merger agreement;

challenges, disruptions and costs of closing, integrating, restructuring and achieving anticipated synergies, or that such synergies will take longer to realize than expected; and

uncertainty as to the long-term value of comScore common stock.

The foregoing review of important factors should not be construed as exhaustive and should be read in conjunction with the other cautionary statements that are included herein and elsewhere, including the risk factors set forth in this joint proxy statement/prospectus beginning on page 17 of this joint proxy statement/prospectus and the risk factors included in comScore's and Rentrak's most recent reports on Form 10-K and Form 10-Q and other documents of comScore and Rentrak on file with the Securities and Exchange Commission and incorporated by reference herein. Any forward-looking statements made in this joint proxy statement/prospectus are qualified in their entirety by the cautionary statements contained or referred to in this section, and there is no assurance that the actual results or developments anticipated by us will be realized or that, even if substantially realized, they will have the expected consequences to, or effects on, us or our business or operations. All subsequent written and oral forward-looking statements concerning comScore, Rentrak, the transactions contemplated by the merger agreement or other matters attributable to comScore or Rentrak or any person acting on their behalf are expressly qualified in their entirety by the cautionary statements above. Except to the extent required by applicable law, comScore and Rentrak are under no obligation (and expressly disclaim any such obligation) to update or revise their forward-looking statements whether as a result of new information, future events, or otherwise.

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QUESTIONS AND ANSWERS ABOUT THE MERGER

General Questions and Answers

The following questions and answers briefly address some commonly asked questions about the comScore special meeting, the Rentrak special meeting and the merger. They may not include all the information that is important to stockholders of comScore and shareholders of Rentrak. comScore urges its stockholders and Rentrak urges its shareholders to read carefully this entire joint proxy statement/prospectus, including the annexes and the other documents referred to herein. Page references are included in this summary to direct you to more detailed discussions elsewhere in this joint proxy statement/prospectus.

Q: Why am I receiving this joint proxy statement/prospectus?

A: comScore and Rentrak have agreed to combine their businesses under the terms of a merger agreement that is described in this joint proxy statement/prospectus. A copy of the merger agreement is attached to this joint proxy statement/prospectus as Annex A.

In order to complete the merger, comScore stockholders must approve the issuance of shares of comScore common stock in connection with the merger and Rentrak shareholders must adopt the merger agreement and approve the transactions contemplated by the merger agreement. comScore will hold a special meeting of its stockholders and Rentrak will hold a special meeting of its stockholders to obtain these approvals. Each of comScore and Rentrak is also asking its stockholders or shareholders, as applicable, to approve other matters in connection with its respective special meetings that are described in this joint proxy statement/prospectus. This joint proxy statement/prospectus contains important information about the merger and the stockholder and shareholder meetings of each of comScore and Rentrak, and you should read it carefully. For comScore stockholders, the enclosed voting materials for the comScore special meeting allow comScore stockholders to vote shares of comScore common stock without attending the comScore special meeting. For Rentrak shareholders, the enclosed voting materials for the Rentrak special meeting allow Rentrak shareholders to vote shares of Rentrak common stock without attending the Rentrak special meeting.

Stockholder votes are important. comScore and Rentrak encourage stockholders and shareholders of each company to vote as soon as possible. For more specific information on how to vote, please see the questions and answers for each of the comScore and Rentrak shareholders below.

Q: Why are comScore and Rentrak proposing the merger? (see page 48)

A: After reviewing strategic alternatives to address the opportunities and challenges facing our companies, the boards of directors of both comScore and Rentrak reached the same conclusion *this merger represents the best strategic alternative for our respective companies.*

Specifically, comScore and Rentrak believe the merger will provide certain strategic and financial benefits, including the following:

an increase in product offerings, specifically for cross-media measurement;

greater depth of relationships with customers and data providers;

enhanced opportunities for growth and innovation;

opportunities for increased revenue from existing relationships; and

reduction in operating costs and other synergies.

Q: When do comScore and Rentrak expect to complete the merger?

A: comScore and Rentrak expect to complete the merger in January 2016. However, neither comScore nor Rentrak can predict the exact timing of the completion of the merger because the merger is subject to governmental and regulatory review processes and other conditions, including approval by comScore's stockholders and Rentrak's shareholders.

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Q: What effects will the proposed merger have on comScore and Rentrak?

A: Upon completion of the proposed merger, Rentrak will cease to be a publicly traded company and will be wholly owned by comScore, which means that comScore will be the only shareholder of Rentrak. As a result, Rentrak shareholders will own shares in comScore only and will not directly own any shares in Rentrak. comScore stockholders will continue to own their comScore shares. Following completion of the merger, the registration of Rentrak's common stock and its reporting obligations with respect to its common stock under the Securities Exchange Act of 1934 will be terminated. In addition, upon completion of the proposed merger, shares of Rentrak common stock will no longer be quoted on the NASDAQ Global Market or any other stock exchange or quotation system. Unless sold or otherwise transferred, comScore stockholders will continue to own shares in comScore upon completion of the merger.

Q: What happens if the merger is not completed?

A: If the merger is not completed for any reason, Rentrak shareholders will not receive any shares of comScore common stock for their shares of Rentrak common stock pursuant to the merger agreement or otherwise. Instead, comScore and Rentrak will remain separate public companies, and each company expects that its common stock will continue to be registered under the Securities Exchange Act of 1934 and traded on their applicable exchanges. In specified circumstances, either comScore or Rentrak may be required to pay to the other party a termination fee, as described in *The Merger Agreement Termination; Fees and Expenses* beginning on page 103 of this joint proxy statement/prospectus.

Q: How do the comScore and Rentrak boards of directors recommend that I vote? (see pages 49 and 62)

A: The comScore board of directors, or the comScore Board, recommends that comScore stockholders vote **FOR** the proposal to issue shares of comScore common stock in connection with the merger and **FOR** the proposal to approve the adjournment of the comScore special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the issuance of the shares of comScore common stock in connection with the merger.

The Rentrak board of directors recommends that the Rentrak shareholders vote **FOR** the proposal to adopt the merger agreement and approve the transactions contemplated by the merger agreement, **FOR** the proposal to approve on an advisory (non-binding) basis the compensation that may be paid or become payable to Rentrak named executive officers that is based on or otherwise relates to the merger agreement and merger and **FOR** the proposal to approve the adjournment of the Rentrak special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to adopt the merger agreement and approve the transactions contemplated by the merger agreement.

Q: Are the comScore stockholders or Rentrak shareholders entitled to dissenters' rights?

A: No. comScore stockholders are not entitled to dissenters' rights of appraisal for their shares under Delaware law in connection with the merger. Rentrak shareholders are not entitled to dissenters' rights of appraisal for their shares

under Oregon law in connection with the merger.

Q: What should I do now?

A: Please review this joint proxy statement/prospectus carefully and vote as soon as possible. Most comScore stockholders and Rentrak shareholders may vote over the Internet or by telephone. Stockholders and shareholders may also vote by signing, dating and returning each proxy card and voting instruction card received.

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Q: What should I do if I receive more than one set of voting materials? (see pages 28 and 34)

A: Please vote each proxy card and voting instruction card that you receive. You may receive more than one set of voting materials, including multiple copies of this joint proxy statement/prospectus and multiple proxy cards or voting instruction cards. For example, stockholders and shareholders who hold shares in more than one brokerage account will receive a separate voting instruction card for each brokerage account in which shares are held. If shares are held in more than one name, stockholders and shareholders will receive more than one proxy or voting instruction card. In addition, if you are a stockholder of comScore and a shareholder of Rentrak, you may receive one or more proxy cards or voting instruction cards for comScore and one or more proxy cards or voting instruction cards for Rentrak. If you are a stockholder of comScore and a shareholder of Rentrak, please note that a vote for the issuance of shares in connection with the merger for the comScore special meeting will not constitute a vote for the proposal to adopt the merger agreement and approve the transactions contemplated by the merger agreement for the Rentrak special meeting, and vice versa. Therefore, please vote each proxy and voting instruction card you receive, whether from comScore or Rentrak. **For information on electronic voting via Internet or telephone, please refer to the section entitled *Questions and Answers About the Merger* beginning on page vi and the section entitled *The Rentrak Special Meeting* beginning on page 31 of this joint proxy statement/prospectus.**

Questions and Answers for comScore Stockholders

Q: When and where is the comScore special meeting? (see page 26)

A: The special meeting of comScore stockholders will be held at 1:00 p.m., local time, on January 28, 2016 at comScore's principal executive offices located at 11950 Democracy Drive, Suite 600, Reston, Virginia. Check-in will begin at 12:45 p.m., local time. Please allow ample time for the check-in procedures.

Q: How can I attend the comScore special meeting? (see page 26)

A: comScore stockholders as of the close of business on December 10, 2015 and those who hold a valid proxy for the special meeting are entitled to attend the comScore special meeting. comScore stockholders should be prepared to present photo identification for admittance. In addition, names of record holders will be verified against the list of record holders on the record date prior to being admitted to the meeting. comScore stockholders who are not record holders but who hold shares through a broker or nominee (i.e., in street name), should provide proof of beneficial ownership on the record date, such as most recent account statement prior to December 10, 2015 or other similar evidence of ownership. If comScore stockholders do not provide photo identification or do not comply with the other procedures outlined above upon request, they will not be admitted to the comScore special meeting.

The comScore special meeting will begin promptly at 1:00 p.m., local time. Check-in will begin at 12:45 p.m., local time, and you should allow ample time for the check-in procedures.

Q: What matters will comScore stockholders vote on at the special meeting?

A: comScore stockholders will vote on the following proposals:

to approve the issuance of shares of comScore common stock in connection with the merger;

to approve the adjournment of the comScore special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the issuance of the shares of comScore common stock in connection with the merger; and

to transact such other business as may properly come before the special meeting.

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Q: How many votes are needed for the proposals considered by comScore stockholders at the comScore special meeting? (see page 27)

A: Assuming a quorum of comScore stockholders are present at the comScore special meeting, with respect to each proposal separately, an affirmative vote of the majority of shares present in person or represented by proxy at the comScore special meeting are required to approve the issuance of shares of comScore common stock, and the adjournment of the comScore special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the issuance of the shares of comScore common stock in connection with the merger. Thus, the failure to submit a proxy card or vote in person, by telephone, or through the Internet, will have no effect on each applicable proposal; however any abstentions or the failure to instruct your bank or broker how to vote if you hold your shares in street name with respect to any of these proposals will have the effect of a vote against each applicable proposal.

Q: What is the quorum requirement for the comScore special meeting?

A: A quorum of comScore stockholders will be present at the comScore special meeting if holders of a majority of comScore stock issued and outstanding and entitled to vote thereat are present in person or represented by proxy. Your shares will be counted towards such quorum only if you submit a valid proxy (or one is submitted on your behalf by your bank or broker) or if you vote in person at the comScore special meeting. Abstentions and broker non-votes will be counted towards the quorum requirement. If there is no quorum, the chairman of the comScore special meeting or holders of a majority of the votes present at the comScore special meeting may adjourn the comScore special meeting to another time or date. If you do not vote, it will be more difficult for comScore to obtain the necessary quorum to approve the proposals to be considered by comScore stockholders at the comScore special meeting.

Q: As a comScore stockholder, how can I vote? (see page 27)

A: Stockholders of record as of the record date may vote in person by attending the comScore special meeting, by completing and returning a proxy card or, if you hold your shares in street name, a voting instruction form. Most stockholders can also vote over the Internet or by telephone. comScore stockholders can find voting instructions in the materials accompanying this joint proxy statement/prospectus.

The Internet and telephone voting facilities will close at 11:59 p.m., Eastern Time, on January 27, 2016. Please be aware that comScore stockholders who vote over the Internet may incur costs such as telephone and Internet access charges for which they will be responsible.

The method by which comScore stockholders vote will in no way limit the right to vote at the meeting if you later decide to attend in person. If shares are held in street name, comScore stockholders must obtain a proxy, executed in their favor, from their broker or other holder of record, to be able to vote at the meeting.

If shares are held through a broker, such shares may be voted even if holders of such shares do not vote or attend the special meeting with regard to routine matters. Broker non-votes, if any, will not be counted in determining the final vote with respect to any particular proposal.

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All shares entitled to vote and represented by properly completed proxies received prior to the comScore special meeting and not revoked will be voted at the meeting in accordance with your instructions. If a signed proxy card is returned without indicating how shares should be voted on a matter and the proxy is not revoked, the shares represented by such proxy will be voted as the comScore board of directors recommends and therefore **FOR** the issuance of shares in connection with the merger.

For a more detailed explanation of the voting procedures, please see the section entitled *The comScore Special Meeting Proxies and Voting Procedures* beginning on page 27 of this joint proxy statement/prospectus.

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Q: As a comScore stockholder, may I change my vote after I have submitted a proxy card or voting instruction card? (see page 28)

A: Yes. comScore stockholders may revoke a previously granted proxy or voting instruction at any time prior to the special meeting by:

signing and returning a later dated proxy or voting instruction card for the comScore special meeting; or

attending the comScore special meeting and voting in person, as described in the section entitled *The comScore Special Meeting* beginning on page 26 of this joint proxy statement/prospectus.

Only the last submitted proxy or voting instruction card will be considered. Please submit a proxy or voting instruction card for the comScore special meeting as soon as possible.

Q: What do comScore stockholders need to do now?

A: Carefully read and consider the information contained in and incorporated by reference into this joint proxy statement/prospectus, including its annexes. In order for comScore shares to be represented at the special meeting, comScore stockholders can (1) vote through the Internet or by telephone by following the instructions included on their proxy card, (2) indicate on the enclosed proxy card how they would like to vote and return the proxy card in the accompanying pre-addressed postage paid envelope, or (3) attend the comScore special meeting in person.

Q: Who can answer questions?

A: comScore stockholders with questions about the merger or the other matters to be voted on at the comScore special meeting or who desire additional copies of this joint proxy statement/prospectus or additional proxy cards should contact: comScore legal department by telephone at (703) 438-2000.

If you need additional copies of this joint proxy statement/prospectus or voting materials, contact the comScore legal department as described above or comScore Investor Relations at <http://ir.comscore.com/contactus.cfm> or by telephone at (703) 438-2100.

Questions and Answers for Rentrak Shareholders

Q: Why are Rentrak shareholders receiving this joint proxy statement/prospectus?

A: In order to complete the merger, Rentrak shareholders must adopt the merger agreement. This joint proxy statement/prospectus contains important information about the proposed merger, the merger agreement and the

Rentrak special meeting, which should be read carefully. The enclosed voting materials allow Rentrak shareholders to vote shares without attending the Rentrak special meeting. The vote of Rentrak shareholders is very important. Rentrak shareholders are encouraged to vote as soon as possible.

Q: What will Rentrak shareholders receive in the merger?

A: If the proposed merger is completed, at the effective time of the merger, Rentrak shareholders will be entitled to receive 1.1500 shares of comScore common stock for each share of Rentrak common stock that they own. comScore will not issue any fractional shares of common stock in connection with the merger. Instead, each Rentrak shareholder who would otherwise be entitled to receive a fraction of a share of comScore common stock will receive (after aggregating all fractional shares of comScore common stock that otherwise would be received by such Rentrak shareholder) an amount of cash (rounded down to the nearest whole cent), without interest, equal to the amount obtained by multiplying such fraction of a share by the average of the closing sale prices for one share of comScore common stock as quoted on the Nasdaq Global Select Market for the ten (10) consecutive trading days ending on the second trading day

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immediately preceding the completion of the merger. Following the completion of the merger, former Rentrak shareholders are expected to own approximately 33.5% of the fully diluted shares of comScore common stock.

Q: What if I have Rentrak stock options?

A: Each outstanding option to purchase shares of Rentrak common stock, whether or not exercisable, will be converted into an option to acquire comScore common stock, on the same terms and conditions as were applicable to such Rentrak stock option prior to the effective time of the merger, except that the number of shares for which such option is or may become exercisable and the exercise price of the option will be adjusted to reflect the exchange ratio.

Q: What if I have Rentrak restricted stock units?

A: Each unvested Rentrak restricted stock unit award will be converted into an award to receive shares of comScore common stock on the same terms and conditions that were applicable to the Rentrak restricted stock unit award prior to the effective time of the merger, except that the number of shares subject to the award will be adjusted to reflect the exchange ratio.

Q: What are the material U.S. federal income tax consequences of the merger to Rentrak shareholders? (see page 108)

A: The transaction is intended to qualify as a reorganization for U.S. federal income tax purposes within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the Code). If the merger qualifies as a reorganization, Rentrak shareholders will not recognize any gain or loss, for U.S. federal income tax purposes, with respect to the shares of comScore common stock they receive in the merger. However, Rentrak shareholders will recognize gain or loss on any fractional shares of comScore common stock for which cash is received in lieu of a fractional share.

Rentrak shareholders are urged to read the discussion in the section entitled *The Merger Agreement Material U.S. Federal Income Tax Consequences of the Merger* beginning on page 108 of this joint proxy statement/prospectus for a more complete discussion of the U.S. federal income tax consequences of the merger and to consult their tax advisors as to the U.S. federal income tax consequences of the transaction, as well as the effects of state, local and non-U.S. tax laws.

Q: When and where is the Rentrak special meeting? (see page 31)

A: The special meeting of Rentrak shareholders will be held at 9:00 a.m., local time, on January 28, 2016 at One Airport Center 7700 N.E. Ambassador Place, Portland, Oregon 97220. Check-in will begin at 8:45 a.m., local time. Please allow ample time for the check-in procedures.

Q: How can I attend the Rentrak special meeting? (see page 31)

A: Rentrak shareholders as of the close of business on December 10, 2015 and those who hold a valid proxy for the special meeting are entitled to attend the Rentrak special meeting. Rentrak shareholders should be prepared to present photo identification for admittance. In addition, names of record holders will be verified against the list of record holders on the record date prior to being admitted to the meeting. Rentrak shareholders who are not record holders but who hold shares through a broker or nominee (i.e., in street name), should provide proof of beneficial ownership on the record date, such as their most recent account statement prior to December 10, 2015 or other similar evidence of ownership. If Rentrak shareholders do not provide photo identification or comply with the other procedures outlined above upon request, they will not be admitted to the Rentrak special meeting.

The Rentrak special meeting will begin promptly at 9:00 a.m., local time. Check-in will begin at 8:45 a.m., local time, and you should allow ample time for the check-in procedures.

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Q: What matters will Rentrak shareholders vote on at the special meeting?

A: Rentrak shareholders will vote on the following proposals:

to adopt the merger agreement and approve the transactions contemplated by the merger agreement;

to approve on an advisory (non-binding) basis the compensation that may be paid or become payable to Rentrak named executive officers that is based on or otherwise relates to the merger agreement and merger;

to approve the adjournment of the Rentrak special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to adopt the merger agreement and approve the transactions contemplated by the merger agreement; and

to transact such other business as may properly come before the special meeting.

Q: How many votes are needed for the proposals considered by Rentrak shareholders at the Rentrak special meeting? (see page 32)

A: The proposal to adopt the merger agreement and approve the transactions contemplated by the merger agreement requires the affirmative vote of the holders of at least a majority of the shares of Rentrak common stock outstanding on the record date. Approval of the compensation proposal (on an advisory (non-binding) basis) and the adjournment proposal each requires the affirmative vote of holders of a majority of the shares of Rentrak common stock present in person or represented by proxy at the Rentrak special meeting and entitled to vote on the proposal.

Q: What is the quorum requirement for the Rentrak special meeting?

A: A quorum of Rentrak shareholders will be present at the Rentrak special meeting if holders of a majority of Rentrak common stock issued and outstanding and entitled to vote at the Rentrak special meeting are present in person or represented by proxy. Your shares will be counted towards such quorum only if you submit a valid proxy (or one is submitted on your behalf by your bank or broker) or if you vote in person at the Rentrak special meeting. Abstentions and broker non-votes will be counted towards the quorum requirement. If there is no quorum, the chairman of the Rentrak board of directors or holders of a majority of the votes present at the Rentrak special meeting may adjourn the Rentrak special meeting to another time or date. If you do not vote, it will be more difficult for Rentrak to obtain the necessary quorum to approve the proposals to be considered by Rentrak shareholders at the Rentrak special meeting.

Q: As a Rentrak shareholder, how can I vote? (see page 31)

A: Shareholders of record as of the record date may vote in person by attending the Rentrak special meeting, by completing and returning a proxy card or, if you hold your shares in street name, a voting instruction form. Most shareholders can also vote over the Internet or by telephone. The availability of Internet and telephone voting for shares held in street name will depend on the voting processes of your broker or other nominee. If Internet and telephone voting are available, Rentrak shareholders can find voting instructions in the materials accompanying this joint proxy statement/prospectus.

The Internet and telephone voting facilities will close at 11:59 p.m., Eastern Time, on January 27, 2016. Please be aware that Rentrak shareholders who vote over the Internet may incur costs such as telephone and Internet access charges for which they will be responsible.

The method by which Rentrak shareholders vote will in no way limit the right to vote at the meeting if you later decide to attend in person. If shares are held in street name, Rentrak shareholders must obtain a proxy, executed in their favor, from their broker or other holder of record, to be able to vote at the meeting.

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Failure by a Rentrak shareholder to submit a proxy, or instruct a broker or nominee to vote, as the case may be, will have the effect of a vote against the merger proposal, but it will have no effect on the compensation proposal or the adjournment proposal, assuming a quorum is present.

All shares entitled to vote and represented by properly completed proxies received prior to the Rentrak special meeting and not revoked will be voted at the meeting in accordance with your instructions. If a signed proxy card is returned without indicating how shares should be voted on a matter and the proxy is not revoked, the shares represented by such proxy will be voted as the Rentrak board of directors unanimously recommends and therefore **FOR** the merger proposal, the compensation proposal and the adjournment proposal.

For a more detailed explanation of the voting procedures, please see the section entitled *The Rentrak Special Meeting Proxies and Voting Procedures* beginning on page 33 of this joint proxy statement/prospectus.

Q: As a Rentrak shareholder, what happens if I do not vote?

A: Failure to vote or give voting instructions to your broker or nominee for the Rentrak special meeting could make it more difficult to meet the voting requirement that the total votes cast on the merger proposal represent over fifty percent (50%) of the outstanding shares of Rentrak common stock entitled to vote thereon. Therefore, Rentrak urges Rentrak shareholders to vote.

Q: As a Rentrak shareholder, may I change my vote after I have submitted a proxy card or voting instruction card? (see page 34)

A: Yes. Rentrak shareholders may revoke a previously granted proxy or voting instruction at any time prior to the special meeting by:

signing and returning a later dated proxy or voting instruction card for the Rentrak special meeting; or

attending the Rentrak special meeting and voting in person, as described in the section entitled *The Rentrak Special Meeting* beginning on page 31 of this joint proxy statement/prospectus.

Only the last submitted proxy or voting instruction card will be considered. Please submit a proxy or voting instruction card for the Rentrak special meeting as soon as possible.

Q: Should Rentrak stock certificates be sent in now?

A: No. If the merger is completed, Rentrak shareholders will receive written instructions for sending in any stock certificates they may have.

Q: What do Rentrak shareholders need to do now?

A: Carefully read and consider the information contained in and incorporated by reference into this joint proxy statement/prospectus, including its annexes. In order for Rentrak shares to be represented at the special meeting, Rentrak shareholders can (1) vote through the Internet or by telephone by following the instructions on the voting instruction card included with their proxy card, (2) indicate on the enclosed proxy card how they would like to vote and return the proxy card in the accompanying pre-addressed postage paid envelope, or (3) attend the Rentrak special meeting in person.

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Q: Who can answer questions?

A: Rentrak shareholders with questions about the merger or the other matters to be voted on at the Rentrak special meeting or who desire additional copies of this joint proxy statement/prospectus or additional proxy cards should contact:

Laurel Hill Advisory Group, LLC

2 Robbins Lane, Suite 201

Jericho, New York 11753

Toll Free: 1-888-742-1305

Banks and Brokerage Firms: 1-888-742-1305

If you need additional copies of this joint proxy statement/prospectus or voting materials, contact Laurel Hill Advisory Group, LLC as described above or Rentrak Investor Relations by visiting <http://investor.rentrak.com> or by telephone at (310) 279-5980.

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SUMMARY

The following is a summary of the information contained in this joint proxy statement/prospectus relating to the merger. This summary may not contain all of the information about the merger that is important to you. For a more complete description of the merger, comScore and Rentrak encourage you to read carefully this entire joint proxy statement/prospectus, including the attached annexes. In addition, comScore and Rentrak encourage you to read the information incorporated by reference into this joint proxy statement/prospectus, which includes important business and financial information about comScore and Rentrak. Stockholders of comScore and shareholders of Rentrak may obtain the information incorporated by reference into this joint proxy statement/prospectus without charge by following the instructions in the section entitled *Where You Can Find More Information* beginning on page 136 of this joint proxy statement/prospectus.

The Merger

comScore and Rentrak have agreed to combine their businesses under the terms of a merger agreement between the companies that is described in this joint proxy statement/prospectus. A copy of the merger agreement is attached to this joint proxy statement/prospectus as Annex A. 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 as described in the section entitled *The Merger Agreement Treatment of Securities Fractional Shares* beginning on page 87 of this joint proxy statement/prospectus. 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.

Parties to the Merger

comScore, Inc. (see page 24)

comScore provides trusted, independent data, metrics, products and services to clients in the media, advertising, and marketing industries. comScore delivers digital media analytics that help content owners and advertisers understand and thus properly value the composition of consumer media audiences, and comScore helps marketers understand the performance and effectiveness of advertising targeted at these audiences.

comScore is a technology-driven company that measures what people do as they navigate the digital world across multiple technology platforms and devices including smartphones, tablets, televisions, and desktop computers. Its technology measures consumer interactions with digital media, including Web sites, apps, video programming and advertising.

comScore combines its proprietary data with its clients' own data and data from partners, to provide uniquely valuable digital media analytics. comScore delivers on-demand and real-time products and services through a scalable Software-as-a-Service delivery model that supports both comScore branded products and also partner products integrating comScore data and services. During the year ended December 31, 2014, comScore provided service to approximately 2,550 customers worldwide with a broad geographic base of employees located in 32 locations in 24 countries. comScore's principal executive offices are located at 11950 Democracy Drive, Suite 600, Reston, Virginia.

comScore's telephone number is (703) 438-2100.

Table of Contents***Rentrak (see page 24)***

Rentrak is a global media measurement and advanced consumer targeting company serving the entertainment, television, video and advertising industries. Rentrak's Software as a Service, or SaaS, technology merges television viewership information from almost 120 million TVs and devices with consumer behavior and purchase information across multiple platforms, devices and distribution channels. Rentrak also measures box office results from more than 125,000 movie screens in 64 countries throughout the world. Rentrak processes and aggregates hundreds of billions of data transactions from multiple screens wherever entertainment content is viewed, whether at the box office, on a television screen, over the Internet, on a smart phone or other portable device. Rentrak measures live TV, recorded TV, and Video on Demand, whether the content is free, purchased, rented, recorded, downloaded or streamed from multiple channels. These massive content databases provide stable and granular viewership information across every screen (multiscreen) and are anonymously matched with information from third-party consumer segmentation and purchase databases using privacy compliant methodologies. By linking multiscreen viewership information with information about the products viewers consume and prefer, Rentrak provides its clients, such as content producers, distributors, advertisers and advertising agencies, with the knowledge necessary to more effectively manage their businesses, program and market their networks and more precisely target and sell their advertising inventory. Some examples of the benefits to the advertising community are improved profitability by effectively targeting viewers of specific TV shows through the products they buy, the cars they drive and how they are likely to vote in elections. Some examples of the benefits to the movie industry and video (TV) content owners are that they can manage their businesses in real time or near real time and also improve their profitability. Additionally, certain clients use Rentrak's advanced analytics to populate automated buying systems. These systems automate the buying process for TV commercials and introduce efficiencies for both advertising agencies and their clients.

Rentrak's principal executive offices are located at One Airport Center 7700 N.E. Ambassador Place, Portland, Oregon 97220. Rentrak's telephone number is (503) 284-7581.

Board Recommendations***Recommendation of the comScore Board of Directors (see page 49)***

After careful consideration, at a meeting of the comScore board of directors held on September 29, 2015, the comScore board of directors present unanimously determined that the merger agreement and the consummation of the transactions contemplated by the merger agreement are advisable and in the best interests of the comScore stockholders, and approved the merger agreement. **The comScore board of directors recommends that comScore stockholders vote: FOR the proposal of the issuance of comScore common stock in the merger pursuant to the terms of the merger agreement and FOR the approval of the adjournment of the comScore special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the issuance of the shares of comScore common stock in connection with the merger.**

Opinion of comScore's Financial Advisor (see page 54)

comScore retained J.P. Morgan Securities LLC, referred to herein as J.P. Morgan, to act as its financial advisor in connection with the transactions contemplated by the merger agreement. At the meeting of the comScore Board on September 29, 2015, J.P. Morgan rendered its oral opinion to the comScore Board that, as of such date and based upon and subject to the factors and assumptions set forth in its opinion, the exchange ratio in the proposed merger was fair, from a financial point of view, to comScore. The oral opinion was subsequently confirmed in writing by delivery of J.P. Morgan's written opinion dated September 29, 2015.

The full text of the written opinion of J.P. Morgan, dated September 29, 2015, which sets forth, among other things, the assumptions made, procedures followed, matters considered and limitations on the review

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undertaken by J.P. Morgan in rendering its opinion, is attached as Annex B to this joint proxy statement/prospectus and is incorporated herein by reference. comScore's stockholders are urged to read the opinion in its entirety. J.P. Morgan's opinion is addressed to the comScore Board, is directed only to the fairness from a financial point of view of the exchange ratio in the proposed transaction as of the date of the opinion and does not constitute a recommendation to any stockholder of comScore as to how such stockholder should vote with respect to the transactions contemplated by the merger agreement or any other matter.

Recommendations of the Rentrak Board of Directors (see page 62)

After careful consideration, the Rentrak board of directors unanimously determined that the merger agreement and the transactions contemplated by the merger agreement are advisable and in the best interests of the Rentrak shareholders and has unanimously approved the merger agreement. **The Rentrak board of directors recommends that the Rentrak shareholders vote FOR the proposal to adopt the merger agreement and approve the transactions contemplated by the merger agreement. The Rentrak board of directors also recommends that Rentrak shareholders vote FOR the proposal to approve on an advisory (non-binding) basis the compensation that may be paid or become payable to Rentrak named executive officers that is based on or otherwise relates to the merger agreement and merger and FOR the proposal to approve the adjournment of the Rentrak special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to adopt the merger agreement and approve the transactions contemplated by the merger agreement.**

Opinion of Rentrak's Financial Advisor

Goldman Sachs & Co., referred to herein as Goldman Sachs, delivered its opinion to Rentrak's board of directors that, as of the date of the written fairness opinion and based upon and subject to the factors and assumptions set forth therein, the exchange ratio pursuant to the merger agreement was fair from a financial point of view to the holders (other than comScore and its affiliates) of the outstanding shares of common stock, par value \$0.001 per share, of Rentrak.

The full text of the written opinion of Goldman Sachs, dated September 29, 2015, which sets forth assumptions made, procedures followed, matters considered and limitations on the review undertaken in connection with the opinion, is attached as Annex C. Goldman Sachs provided its opinion for the information and assistance of the Rentrak board of directors in connection with its consideration of the proposed transaction. The Goldman Sachs opinion does not constitute a recommendation as to how any holder of Rentrak's common stock should vote with respect to the proposed transaction or any other matter. Pursuant to an engagement letter between Rentrak and Goldman Sachs, Rentrak has agreed to pay Goldman Sachs a transaction fee of approximately \$9,000,000, which is contingent upon consummation of the proposed transaction. The board of directors of Rentrak has the discretion to pay Goldman Sachs an additional amount up to \$2,000,000 for services Goldman Sachs provided in connection with the merger.

Interests of the Directors and Executive Officers of Rentrak (see page 81)

In considering the recommendation of the Rentrak board of directors to adopt the merger agreement and approve the transactions contemplated by the merger agreement, Rentrak shareholders should be aware that the Rentrak directors and executive officers have interests in the merger and have arrangements that are different from, or in addition to, those of Rentrak shareholders generally, including, but not limited to, the following:

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in connection with the merger comScore will assume outstanding options to purchase shares of Rentrak common stock held by such directors and executive officers;

unvested restricted stock units of Rentrak held by the Rentrak executive officers will fully accelerate vesting in connection with the consummation of the transactions contemplated by the merger agreement;

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unvested deferred stock units of Rentrak held by the Rentrak directors will become fully vested, and all outstanding deferred stock units of Rentrak held by the Rentrak directors will be settled in shares, in connection with the consummation of the transactions contemplated by the merger agreement;

Rentrak's executive officers are entitled to receive certain cash payments and other benefits upon a qualifying termination of employment in connection with a change of control of Rentrak;

certain Rentrak employees are entitled to receive additional grants of restricted stock units in connection with the consummation of the transactions contemplated by the merger agreement;

certain Rentrak employees are entitled to receive certain cash payments and/or accelerated vesting of outstanding options to purchase shares of Rentrak common stock and restricted stock units and performance stock unit awards of Rentrak held by such employees in connection with a change in control of Rentrak, or upon a qualifying termination of employment in connection with a change of control of Rentrak;

William P. Livek, Rentrak's Chief Executive Officer, has executed an offer letter with comScore that entitles Mr. Livek to receive an annual base salary, short-term and long-term equity incentive awards (which are subject to achieving certain performance-based and time-based goals), and an award of comScore restricted stock units, all contingent upon the closing of the merger;

David Chemerow, Rentrak's Chief Operating Officer and Chief Financial Officer, has executed an offer letter with comScore with a one-year term that entitles Mr. Chemerow to receive a base salary, a short-term equity incentive award (which is subject to achieving certain performance-based goals), and an award of comScore restricted stock units, all contingent upon the closing of the merger;

directors and officers will be indemnified by the combined company with respect to acts or omissions by them in their capacities as such prior to the effective time of the merger; and

under the terms of the merger agreement, four directors of the current Rentrak board of directors will be designated to serve on the board of directors of comScore after the effective time of the merger.

These interests and arrangements may create potential conflicts of interest. The Rentrak board of directors was aware of these potential conflicts of interest and considered them, among other matters, in reaching its decision to approve the merger agreement and the transactions contemplated by the merger agreement.

Conditions to Completion of the Merger (see page 100)

Several conditions must be satisfied or waived before comScore and Rentrak complete the merger, including, but not limited to, the following:

approval by comScore stockholders of the issuance of shares of comScore common stock in the merger;

adoption of the merger agreement by Rentrak shareholders;

no law that has the effect of making the merger illegal or prohibiting the effective time of the merger will be in effect;

no order of any court preventing the completion of the merger will be in effect;

comScore's registration statement on Form S-4 will have been declared effective by the Securities and Exchange Commission;

receipt of all clearances, consents, approvals, authorizations and orders applicable to the merger which are required under any antitrust laws of the U.S. and any other non-U.S. jurisdiction in which comScore or Rentrak have material business operations or in which comScore and Rentrak mutually agree;

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receipt of opinions by comScore and Rentrak from their respective tax counsel that the merger will qualify as a reorganization within the meaning of Section 368(a) of the Code;

shares of comScore common stock issuable in the merger will be authorized for listing on the Nasdaq Global Select Market;

accuracy of each party's respective representations and warranties as set forth in the merger agreement;

material compliance by each party with its agreements and covenants in the merger agreement; and

absence of a material adverse effect on comScore and Rentrak, respectively, from September 29, 2015 to the completion of the merger.

No Solicitation (see page 93)

Subject to limited exceptions, the merger agreement contains detailed provisions that prohibit comScore and Rentrak from soliciting, initiating, or knowingly encouraging or facilitating alternative acquisition proposals with any third party including but not limited to the following:

any acquisition or purchase of a fifteen percent (15%) or greater interest in the total outstanding equity interests or voting securities of comScore or Rentrak;

any acquisition or purchase of fifty percent (50%) or more of any class of equity or other voting securities of one or more subsidiaries of comScore or Rentrak, the business(es) of which, individually or in the aggregate, generate fifteen percent (15%) or more of the net revenues, net income or assets of comScore or Rentrak;

any merger, consolidation, business combination or other similar transaction involving comScore or Rentrak or one or more of their subsidiaries the business(es) of which, individually or in the aggregate, generate or constitute fifteen percent (15%) or more of the net revenues, net income or assets of comScore or Rentrak; and

subject to certain exceptions, any sale, lease, exchange, transfer, license, acquisition or disposition of assets of comScore or Rentrak that generate or constitute fifteen percent (15%) or more of the net revenues, net income or assets of comScore or Rentrak.

The merger agreement does not, however, prohibit either party from considering a bona fide acquisition proposal from a third party if specified conditions are met.

comScore Governance Matters After the Merger

Immediately following the effective time of the merger:

the comScore board of directors will have twelve (12) members comprised of all of the current members of the comScore board of directors (Magid M. Abraham, Russell Fradin, Gian M. Fulgoni, William J. Henderson, William Katz, Ronald J. Korn, Joan Lewis and Serge Matta,) and four (4) members of the current Rentrak board of directors (William Engel, Patricia Gottesman, William P. Livek and Brent Rosenthal);

the executive chairman of the comScore board of directors will continue to be Magid M. Abraham;

the executive vice chairman of the comScore board of directors will be William P. Livek;

the Audit Committee of the comScore board of directors will consist of William Henderson, Ronald Korn, Joan Lewis and Brent Rosenthal, with Brent Rosenthal serving as chairman;

the Compensation Committee of the comScore board of directors will consist of Russell Fradin, William Henderson, William Katz and Patricia Gottesman, with William Henderson serving as chairman;

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the Nominating and Governance Committee of the comScore board of directors will consist of Russell Fradin, William Henderson, William Katz and William Engel, with William Katz serving as chairman;

the chief executive officer of comScore will continue to be Serge Matta; and

the chief financial officer of comScore will continue to be Mel Wesley.

Termination; Fees and Expenses (see page 103)

Under circumstances specified in the merger agreement, either comScore or Rentrak may terminate the merger agreement, including:

both parties consent to termination;

the merger is not completed by April 30, 2016, which date may be extended to July 31, 2016 by comScore or Rentrak in specified circumstances;

any governmental authority has issued or granted any order that is in effect and has the effect of making the merger illegal;

the required approval of the stockholders of comScore of the issuance of shares of comScore common stock in the merger has not been obtained at comScore's duly held special meeting;

the required approval of the shareholders of Rentrak to adopt the merger agreement has not been obtained at Rentrak's duly held special meeting;

the board of directors of the other party takes any of the actions in opposition to the merger described as a triggering event in the merger agreement; or

the other party breaches its representations, warranties or covenants in the merger agreement such that its conditions to completion of the merger regarding representations, warranties or covenants would not be satisfied.

Support Agreements (see page 106)

Simultaneously with the execution and delivery of the merger agreement, each of the executive officers and directors of comScore, in their respective capacities as stockholders of comScore, and affiliates of WPP plc, each stockholders of comScore, entered into support agreements with Rentrak, pursuant to which such individuals and affiliates agreed, among other things, to vote their respective shares of common stock of comScore in favor of the approval of the issuance of shares of comScore Common Stock pursuant to the merger agreement and against any acquisition

proposal. As of September 29, 2015, the persons and affiliates signing the comScore support agreements beneficially owned an aggregate of approximately 16.8% of the outstanding comScore common stock.

Simultaneously with the execution and delivery of the merger agreement, each of the executive officers and directors of Rentrak, in their respective capacities as shareholders of Rentrak, and affiliates of WPP plc, each shareholders of Rentrak, entered into support agreements with comScore, pursuant to which such individuals and affiliates have agreed, among other things, to vote their respective shares of common stock of Rentrak for the approval and adoption of the merger agreement and against any acquisition proposal. As of September 29, 2015, the persons and affiliates signing the Rentrak support agreements beneficially owned an aggregate of approximately 31.4% of the outstanding Rentrak common stock.

No Appraisal Rights

Neither comScore stockholders nor Rentrak shareholders are entitled to dissenters' rights of appraisal for their shares under the Delaware General Corporation Law or the Oregon Business Corporation Act, as applicable in connection with the merger.

Table of Contents**SUMMARY SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA OF COMSCORE**

The following table sets forth comScore's selected historical consolidated financial and other data for the periods ended and as of the dates indicated. The consolidated statements of operations for the years ended December 31, 2012, 2013 and 2014 and the consolidated balance sheet data as of December 31, 2013 and 2014 have been derived from comScore's audited consolidated financial statements incorporated by reference into this joint proxy statement/prospectus. The consolidated statements of operations for the years ended December 31, 2010 and 2011 and the consolidated balance sheet data as of December 31, 2010, 2011 and 2012 have been derived from comScore's audited consolidated financial statements that are not incorporated by reference into this joint proxy statement/prospectus. The consolidated statement of operations for the nine months ended September 30, 2014 and 2015 and the consolidated balance sheet data as of September 30, 2015 have been derived from comScore's unaudited condensed consolidated financial statements incorporated by reference into this joint proxy statement/prospectus. The consolidated balance sheet data as of September 30, 2014 has been derived from comScore's unaudited condensed consolidated financial statements that are not incorporated by reference into this joint proxy statement/prospectus. The data presented below should be read in conjunction with the section entitled "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the consolidated financial statements and the related notes contained in comScore's most recent Annual Report on Form 10-K and its Quarterly Report on Form 10-Q for the period ended September 30, 2015, incorporated by reference into this joint proxy statement/prospectus. See the section entitled "Where You Can Find More Information" beginning on page 136 of this joint proxy statement/prospectus.

	Year Ended December 31,					Nine Months Ended	
	2014	2013	2012	2011	2010	September 30, 2015	2014
	(In thousands, except share and per share data)						
Consolidated Statement of Operations Data:							
Revenues	\$ 329,151	\$ 286,860	\$ 255,193	\$ 232,392	\$ 174,999	\$ 271,148	\$ 239,048
Cost of revenues (1)	97,467	89,963	86,379	75,103	51,953	84,259	71,164
Selling and marketing (1)	103,525	99,947	91,849	78,289	59,641	75,376	78,791
Research and development (1)	60,364	41,025	33,994	34,050	26,377	49,937	39,192
General and administrative (1)	62,923	46,449	38,134	48,514	33,953	57,041	42,952
Amortization of intangible assets	7,230	7,957	9,289	9,301	4,534	9,904	5,786
Impairment of intangible assets	9,722		3,349				6,942
Gain on asset disposition		(214)					
Loss on asset disposition						5,226	

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Settlement of litigation, net	2,700	(1,360)		5,175		(830)	2,780
Total expenses from operations	343,931	283,767	262,994	250,432	176,458	280,913	247,607
(Loss) income from operations	(14,780)	3,093	(7,801)	(18,040)	(1,459)	(9,765)	(8,559)
Interest and other (expense) income, net	(1,247)	(938)	(870)	(525)	53	(1,181)	(889)
Gain (loss) from foreign currency transactions	809	(62)	(744)	(410)	(347)	(529)	253
Gain on sale of marketable securities				211			
(Loss) income before income taxes	(15,218)	2,093	(9,415)	(18,764)	(1,753)	(11,475)	(9,195)
Benefit (provision) for income taxes	5,315	(4,426)	(2,374)	2,974	177	324	1,952
Net loss	\$ (9,903)	\$ (2,333)	\$ (11,789)	\$ (15,790)	\$ (1,576)	\$ (11,151)	\$ (7,243)
Net loss per common share:							
Basic	\$ (0.29)	\$ (0.07)	\$ (0.35)	\$ (0.49)	\$ (0.05)	\$ (0.30)	\$ (0.22)
Diluted	\$ (0.29)	\$ (0.07)	\$ (0.35)	\$ (0.49)	\$ (0.05)	\$ (0.30)	\$ (0.22)
Weighted-average number of shares used in per share calculations:							
Basic	33,689,660	34,443,126	33,244,798	32,289,877	31,070,018	37,586,329	33,550,933
Diluted	33,689,660	34,443,126	33,244,798	32,289,877	31,070,018	37,586,329	33,550,933

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

Cost of revenues	\$ 4,007	\$ 3,346	\$ 2,481	\$ 1,976	\$ 1,494	\$ 4,434	\$ 2,671
Selling and marketing	10,778	11,062	12,283	8,512	6,217	8,176	9,191
Research and development	4,610	3,021	1,919	1,988	1,868		