

COMSCORE, INC.
Form 8-A12B
June 06, 2007

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 8-A
FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934
COMSCORE, INC.**

(Exact name of registrant as specified in its charter)

Delaware

54-19555550

(State of incorporation or organization)

(I.R.S. Employer Identification No.)

11465 Sunset Hills Road, Suite 200, Reston, Virginia 20190

(Address of principal executive offices) (Zip code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class
to be so registered

Name of each exchange on which
each class is to be registered

Common Stock, \$0.001 par value per share

The NASDAQ Stock Market LLC

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: **333-141740**

Securities to be registered pursuant to Section 12(g) of the Act: None

Item 1. Description of Registrant's Securities to be Registered

comScore, Inc. (the Registrant) hereby incorporates by reference the description of its Common Stock to be registered hereunder contained under the heading "Description of Capital Stock" in Registrant's Registration Statement on Form S-1 (File No. 333-141740), as originally filed with the Securities and Exchange Commission (the Commission) on April 2, 2007 or subsequently amended (the Registration Statement), and in the prospectus included in the Registration Statement to be filed separately by the Registrant with the Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended.

Item 2. Exhibits

Under the Instructions as to Exhibits section of Form 8-A, no exhibits are required to be filed because no other securities of the Registrant are registered on The NASDAQ Stock Market LLC, and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: June 6, 2007

comScore, Inc.

By: /s/ Christiana Lin
Christiana L. Lin
General Counsel and Chief Privacy
Officer