

COMSCORE, INC.  
Form 8-K/A  
November 18, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**FORM 8-K/A**

(Amendment No. 1)

**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 26, 2011**

**comScore, Inc.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction)

001-33520  
(Commission)

54-1955550  
(IRS Employer)

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(State of incorporation)

(File Number)  
**11950 Democracy Drive**

(Identification No.)

**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))

**EXPLANATORY NOTE**

This Current Report on Form 8-K/A (the Amendment ) updates information disclosed in a Current Report on Form 8-K filed on July 27, 2011 (the Original Form 8-K ) relating to the comScore, Inc. (the Company ) Annual Meeting of Stockholders held on July 26, 2011 (the Annual Meeting ). The sole purpose of this Amendment is to disclose the Company s decision regarding how frequently it will conduct future advisory votes on executive compensation. No other changes have been made to the Original Form 8-K.

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

As previously reported in the Original Form 8-K, at the Annual Meeting, an advisory vote was conducted on the frequency of future advisory votes on executive compensation. As previously reported in the Original Form 8-K, the greatest number of votes cast and a majority of the shares were voted for holding such advisory votes every year. The Company has considered the outcome of this advisory vote and has determined, as was recommended with respect to this proposal by the Company s board of directors in the proxy statement for the Annual Meeting, that the Company will hold an annual advisory vote on executive compensation. The next required stockholder advisory vote on the frequency of future stockholder advisory votes regarding compensation awarded to named executive officers will be conducted at the Company s 2017 Annual Meeting of Stockholders.

**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

EVP, General Counsel and Chief Privacy Officer

Date: November 18, 2011