

COMSCORE, INC.  
Form 8-K  
August 24, 2011

**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): August 23, 2011**

**comScore, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

**000-1158172**

**54-1955550**

(State or other  
jurisdiction of  
incorporation)

(Commission File Number)

(IRS Employer  
Identification No.)

**11950 Democracy Drive  
Suite 600  
Reston, Virginia 20190**

(Address of principal executive offices, including zip code)

**(703) 438-2000**

(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

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

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

**Item 7.01. Regulation FD Disclosure**

On August 23, 2011, comScore, Inc. ( comScore ) received notice that Mike Harris and Jeff Dunstan, individually and on behalf of a class of similarly situated individuals, filed a lawsuit against comScore in the United States District Court for the Northern District of Illinois, Eastern Division, alleging, among other things, violations by comScore of the Stored Communications Act, the Electronic Communications Privacy Act, Computer Fraud and Abuse Act and the Illinois Consumer Fraud and Deceptive Practices Act as well as unjust enrichment. The complaint seeks unspecified damages, including statutory damages per violation and punitive damages, injunctive relief and reasonable attorneys fees of the plaintiffs. Based on an initial review of these claims, comScore believes that they are without merit. comScore intends to vigorously protect and defend itself.

The information in this Current Report on Form 8-K is being furnished and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act ), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filing.

**Cautionary Note Regarding Forward-Looking Statements**

This Current Report on Form 8-K 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, which include those regarding the anticipated effects of the aforementioned litigation. These statements involve risks and uncertainties that could cause actual results to differ materially, including, but not limited to: comScore may incur costs relating to its defense; comScore s business may be harmed by a successful claim by the plaintiffs; and the effects of perceived concerns over spyware and privacy violations or perceived misuse of personal information on comScore s ability to recruit panelists, which in turn could adversely affect comScore s ability to provide its products. For a detailed discussion of these and other risk factors, please refer to comScore s Annual Report on Form 10-K for the period ended December 31, 2010, Quarterly Report on Form 10-Q for the period ended June 30, 2011 and from time to time other filings with the Securities and Exchange Commission (the SEC ), which are available on the SEC s Web site ( <http://www.sec.gov> ). Stockholders of comScore are cautioned not to place undue reliance on comScore s forward-looking statements, which speak only as of the date such statements are made. comScore does not 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.

---

**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 and Chief Privacy Officer

Date: August 23, 2011