

COMSCORE, INC.  
Form 8-K  
July 26, 2010

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

**FORM 8-K  
CURRENT REPORT**  
**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**  
**Date of Report (Date of earliest event reported): July 20, 2010**

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

<b>Delaware</b>	<b>000-1158172</b>	<b>54-1955550</b>
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

**11950 Democracy Drive  
Suite 600  
Reston, Virginia 20190**  
(Address of principal executive offices, including zip code)  
**(703) 438-2000**  
(Registrant's telephone number, including area code)  
(Former name or former address, if changed since last report)

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

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

*Change of Control and Severance Agreements*

On July 20, 2010, the compensation committee of the board of directors (the **Compensation Committee**) of comScore, Inc. (the **Company**), following consultation with a third party compensation consultant, approved Change of Control and Severance Agreements (each, an **Agreement** and collectively, the **Agreements**) for certain members of the Company's management, including each of the Company's current named executive officers: Magid M. Abraham, Ph.D.; Gian M. Fulgoni; Kenneth J. Tarpey; Gregory T. Dale; and Christiana L. Lin (each a **Named Executive**).

Each of the Agreements has a three-year initial term with automatic one-year renewals thereafter, and an automatic 12-month extension following the date of a change of control. Each of the Agreements provides that if, prior to a change of control, the Company terminates the Named Executive's employment without cause, or the Named Executive resigns from such employment for good reason, then subject to certain covenants the Named Executive would be entitled to the following severance benefits:

payment of all accrued but unpaid vacation, expense reimbursements, wages and other benefits due under Company-provided plans, policies and arrangements;

continuing payments at a rate equal to the Named Executive's annual base salary then in effect, for the duration of a specified severance period (as identified in the table below for each Named Executive), to be paid periodically in accordance with the Company's normal payroll policies; and

reimbursement of COBRA premiums until the earlier of the expiration of the specified severance period or the date that the Named Executive becomes covered under a similar plan.

The table below identifies the severance period specified in the Agreements for each Named Executive:

<b>Named Executive</b>	<b>Severance Period</b>
Magid M. Abraham, Ph.D.	2 years
Gian M. Fulgoni	1.5 years
Kenneth J. Tarpey	6 months for first two years as chief financial officer; thereafter 1.25 years
Gregory T. Dale	1 year
Christiana L. Lin	1 year

Each of the Agreements also provides that if, on or within 12 months after a change of control, the Company terminates the Named Executive's employment without cause, or the Named Executive resigns from the Company for good reason, then subject to certain covenants the Named Executive would be entitled to the following severance benefits:

payment of all accrued but unpaid vacation, expense reimbursements, wages and other benefits due under Company-provided plans, policies and arrangements;

a lump sum payment (less applicable withholding taxes) equal to a specified change of control multiple (as identified in the chart below for each Named Executive) multiplied by the Named Executive's annual base salary in effect immediately prior to the Named Executive's termination date or, if greater, at the level in effect immediately prior to the change of control; and

reimbursement of COBRA premiums until the earlier of the expiration of a specified severance period (as identified in the table above for each Named Executive) or the date that the Named Executive becomes covered under a similar plan.

The table below identifies the change of control multiple specified in the Agreements for each Named Executive:

Named Executive	Change Of Control Multiple
Magid M. Abraham, Ph.D.	2x
Gian M. Fulgoni	1.5x
Kenneth J. Tarpey	1.25x
Gregory T. Dale	1x
Christiana L. Lin	1x

Each of the Agreements with Messrs. Tarpey and Dale and Ms. Lin provides that if the Named Executive remains employed by or continues to provide services to the Company through the one-year anniversary of a change of control, one hundred percent of the Named Executive's then outstanding and unvested equity awards as of the date of the change of control shall accelerate and become vested in full. The Agreements for Dr. Abraham and Mr. Fulgoni provide for accelerated vesting of one hundred percent of their then outstanding and unvested equity awards upon a change of control. Such single-trigger acceleration is consistent with existing equity awards held by Dr. Abraham and Mr. Fulgoni.

In the event that the benefits under an Agreement would (i) constitute parachute payments within the meaning of Section 280G of the Internal Revenue Code (the "Code") or (ii) would be subject to the excise tax imposed by Section 4999 of the Code, the Named Executive would receive such payment as would entitle the Named Executive to receive the greatest after-tax benefit.

#### *Kenneth J. Tarpey Compensation*

On July 22, 2010 the Company's Compensation Committee approved restoring the base salary of Kenneth J. Tarpey, the Company's Chief Financial Officer, to the base salary set forth in the terms of his April 2009 original offer letter, such restored base salary to be effective as of July 23, 2010. Reference is hereby made to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on April 20, 2009, and Exhibit 10.1 thereto, for a description of the terms and conditions of Mr. Tarpey's original offer letter.

#### **Item 5.07. Submission of Matters to a Vote of Security Holders.**

The annual meeting of stockholders of the Company was held on July 20, 2010. The following matters were voted upon:

1. Three Class III directors were elected to serve a three-year term expiring at the 2013 annual meeting of stockholders or until their successors have been elected and qualified. The three nominees receiving the largest number of affirmative votes cast representing shares of the Company's common stock present and entitled to vote at the annual meeting were elected as Class III directors, by the following vote:

	For	Withheld	Broker Non-Votes
Gian M. Fulgoni	24,965,664	331,686	2,238,046
Jeffrey Ganek	25,179,790	117,560	2,238,046
Bruce Golden	24,812,791	484,559	2,238,046

2. The appointment of Ernst & Young LLP to serve as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2010, was ratified by the following vote:

	For	Against	Abstain
Ratification of the appointment of Ernst & Young LLP	27,258,879	273,558	2,959

**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/ Christiana L. Lin  
Christiana L. Lin  
Executive Vice President, General  
Counsel, Chief Privacy Officer and  
Corporate Secretary

Date: July 26, 2010