

COMSCORE, INC.  
Form DEF 14A  
June 10, 2011

**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

**COMSCORE, INC.**

**(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):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.
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(4) Date Filed:

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

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS  
TO BE HELD ON JULY 26, 2011**

To the Stockholders of comScore, Inc.:

Notice is hereby given that the Annual Meeting of Stockholders of comScore, Inc. (the Company) will be held at the Company's offices at 11950 Democracy Drive, Suite 600, Reston, Virginia 20190 on Tuesday, July 26, 2011, at 2:15 p.m. EDT for the following purposes:

to elect three Class I members of the board of directors to serve until the 2014 annual meeting of stockholders;

to ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2011;

to hold an advisory vote as to the compensation awarded to our named executive officers in 2010;

to hold an advisory vote as to the frequency of future stockholder advisory votes regarding the compensation awarded to our named executive officers;

to approve the amendment and restatement of our 2007 Equity Incentive Plan primarily to, among other things, allow the Company to qualify awards granted thereunder as performance-based within the meaning of Section 162(m) of the Internal Revenue Code; and

to transact any other business that is properly brought before the meeting or any adjournment or postponement thereof.

Please refer to the attached proxy statement, which forms a part of this Notice and is incorporated herein by reference, for further information with respect to the business to be transacted at the annual meeting.

Stockholders of record at the close of business on May 31, 2011 are entitled to notice of, and to vote at, the annual meeting or any adjournment or postponement thereof. The presence, in person or by proxy, of shares of the Company's common stock representing a majority of shares of the Company's common stock issued and outstanding on the record date will be required to establish a quorum at the annual meeting.

Your vote is important. Whether or not you plan to attend this meeting, please vote today using the enclosed proxy card to vote by Internet or by signing, dating and returning the proxy card in the postage-paid envelope provided. If you are a stockholder of record of the Company's common stock, you may cast your vote by proxy or in person at the annual meeting. If your shares are held in an account at a brokerage firm or bank, you should instruct it on how to vote your shares.

**Important Notice Regarding the Availability of Proxy Materials for  
the Annual Meeting of Shareholders to be held on July 26, 2011**

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Our proxy statement is attached. Financial and other information concerning the Company is contained in our Annual Report on Form 10-K for the fiscal year ended December 31, 2010 and Amendment No. 1 to our Annual Report on Form 10-K/A for the fiscal year ended December 31, 2010. We have elected to provide access to our proxy materials both by sending you this full set of proxy materials, including a proxy card, and by notifying you of the availability of our proxy materials on the Internet. This proxy statement, our 2010 Annual Report on Form 10-K and our Amendment No. 1 to our Annual Report on Form 10-K/A are available on our corporate website at [www.comscore.com](http://www.comscore.com).

By Order of the Board of Directors,

/s/ Christiana L. Lin  
Christiana L. Lin  
*General Counsel and Secretary*

Reston, Virginia  
June 10, 2011

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**Other Information**

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**Appendix A: Amended and Restated 2007 Equity Incentive Plan**

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**COMSCORE, INC.**

**PROXY STATEMENT  
FOR  
ANNUAL MEETING OF STOCKHOLDERS**

**JULY 26, 2011**

**INFORMATION CONCERNING SOLICITATION AND VOTING**

**General**

This proxy statement is furnished to our stockholders in connection with the solicitation of proxies for use at our annual meeting of stockholders to be held on Tuesday, July 26, 2011 at 2:15 p.m. EDT at comScore's offices at 11950 Democracy Drive, Suite 600, Reston, Virginia 20190, for the purposes set forth in the accompanying Notice of Annual Meeting of Stockholders.

A copy of our Annual Report on Form 10-K and Amendment No. 1 to our Annual Report on Form 10-K/A for the year ended December 31, 2010, together with this proxy statement and accompanying proxy card and notice, will be first mailed on or about June 13, 2011 to our stockholders of record.

This solicitation is made on behalf of our board of directors, and we will pay the costs of solicitation. Our directors, officers and employees may also solicit proxies by telephone, fax, electronic mail or personal interview without additional consideration. We will reimburse banks, brokerage firms and other custodians, nominees and fiduciaries for reasonable expenses incurred by them in sending proxy material to our stockholders. We have retained American Stock Transfer & Trust Company to assist in the solicitation of proxies with respect to shares of our common stock held of record by brokers, nominees and institutions for a customary fee.

Our principal executive offices are located at 11950 Democracy Drive, Suite 600, Reston, Virginia 20190, and our telephone number is (703) 438-2000.

**Shares Entitled to Vote and Quorum Requirement**

Stockholders of record of our common stock at the close of business on May 31, 2011 are entitled to notice of, and to vote at, our 2011 annual meeting of stockholders. A list of our stockholders will be available for review at our principal executive offices during regular business hours for a period of ten days prior to the annual meeting. As of May 31, 2011, 31,855,346 shares of our common stock were issued and outstanding. The presence at the meeting, in person or by proxy, of a majority of the shares of the common stock issued and outstanding on May 31, 2011 will constitute a quorum. Our outstanding common stock constitutes the only class of securities entitled to vote at the annual meeting. Each share of common stock is entitled to one vote.

**Voting Procedures**

A proxy card is enclosed for your use. We ask that you carefully review, complete, sign, date and return the proxy card in the accompanying envelope, which is postage prepaid if you mail it in the United States. You may also vote by Internet according to the instructions included on the proxy card.

Unless you provide different instructions on your proxy, all shares represented by valid proxies (and not revoked before they are voted) will be voted at the meeting FOR the election of all of the director nominees listed in Proposal No. 1; FOR the ratification of the appointment of our independent public registered accounting firm in Proposal No. 2; FOR the advisory vote for approval of compensation awarded to our named executive officers in Proposal No. 3; and FOR the vote for amendment and restatement of our 2007 Equity Incentive Plan as described in Proposal No. 5. With respect to Proposal No. 4, the advisory vote for the frequency of shareholder votes on compensation awarded to our named executive officers, you may vote for

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ONE, TWO or THREE years. If you do not vote, your vote will not be counted in the determination of which option receives the largest number of votes cast. With respect to any other business that may properly come before the annual meeting and be submitted to a vote of stockholders, proxies will be voted in accordance with the best judgment of the designated proxy holders.

The persons named as attorneys-in-fact to vote the proxies, Magid M. Abraham and Kenneth J. Tarpey, were selected by the board of directors and are executive officers of the company. All properly executed proxies returned in time to be counted at the annual meeting will be voted.

Shares represented by proxies that reflect abstentions or broker non-votes (i.e., shares held by a broker or nominee that are represented at the meeting, but with respect to which the broker or nominee is not empowered to vote on a particular proposal) will be counted as shares that are present and entitled to vote for purposes of determining the presence of a quorum. Broker non-votes are not deemed to be entitled to vote for purposes of determining whether stockholder approval of a matter has been obtained. As a result, broker non-votes are not included in the tabulation of voting results on any proposal. In the past, if a stockholder held shares in street name and did not indicate how the holder wanted the shares voted in the election of directors, the stockholder's bank or broker was allowed to vote those shares on the stockholder's behalf in the election of directors as they felt appropriate. Recent changes in regulations were made to take away the ability of a stockholder's bank or broker to vote uninstructed shares in the election of directors on a discretionary basis. Thus, if a stockholder holds shares in street name and does not instruct the bank or broker how to vote in the election of directors, no votes will be cast on that stockholder's behalf. The stockholder's bank or broker will, however, continue to have discretion to vote any uninstructed shares on the ratification of the appointment of the Company's independent registered public accounting firm (Proposal No. 2 of this proxy statement).

The director nominees listed in Proposal No. 1 will be elected by a plurality of the votes of the shares present or represented by proxy at the meeting and entitled to vote on the election of directors. The appointment of our independent registered public accounting firm listed in Proposal No. 2 will be ratified if a majority of shares present or represented by proxy at the meeting and entitled to vote thereon vote FOR such proposal. The approval of executive officer compensation listed in Proposal No. 3 will be ratified if a majority of shares present or represented by proxy at the meeting and entitled to vote thereon vote FOR such proposal. However, this vote is advisory only, and will not be binding upon our board of directors. The frequency of shareholder votes on compensation awarded to our executive officers that receives the highest number of votes cast will be deemed to be the frequency chosen by the stockholders in Proposal No. 4. However, this vote is advisory only, and will not be binding upon our board of directors. The amendment and restatement of our 2007 Equity Incentive Plan as described in Proposal No. 5 will be approved if a majority of shares present or represented by proxy at the meeting and entitled to vote thereon vote FOR such proposal.

Stockholders of record may vote by (i) completing and returning the enclosed proxy card prior to the meeting, (ii) voting by Internet according to the instructions included on the proxy card, (iii) voting in person at the meeting or (iv) submitting a signed proxy card at the meeting.

**Your vote is important. Accordingly, please carefully review, complete, sign, date and return the accompanying proxy card or vote by Internet whether or not you plan to attend the annual meeting in person.**

You may revoke your proxy at any time before it is actually voted at the meeting either by signing and submitting a new proxy card with a later date or by attending the meeting and voting in person. However, merely attending the meeting will not revoke your submitted proxy unless you specifically request your proxy be revoked. If you hold shares through a bank or brokerage firm, you must contact that bank or firm directly to revoke any prior voting instructions.

All votes cast at the meeting will be tabulated by the persons appointed by our board of directors to act as inspectors of election for the meeting.

**DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE****Directors and Executive Officers**

The names of our directors and executive officers and their ages, positions and biographies as of June 10, 2011 are set forth below. Our executive officers are appointed by, and server at the discretion of, our board of directors. There are no family relationships among our directors or executive officers.

<b>Name</b>	<b>Age</b>	<b>Position</b>
Magid M. Abraham	53	President, Chief Executive Officer and Class I Director
Gian M. Fulgoni	63	Executive Chairman of the Board of Directors and Class III Director
Gregory T. Dale	41	Chief Operating Officer
Jeffrey Ganek(1)	58	Class III Director
Bruce Golden(2)	52	Class III Director
William J. Henderson(1)(2)	63	Class II Director
William Katz(2)(3)	57	Class I Director
Ronald J. Korn(1)	71	Class II Director
Christiana L. Lin	41	EVP, General Counsel and Chief Privacy Officer
Jarl Mohn(2)(3)	59	Class I Director
Kenneth J. Tarpey	58	Chief Financial Officer

(1) member of audit committee

(2) member of compensation committee

(3) member of nominating and governance committee

*Magid M. Abraham, Ph.D.*, one of our co-founders, has served as our President, Chief Executive Officer and as a Director since September 1999. In 1995, Dr. Abraham founded Paragren Technologies, Inc., which specialized in delivering large scale Customer Relationship Marketing systems for strategic and target marketing, and served as its Chief Executive Officer from 1995 to 1999. Prior to founding Paragren, Dr. Abraham was employed by Information Resources, Inc. from 1985 until 1995, where he was President and Chief Operating Officer from 1993 to 1994 and later Vice Chairman of the Board of Directors from 1994 until 1995. In 2008, Dr. Abraham was inducted into the Entrepreneur Hall of Fame and was named an Ernst & Young Entrepreneur of the Year in the Washington DC area. In 2009 he received the AMA's Parlin Award, a preeminent national honor recognizing one individual annually who has demonstrated outstanding leadership and sustained impact on advancing the evolving profession of marketing research over an extended period of time. Dr. Abraham received the Paul Green Award and the William F. O'Dell Award from the American Marketing Association for an article that he co-authored in the Journal of Marketing Research. He received a Ph.D. in Operations Research and an M.B.A. from MIT. He also holds an Engineering degree from the École Polytechnique in France.

*Gian M. Fulgoni*, one of our co-founders, has served as our Executive Chairman of the Board of Directors since September 1999. Prior to co-founding comScore, Mr. Fulgoni was employed by Information Resources, Inc., where he served as President from 1981 to 1989, Chief Executive Officer from 1986 to 1998 and Chairman of the Board of Directors from 1991 until 1995. Mr. Fulgoni has served on the board of directors of PetMed Express, Inc. since 2002

and previously served from August 1999 through November 2000. Mr. Fulgoni has also served on the board of directors of the Advertising Research Foundation, an industry research organization, since 2008. He also served on the board of directors of Platinum Technology, Inc. from 1990 to 1999, U.S. Robotics, Inc. from 1991 to 1994, and Yesmail.com, Inc. from 1999 to 2000. In 1991 and again in 2004, Mr. Fulgoni was named an Illinois Entrepreneur of the Year, the only person to have twice received the honor. In 1992, he received the Wall Street Transcript Award for outstanding contributions as Chief Executive Officer of Information Resources, Inc. in enhancing the overall value of that company to the

benefit of its shareholders. In 2008, Mr. Fulgoni was inducted into the Chicago Entrepreneur Hall of Fame and was named an Ernst & Young Entrepreneur of the Year. Educated in the United Kingdom, Mr. Fulgoni holds an M.A. in Marketing from the University of Lancaster and a B.Sc. in Physics from the University of Manchester.

*Gregory T. Dale* has served as our Chief Operating Officer since August 2009. Prior to that, he served as our Vice President, Product Management from September 1999 until October 2000 and as our Chief Technology Officer from October 2000 until August 2009. Prior to joining us, he served as Vice President of Client Service at Paragren Technologies, Inc., a company that specialized in enterprise relationship marketing. He holds a B.S. in Industrial Management from Purdue University.

*Jeffrey Ganek* has served as a director since May 2008. From December 1999 until November 2010, Mr. Ganek also served as chairman of the board of directors and chief executive officer of NeuStar, Inc., which provides clearinghouse services to the telecommunications industry. From December 1995 to December 1999, Mr. Ganek was Senior Vice President and Managing Director of Communications Industry Services at Lockheed Martin, an advanced technology company. From 1993 to 1995, he was Vice President Asia Operations for Global TeleSystems Group, a communications service provider in Europe and Asia. From 1991 to 1993, Mr. Ganek was Vice President of Marketing at GTE Spacenet, a satellite communications service provider. From 1985 to 1991, he was Director of Marketing and Corporate Development at MCI Communications Corporation, a telecommunications company. From 1976 to 1985, he held management positions at AT&T, a telecommunications company, in Corporate Development, Marketing and Finance. Mr. Ganek holds an M.S. in Public Policy and Management and a B.S. in Economics from Carnegie-Mellon University.

*Bruce Golden* has served as a director since June 2002. He is a partner at Accel Partners, which he joined in 1997. Mr. Golden has led a number of investments in enterprise software and Internet-related companies while at Accel. He currently serves as a member of the boards of directors of Qlik Technologies Inc., a provider of business intelligence solutions, and Responsys, Inc., a provider of on-demand relationship marketing software, as well as several private companies. Mr. Golden holds an M.B.A. from Stanford University and a B.A. from Columbia University.

*William J. Henderson* has served as a director since August 2001. Mr. Henderson was the 71st Postmaster General of the United States. He served in that position from May 1998 until his retirement in May 2001. Mr. Henderson also served as the Chief Operations Officer of Netflix, Inc. from January 2006 until February 2007. Mr. Henderson also currently serves on the board of directors of Acxiom Corporation, where he has been a director since June 2001. Mr. Henderson holds a B.S. from the University of North Carolina at Chapel Hill and served in the U.S. Army.

*William Katz* has served as a director since June 2008. Since June 2004, Mr. Katz has also served as the chairman of the board of directors of Visible World Inc., a privately-held multimedia marketing services provider. From 1996 to 2004, Mr. Katz served as President and Chief Executive Officer of BBDO New York, the flagship office of BBDO Worldwide, the world's third largest global agency network. Mr. Katz holds a B.A. in Business and Psychology from American University.

*Ronald J. Korn* has served as a director since November 2005. Since 1991, he has served as the President of Ronald Korn Consulting, which provides business and marketing services. Mr. Korn served as a director, chairman of the audit committee, and member of the loan committee of Equinox Financial Corporation from 1999 until its acquisition in October 2005. Since 2002, he has served as a director, chairman of the audit committee and a member of the compensation and nominating and governance committees of PetMed Express, Inc., and since July 2003, he has served as a director, chairman of the audit committee and a member of the compensation committee of Ocwen Financial Corporation. Prior to that, Mr. Korn was a partner and employee of KPMG, LLP, from 1961 to 1991, where he was the managing partner of KPMG's Miami office from 1985 until 1991. Mr. Korn holds a B.S. from the Wharton School of Business at the University of Pennsylvania and a J.D. from New York University Law School.



*Christiana L. Lin* has served as our EVP, General Counsel and Chief Privacy Officer since August 2009. Prior to that, she served as our Deputy General Counsel from February 2001 until March 2003, as our Corporate Counsel and Chief Privacy Officer from March 2003 until January 2006 and as our General Counsel and Chief Privacy Officer from January 2006 until August 2009. Ms. Lin holds a J.D. from the Georgetown University Law Center and a B.A. in Political Science from Yale University.

*Jarl Mohn*, also known as Lee Masters from his radio career, has served as a director since June 2008. Mr. Mohn has also served on the board of directors of Scripps Network Interactive since June 2008. From December 2003 until July 2008, Mr. Mohn served on the board of directors of CNET Networks, Inc., where he also served as non-executive chairman from October 2006 to July 2008. Mr. Mohn also previously served on the boards of directors of XM Satellite Radio, Inc. from May 2004 to July 2008 and the E.W. Scripps Company from 2002 until 2008. Mr. Mohn was the founding President of Liberty Digital Inc., a publicly traded subsidiary of Liberty Media Group involved in interactive television, cable television networks and Internet enterprises, and served as its Chief Executive Officer from June 1999 to March 2002. Prior to founding Liberty Digital, Mr. Mohn was President and Chief Executive Officer of E! Entertainment Television. From 1986 to 1989, Mr. Mohn was Executive Vice President and General Manager of MTV and VH1. Mr. Mohn's professional career also includes twenty years in radio. Mr. Mohn attended Temple University, where he studied Mathematics and Philosophy.

*Kenneth J. Tarpey* has served as our Chief Financial Officer since April 20, 2009. Prior to joining comScore, Mr. Tarpey was Executive Vice President, Chief Financial Officer and Chief Operating Officer of Objectvideo, Inc., a Reston, Virginia-based provider of video surveillance software, from 2003 until April 2009. From 2002 until 2003, Mr. Tarpey was Senior Vice President, Chief Financial Officer and Treasurer of Ai Metrix, Inc., a Herndon, Virginia-based provider of network optimization software. From 1997 until 2001, Mr. Tarpey was Executive Vice President and Chief Financial Officer of Proxicom, a NASDAQ-listed Internet business consulting and development company. Mr. Tarpey holds an M.B.A. from Babson College and a B.A. from College of the Holy Cross.

## **Board Structure**

Our board of directors has eight authorized seats divided into three classes (Class I, Class II and Class III) with staggered three-year terms. Three Class I directors are to be elected at the 2011 annual meeting of stockholders to serve a three-year term expiring at the 2014 annual meeting of stockholders or until their respective successors have been elected and qualified. The Class II and Class III directors will continue to serve their respective terms until the respective 2012 and 2013 annual meetings of stockholders.

## ***Board Leadership Structure***

Our board of directors does not have a policy on whether or not the role of the Chief Executive Officer and Chairman should be separate or, if it is to be separate, whether the Chairman should be selected from the non-employee directors or be an employee. Currently, we operate with Dr. Abraham serving as a director and our President and Chief Executive Officer and Mr. Fulgoni serving as our Executive Chairman. Our board of directors believes that because Mr. Fulgoni has unique and extensive experience and understanding of our business, as well as over ten years of experience serving on our board of directors, he is well situated to lead and execute strategy and business plans to maximize shareholder value by having a combined role as both an executive officer as well as our Executive Chairman.

Our board of directors does not have a policy regarding the use of a lead independent director, and we do not presently have a lead independent director.

## **Standing Committees of the Board of Directors**

Our board of directors has established an audit committee, a compensation committee and a nominating and governance committee. Our board of directors and its committees meet regularly throughout the year and also hold special meetings and act by written consent from time to time as appropriate. Our board of directors has delegated various responsibilities and authority to its committees as generally described below. The



committees regularly report on their activities and actions to the full board of directors. Each committee of our board of directors has a written charter approved by our board of directors.

#### ***Audit Committee***

The audit committee of our board of directors recommends the appointment of our independent registered public accountant, reviews our internal accounting procedures and financial statements, and consults with and reviews the services provided by our independent registered public accountant, including the results and scope of their audit. The audit committee met eleven times (including telephonic meetings) during 2010.

The audit committee is currently comprised of Ronald J. Korn (chair), William J. Henderson and Jeffrey Ganek, each of whom is independent within the meaning of the requirements of the Sarbanes-Oxley Act of 2002 and applicable U.S. Securities and Exchange Commission, or SEC, and NASDAQ rules. Ronald J. Korn is chairman of our audit committee as well as our audit committee financial expert, as currently defined under the SEC rules implementing the Sarbanes-Oxley Act of 2002. We believe that the composition and functioning of our audit committee complies with all applicable requirements of the Sarbanes-Oxley Act of 2002, The NASDAQ Global Market, and SEC rules and regulations.

The audit committee operates under a written charter adopted by the board of directors, a copy of which is available under the Investor Relations section of our website, <http://www.comscore.com>.

#### ***Compensation Committee***

The compensation committee of our board of directors reviews and recommends to our board of directors the compensation and benefits for our executive officers, administers our stock plans, and establishes and reviews general policies relating to compensation and benefits for our employees. The compensation committee met fourteen times (including telephonic meetings) during 2010.

The compensation committee is currently comprised of William J. Henderson (chair), William Katz and Jarl Mohn, each of whom is independent within the meaning of applicable NASDAQ rules. We believe that the composition and functioning of our compensation committee complies with all applicable requirements of the Sarbanes-Oxley Act of 2002, The NASDAQ Global Market, and SEC rules and regulations. Our compensation committee may form and delegate authority to subcommittees when appropriate.

The compensation committee operates under a written charter adopted by the board of directors, a current copy of which is available under the Investor Relations section of our website, <http://www.comscore.com>.

#### ***Nominating and Governance Committee***

The nominating and governance committee of our board of directors is responsible for, among other things, reviewing the appropriate size, function and needs of the board of directors; establishing criteria for evaluating and selecting new members of our board of directors, subject to board of directors approval thereof; identifying and recommending to our board of directors for approval individuals qualified to become members of the board of directors; and monitoring and making recommendations to the board of directors on matters relating to corporate governance. The nominating and governance committee met twice (including telephonic meetings) during 2010.

The nominating and governance committee currently consists of Bruce Golden (chair), William Katz and Jarl Mohn. We believe that the composition and functioning of our nominating and governance committee complies with all applicable requirements of the Sarbanes-Oxley Act of 2002, The NASDAQ Global Market and SEC rules and

regulations.

The nominating and governance committee operates under a written charter adopted by the board of directors, a current copy of which is available under the Investor Relations section of our website, <http://www.comscore.com>.

## **Risk Management**

Our board of directors has an active role, as a whole and also at the committee level, in overseeing management of our company's risks. Our board of directors regularly reviews information regarding our credit, liquidity and operations, as well as the risks associated with each. Our compensation committee is responsible for overseeing management of risks relating to our executive compensation plans and arrangements. Our audit committee oversees management of financial risks. Our nominating and governance committee manages risks associated with the independence of our board of directors and potential conflicts of interest. While each committee is responsible for evaluating certain risks and overseeing the management of such risks, our entire board of directors is regularly informed through committee reports about such risks.

## **Board of Directors and Committee Meeting Attendance**

Our board of directors met seven times (including telephonic meetings) during the year ended December 31, 2010. Each of our incumbent directors has attended at least seventy-five percent (75%) of the aggregate number of meetings held by the board of directors (during the period in 2010 for which he was a director) and the aggregate number of meetings held by the committees of the board of directors on which such individual served (during the period in 2010 for which he served as a committee member).

Independent members of the board of directors regularly meet in executive session without management present.

## **Annual Meeting Attendance**

We encourage, but do not require, our directors to attend our annual meeting of stockholders. Three of our directors attended our 2010 annual meeting of stockholders.

## **Director Nomination Process and Qualifications**

Our nominating and governance committee identifies director nominees by first evaluating the current members of the board of directors willing to continue in service. Current members with skills and experience that are relevant to our business and who are willing to continue in service are considered for nomination. If any member of the board of directors does not wish to continue in service, or the committee or board of directors decides not to nominate a member for re-election, the committee identifies the desired skills and experience of a new nominee. Current members of the board of directors and senior management are then polled for their recommendations. To date, we have not engaged third parties to identify or evaluate potential nominees; however, the committee may do so in the future.

The nominating and governance committee will also consider nominees recommended by stockholders, and any such recommendations should be forwarded to our Corporate Secretary in writing at our executive offices as identified in this proxy statement. In accordance with our bylaws, such recommendations should include the following information:

the name, age, business address and residence address of the proposed candidate;

the principal occupation or employment of the proposed candidate;

the class and number of shares of our stock that the proposed candidate beneficially owns;

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a description of all arrangements or understandings between the stockholder making the recommendations and each director nominee and any other person or persons (naming such person or persons) pursuant to which the nominations are to be made by the stockholder; and

any other information relating to such director candidate that is required to be disclosed in solicitations of proxies for elections of directors or is otherwise required pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended (including without limitation such nominee's written consent to being named in any proxy statement as a nominee and to serve as a director if elected).

While our nominating and governance committee has not established specific minimum qualifications for director candidates, our committee evaluates individual director candidates based upon a number of criteria, including:

a high degree of personal and professional integrity;

commitment to promoting the long term interests of our stockholders;

broad general business experience and acumen, which may include experience in management, finance, marketing and accounting, with particular emphasis on technology companies;

adequate time to devote attention to the affairs of our company;

an ability to bring balance to our board of directors in light of our company's current and anticipated needs and in light of the skills and attributes of the other board members; and

other attributes relevant to satisfying the requirements imposed by the SEC and NASDAQ.

We believe that our board of directors represents a desirable mix of backgrounds, skills, and experiences, and they all share the personal attributes of effective directors described above. While they do not have a formal written policy on director diversity, the nominating and governance committee and our board of directors also consider diversity when reviewing the overall composition of our board of directors, and considering the slate of nominees for annual election to our board of directors and the appointment of individual directors to our board of directors. Diversity, in this context, includes factors such as experience, specialized expertise, geographic location, cultural background, gender and ethnicity.

Below are some of the specific experiences, qualifications, attributes or skills in addition to the biographical information provided above that led to the conclusion that each person should serve as one of our directors in light of our business and structure:

*Magid M. Abraham, Ph.D.*, is one of our co-founders, President, Chief Executive Officer and a director. Dr. Abraham has over ten years of experience with our business in a variety of roles including research and development, sales and marketing and corporate administration, since its inception. In addition, Dr. Abraham brings his experience as a founder and senior executive of previous successful market-research based companies. Dr. Abraham has a deep understanding of all aspects of our business. He also has significant corporate governance experience through service on other company boards and as an executive with other companies, and he has an extensive educational background.

*Gian M. Fulgoni*, is one of our co-founders, Executive Chairman and a director. Mr. Fulgoni has over ten years of experience with our business in a variety of roles including research and development, sales and marketing and corporate administration, since its inception. In addition, Mr. Fulgoni brings his experience as a founder and senior executive of previous successful market-research based companies. Mr. Fulgoni has a deep understanding of all aspects of our business. He also has significant corporate governance experience through service on other public company boards and as an executive with other companies, and he has an extensive educational background.

*Jeffrey Ganek* has served as an executive or a member of the board of directors of several large technology and telecom companies. Mr. Ganek has substantial experience with research and development, sales and marketing and corporate administration of technology companies. He also has significant corporate governance experience through his service on other company boards and as an executive with other companies, and he has an extensive educational background.

*Bruce Golden* has served as a member of the board of directors of several high technology and internet companies through his role as a venture capitalist. Mr. Golden has substantial experience with advising on the strategic development of technology companies. He also has significant corporate governance experience through his service on other company boards, and he has an extensive educational background.

*William J. Henderson* has served as an executive or a member of the board of directors of several large technology, data aggregation and multimedia companies. Mr. Henderson has substantial experience marketing

and the corporate administration of large businesses. He also has significant corporate governance experience through his service on other company boards, and he has an extensive educational background.

*William Katz* has also served as an executive of or a member of the board of directors of several marketing and advertising companies. Mr. Katz has extensive experience in those industries, as well as with corporate governance through his service on other boards of directors.

*Ronald J. Korn* has served as an executive or a member of the board of directors of several large public companies. Mr. Korn has substantial experience as a public accountant, and he has sufficient background to qualify as our audit committee financial expert. He also has significant corporate governance experience through his service on other company boards, and he has an extensive educational background.

*Jarl Mohn* has also served as an executive of or a member of the board of directors of several multimedia companies. Mr. Katz has extensive experience in that industry, as well as with corporate governance through his service on other boards of directors.

### **Director and Director Nominee Independence**

Our board of directors has determined that each of Messrs. Ganek, Golden, Henderson, Katz, Korn and Mohn is independent under the rules of the SEC and the listing standards of the NASDAQ Stock Market; therefore, every member of the audit committee, compensation committee and nominating and governance committee is an independent director in accordance with those standards. There were no related person transactions considered in the last fiscal year in the determination of the independence of the directors.

### **Compensation Committee Interlocks and Insider Participation**

William J. Henderson, William Katz and Jarl Mohn served as our compensation committee during 2010. None of the members of our compensation committee in 2010 was a present or former officer or employee of our company. In addition, during 2010, none of our officers had an interlock relationship, as that term is defined by the SEC.

### **Code of Business Conduct and Ethics**

We have adopted a Code of Business Conduct and Ethics that applies to all directors and employees of the company, including our principal executive officer, principal financial officer and principal accounting officer or controller. The full text of our Code of Business Conduct and Ethics is posted under the Investor Relations section on our website at <http://www.comscore.com>.

## DIRECTOR COMPENSATION

### Director Compensation Policies

#### *Retainers and Meeting Fees*

During 2010, our non-employee directors were eligible to receive an annual cash retainer of \$25,000 for service generally on our board of directors.

In addition, prior to August 2010, the non-employee chairpersons of certain of the standing committees of our board of directors were eligible to receive additional annual cash retainers. In August 2010, our board of directors conducted a review of our director compensation policies, which considered input from Compensia, the independent outside compensation consultant to our board of directors. Based on this review, our board of directors approved, among other changes, an increase in the levels of the annual cash retainer supplements for non-employee committee chairpersons and members effective as of July 1, 2010 in order to improve the competitiveness of the compensation provided to the non-employee members of our board of directors as well as to appropriately reflect the level involvement of our committee members. The additional annual cash retainers for which members or chairperson of certain committees of our board of directors were eligible before and after this increase in 2010 were as follows:

Committee	Prior to July 1, 2010		After July 1, 2010	
	Chairperson	Member	Chairperson	Member
Audit	\$ 10,000	\$	\$ 18,000	\$ 10,000
Compensation	7,500		10,000	5,000
Nominating and Governance			3,000	1,000

In the case of new non-employee directors, these fees are prorated based on when the non-employee director joined our board of directors during the year. Employee directors are not compensated for board of director or committee service in addition to their regular employee compensation.

#### *Other Equity-Based Compensation*

Outside directors are also eligible to receive stock awards and option grants under our 2007 Equity Incentive Plan. Since our initial public offering in 2007, our non-employee directors have been and are entitled to an annual grant of restricted stock having a value of \$50,000 at the time of grant. In August 2010, our board of directors conducted a review of our director compensation policies, which considered input from Compensia. Based on this review, our board of directors approved, among other changes, an increase in the grant date value of the annual grant of restricted stock to approximately \$90,000 in order to improve the competitiveness of the compensation provided to the non-employee members of our board of directors as well as to appropriately reflect the level involvement of our committee members.

The total amount of each annual grant of restricted stock shall remain unvested until the earlier of (i) the date of the first annual stockholders meeting following the date of grant, (ii) the one year anniversary of the date of grant or (iii) a change of control. The board of directors has discretion to accelerate or modify such vesting schedule due to special circumstances.



*Expenses*

We reimburse our non-employee directors for all reasonable out-of-pocket expenses incurred in the performance of their duties as directors. Such expense reimbursements are not included in the table under the subheading 2010 Director Compensation.

**2010 Director Compensation**

The following table sets forth certain information concerning cash and non-cash compensation earned by the non-employee members of our board of directors in 2010. None of the non-employee members of our board of directors received option awards or other compensation in 2010.

<b>Name</b>	<b>Fees Earned or Paid in Cash</b>	<b>Stock Awards\$(1)</b>	<b>Total(\$)</b>
Jeffrey Ganek	\$ 26,167	\$ 86,664(2)	\$ 112,831
Bruce Golden	25,250	86,664(2)	111,914
William J. Henderson	34,375	86,664(2)	121,039
William Katz	25,500	86,664(2)	112,164
Ronald J. Korn	35,667	86,664(2)	122,331
Jarl Mohn	25,500	86,664(2)	112,164

- (1) Represents the aggregate grant date fair value computed in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718, Compensation – Stock Compensation ( FASB ASC Topic 718 ) of stock awards concerning 2010. Assumptions used in the calculation of these award amounts are included in Note 10 to the consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2010. The number of shares and the grant date fair value of each stock award included in the awards for which expense are shown in the table above is as follows:

<b>Name</b>	<b>Award Type</b>	<b>Grant Date</b>	<b>Number of Shares</b>	<b>Grant Date Fair Value</b>
Jeffrey Ganek	Restricted Stock	August 26, 2010	2,054	\$ 36,664
	Restricted Stock	July 20, 2010	2,867	\$ 50,000
Bruce Golden	Restricted Stock	August 26, 2010	2,054	\$ 36,664
	Restricted Stock	July 20, 2010	2,867	\$ 50,000
William J. Henderson	Restricted Stock	August 26, 2010	2,054	\$ 36,664
	Restricted Stock	July 20, 2010	2,867	\$ 50,000
William Katz	Restricted Stock	August 26, 2010	2,054	\$ 36,664
	Restricted Stock	July 20, 2010	2,867	\$ 50,000
Ronald J. Korn	Restricted Stock	August 26, 2010	2,054	\$ 36,664
	Restricted Stock	July 20, 2010	2,867	\$ 50,000
Jarl Mohn	Restricted Stock	August 26, 2010	2,054	\$ 36,664
	Restricted Stock	July 20, 2010	2,867	\$ 50,000

- (2) All of our non-employee directors that continued to serve after our 2010 annual meeting of stockholders received annual awards of restricted stock with a fair value calculated in accordance with FASB ASC Topic 718 of approximately \$50,000 (as adjusted for rounding of fractional shares, which were

excluded). In addition, all of our non-employee directors that continued to serve after our 2010 annual meeting of stockholders received an award of restricted stock with a fair value calculated in accordance with FASB ASC Topic 718 of approximately \$36,664 (as adjusted for rounding of fractional shares, which were excluded), which represented an additional grant to increase the total amount granted to each non-employee director in 2010 to an annualized amount of approximately \$90,000 following our August 2010 review of director compensation policies. Each of these awards are restricted common stock subject to a right of repurchase by comScore until the earlier of (i) the date of the 2011 annual meeting of our stockholders, (ii) July 20, 2011 or (iii) a change of control.

## EXECUTIVE COMPENSATION

### Compensation Discussion and Analysis

The following discussion and analysis of our compensation arrangements with our named executive officers should be read together with the compensation tables and related disclosures set forth elsewhere in this proxy statement. Our named executive officers for the year ended December 31, 2010 are Magid M. Abraham, Kenneth J. Tarpey, Gian M. Fulgoni, Gregory T. Dale and Christiana L. Lin. This discussion contains forward-looking statements that are based on our current plans and expectations regarding future compensation programs. Actual compensation programs that we adopt may differ materially from currently planned programs as summarized in this discussion.

### *Our Philosophy*

The objective of our compensation programs for employees is to attract and retain top talent. Our compensation plans are designed to motivate and reward employees for achievement of positive business results and also to promote and enforce accountability. In determining the compensation arrangement of our named executive officers, we are guided by the following key principles:

*Attract and Retain Top Talent.* Our compensation arrangements should be sufficient to allow us to attract, retain and motivate named executive officers with the necessary skills and talent to successfully manage our business. In order to attract, motivate and retain such executives, we seek to compensate our named executive officers at total compensation levels of at least the 50th percentile of our identified peer group, with opportunities to reward stronger performers at levels as much as the 75th percentile of that peer group.

*Promote Business Performance Accountability.* Compensation should be tied, in part, to the performance of the portion of the business for which a named executive officer is responsible and how that named executive officer's business unit or area performs and contributes to the overall financial performance of our business.

*Promote Individual Performance Accountability.* Compensation should be tied, in part, to the individual named executive officer's performance to encourage and reflect individual contributions to our performance.

*Align Stockholder Interests.* Compensation should be tied, in part, to our financial performance through equity awards, which help to align our named executive officers' interests with those of our stockholders.

### *Application of our Philosophy*

We believe that our executive compensation and benefit program balances short-term and long-term components, cash and equity elements, and fixed and contingent payments. We apply our compensation philosophy using both quantitative and qualitative standards to incentivize our named executive officers and reward them for achieving the following goals:

develop a culture that embodies a passion for our business and a drive to achieve and exceed established goals and objectives;

provide leadership to the organization in such a way as to maximize the results of our business operations;

lead us by demonstrating forward thinking in the operation, development and expansion of our business; and

effectively manage organizational resources to derive the greatest value possible from each dollar invested.



Our executive compensation structure aims not only to compensate top talent at levels that we believe are generally at the 50th percentile or greater of an identified peer group, but also to be fair relative to compensation paid to other professionals within our organization, relative to our short- and long-term performance results and relative to the value we deliver to our stockholders. In some instances, we may seek to compensate at levels that we believe are at other than the 50th percentile of our identified peer group in the event that our compensation committee believes such compensation structure would be in our best interest to attract the appropriate talent to meet our needs. We seek to maintain a performance-oriented culture with a compensation approach that rewards our executive officers when we achieve and exceed our goals and objectives, while putting at risk an appropriate portion of their compensation against the possibility that our goals and objectives may not be achieved. Our compensation committee considers both qualitative and quantitative factors as measures of individual performance and weights these factors as appropriate in assessing a particular individual's performance. Overall, our approach is designed to relate the compensation of our named executive officers to the following: the achievement of short- and long-term goals and objectives; their willingness to challenge and improve existing policies and structures; and their capability to take advantage of unique opportunities and overcome difficult challenges within our business.

### ***Role of Our Compensation Committee***

Our compensation committee approves, administers and interprets our executive compensation and benefit policies, including our 1999 Stock Plan, our 2007 Equity Incentive Plan and our compensation, incentives and benefits programs. Our compensation committee is appointed by our board of directors, and consists entirely of directors who are outside directors for purposes of Section 162(m) of the Internal Revenue Code, non-employee directors for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and independent directors under the listing standards of the NASDAQ Stock Market. Our compensation committee is comprised of Messrs. Henderson, Katz and Mohn, and is chaired by Mr. Henderson.

Our compensation committee reviews and approves our executive compensation and benefit program to ensure that it is consistent with our compensation philosophy and corporate governance guidelines. Our compensation committee also is responsible for establishing the executive compensation packages offered to our named executive officers.

Our compensation committee has taken the following steps to ensure that our executive compensation and benefit program is consistent with both our compensation philosophy and our corporate governance guidelines:

- regularly reviewed the performance of and the total compensation earned by or awarded to our Chief Executive Officer and Executive Chairman independent of input from them;

- examined on an annual basis the performance of our other named executive officers with assistance from our Chief Executive Officer and Executive Chairman and approved compensation packages that are believed to be consistent with or more attractive than those generally found in the executive's marketplace;

- regularly held executive sessions of compensation committee meetings without management present; and

- engaged outside compensation consultants to review our executive compensation practices and provide comparison to other opportunities in the marketplaces for our named executive officers in connection with setting compensation for our 2010 bonus target levels and 2010 fiscal year base salaries and equity-award levels.

### ***Utilization of Outside Compensation Consultants***

In July 2009, our compensation committee selected and directly engaged the services of a new independent executive compensation consulting firm, Compensia. The committee selected Compensia because Compensia's primary focus is on technology companies and because of its familiarity and experience in advising the compensation committees for the boards of directors of technology companies. No member of the compensation committee or any named executive officer has any affiliation with Compensia. Compensia has

not performed any other work for us, and it has reported directly to the chairman of the compensation committee. Compensia is engaged to conduct an annual compensation study for the compensation committee of our board of directors, including without limitation, selection of a peer group, reporting on our compensation as compared to our peers, and providing recommendations to the compensation committee on adjustments to our compensation plans and approaches to support our compensation philosophy.

*Fees of the Compensation Committee Consultants*

The aggregate fees billed by Compensia for 2010 to provide advice or recommendations on the amount or form of executive and director compensation did not exceed \$120,000 individually or in the aggregate. Compensia did not provide additional services to us or our affiliates during 2010.

*Approval of Compensation Consultant Services*

In 2009, our board of directors and our management sought to engage a compensation consultant with strong experience with technology companies at similar stages of growth as our company. In 2009, our General Counsel screened and recommended several firms, including Compensia, to serve as the compensation consultant to our compensation committee. The chairman of our compensation committee interviewed representatives from three firms and our compensation committee determined that it would engage Compensia. Our compensation committee directly approved Compensia as its compensation consultant.

*Review of Compensation Policies for 2010 Fiscal Year*

In the fourth quarter of 2009, as part of our ongoing commitment to link current compensation levels to our compensation philosophy and business strategy, our compensation committee requested that Compensia review our direct compensation, including base salary, total cash compensation and total direct compensation. Also in 2009, our compensation committee requested that Compensia review our identified peer group and recommend appropriate improvements.

Compensia provided a report to the compensation committee in October 2009 with observations and analyses regarding the direct compensation of our named executive officers. The October 2009 study referenced both published compensation survey data of comparably-sized companies and a valuation peer group determined based on inputs from investment banks as well as management input as to companies with whom we compete for executive talent, with median annual revenues of up to twice our annual revenues. All of the companies included in the peer group are providers of digital marketing intelligence or related analytical products and services, marketing services and solutions or survey services. Specifically, the peer group consisted of the following companies:

Internet Brands	Marchex, Inc.	Unica
Kenexa	Omniture, Inc.*	ValueClick
Liquidity Services	SuccessFactors	Web.com
LoopNet	TechTarget	
	The Knot	

\* Omniture was acquired by Adobe Systems Incorporated in October 2009

Our identified peer group for our 2010 compensation changed somewhat from the group previously identified and used. Upon consultation with the compensation committee and management, as well as upon conducting independent



research, Compensia recommended the group identified above. The changes in composition from 2009 were due to several factors, including the determination by Compensia to better align our recommended peer group with similarly-sized companies in the technology space with similar growth characteristics as our own business. We also eliminated certain companies from our prior peer group due to the impact of the changing economy on identified firms as well as certain firms existing in the market altogether.

Our compensation committee chose the 50th percentile of this peer group for our compensation components with a view towards what our compensation committee believed to be fair to our named executive

officers and to the company as well as consistent with industry practices in the technology sector. In making such determination, our compensation committee considered such factors as the stage of our company's development, the size and characteristics of our company, based on both headcount and operations and balance sheet characteristics, as well as the expected future characteristics of our business relative to our identified peer group.

Based on the inputs from Compensia and our management as well as their own review, our compensation committee determined that our named executive officers' compensation package for our 2010 fiscal year continued to fall within the 50th percentile range of the identified peer group for executive compensation, and target annual incentives, total cash compensation and total direct compensation were all in line with market medians, with the flexibility to exceed up to the 75th percentile range of the identified peer group. Our compensation committee further determined that, with the exception of Dr. Abraham, Mr. Dale and Ms. Lin, our named executive officers' base salaries for our 2010 fiscal year continued to fall within the 50th percentile range of our identified peer group for executive base salary.

Although Dr. Abraham's base salary was found to be below the 50th percentile range in 2010, our compensation committee determined that Dr. Abraham's compensation package was heavily weighted in equity compensation. Such equity component was found to have counterbalanced the shortfall in base salary such that Dr. Abraham's compensation package remained consistent with our compensation philosophy. Moreover, the compensation committee believed that the heavier weighting towards equity compensation would better align Dr. Abraham's interests with the long-term interests of the company and our stockholders.

As Chief Technology Officer, Mr. Dale's compensation fell within the 50th percentile range of our identified peer groups for executive base salary. In August 2009, Mr. Dale was promoted without an accompanying cash increase at that time. Additionally, in July 2009, Ms. Lin was promoted to executive vice president, and in December 2009, Ms. Lin assumed the additional responsibility of overseeing our human capital department without an accompanying cash increase at that time. Mr. Dale and Ms. Lin did not receive increases in cash salary in connection with their increased responsibilities at those times, but each was awarded additional restricted stock at such time in order to maintain a total compensation package that was consistent with the 50th percentile for peers with their respective level of responsibility. Moreover, in support of our cash-conservation efforts in 2009, our compensation committee determined to accelerate the vesting of 2,500 shares of restricted stock previously issued to Mr. Dale and Ms. Lin in lieu of additional cash compensation in 2009. On April 22, 2010, based on input received from Compensia, and in consultation with management, our compensation committee determined to adjust Mr. Dale's and Ms. Lin's compensation by providing each executive with a 9% increase to their base salary effective May 1, 2010.

In addition, on July 22, 2010, our compensation committee approved restoring the base salary of Mr. Tarpey to the base salary set forth in the terms of his original offer letter effective July 23, 2010. Mr. Tarpey's salary was reduced in connection with our 2009 cash-conservation activities pursuant to which a number of our senior executives and employees had their salaries reduced temporarily in exchange for certain grants of restricted stock.

Otherwise, because there was no change in responsibilities for the other named executive officers, the compensation committee determined to leave 2010 base salaries for those named executive officers unchanged from 2009.

Our compensation committee believes that our current compensation format and the target levels are consistent with the targeted range of our identified peer group. In reaching these decisions, the compensation committee considered the importance of providing increased incentive opportunities to our named executive officers in equity, which would help better align the long-term incentives of those executives with the incentives of our stockholders.

### ***Components of our Executive Compensation Program***

Our executive compensation program consists of three components: base salary, short- and long-term equity incentives (including equity awards in the form of stock options, restricted stock units and/or restricted stock awards) and benefits.

Our compensation committee evaluates executive compensation and strives to apply the mix of these components in a manner that implements our philosophy while meeting our objectives to attract and retain top talent using compensation that is consistent with or more attractive than other opportunities while also adjusting for individual relative performance and responsibilities as well as our business goals. Our compensation committee has no formal policy for allocating compensation among the compensation components described above, but it does strive to set each component at levels that are consistent with the 50th percentile range of our identified peer group.

### ***Base Salary***

Base salary is used to recognize the experience, skills, knowledge and responsibilities required of each named executive officer, as well as to reflect market conditions as indicated by reference to our peer group. As we initially considered our named executive officers' compensation for 2010, base salary determinations were guided primarily by our objective to provide compensation at levels to attract and retain top talent. In establishing the 2010 base salaries of the named executive officers, our compensation committee and management took into account a number of factors, including the executive's seniority, position and functional role, level of responsibility and his or her accomplishments against personal and group objectives. In addition, we considered the market for corresponding positions within comparable geographic areas and industries as well as the state of our business and our cash flows. In initially setting 2010 base salaries, the compensation committee and management also compared their assessments to input provided by Compensia.

The base salaries of each of our named executive officers are reviewed on an annual basis and adjustments are made following each fiscal year, within the context of our overall annual merit increase structure, and at other times as appropriate, in each case to reflect performance-based factors, marketplace conditions and the overall performance of our business. We do not apply specific formulas to determine increases. We considered the following when evaluating named executive officers' salaries:

their achievement of specific objectives established during the prior review;

an assessment of their professional effectiveness, consisting of a portfolio of competencies that include leadership, commitment, creativity and organizational accomplishment;

their knowledge, skills and abilities, focusing on capabilities, capacity and the ability to drive results; and

external factors such as the marketplace for the named executive officers, the state of our business and the condition of the global economy.

Dr. Abraham, our Chief Executive Officer, periodically reviewed the performance of our named executive officers in the context of the factors noted above and recommended to the compensation committee any base salary changes deemed appropriate.

In late 2009, in connection with input provided by Compensia, our compensation committee evaluated the base salaries of our named executive officers for our 2010 fiscal year. Although all of our named executive officers achieved various objectives and demonstrated improvements in their personal capacities during 2009, the

compensation committee continued to heavily consider the external market factors and economic conditions in its review of our named executive officers' respective compensation arrangements. In light of our overall financial performance and the continued general uncertainty of the global economic conditions at that time, as well as the competitive conditions within our peer group and industry, our compensation committee determined at that time to set base salaries of our named executive officers for our 2010 fiscal year at the same level as were set in 2009. However, in April 22, 2010, based on additional input received from Compensia, and in consultation with management, our compensation committee determined to further adjust

Mr. Dale's and Ms. Lin's compensation by providing each executive with a 9% increase to their base salary effective May 1, 2010 to reflect increased responsibilities. On July 22, 2010, our compensation committee approved restoring the base salary of Mr. Tarpey to the base salary set forth in the terms of his original offer letter effective July 23, 2010. Otherwise, because there was no change in responsibilities for the other named executive officers, the compensation committee determined to leave 2010 base salaries for those named executive officers unchanged from 2009. Our compensation committee believed that such levels remained consistent with our compensation philosophy of providing executive base salaries at the 50th percentile range of our peer group.

The annual base salaries for 2009 and 2010 for each named executive officer are set forth below:

<b>Name and Principal Position</b>	<b>2009(1)</b>	<b>2010</b>	<b>Percentage Change</b>
Magid M. Abraham, Ph.D. <i>President, Chief Executive Officer and Director</i>	\$ 393,125	\$ 393,125	
Kenneth J. Tarpey <i>Chief Financial Officer</i>	277,500	300,000(2)	8.1%
Gian M. Fulgoni <i>Executive Chairman of the Board of Directors</i>	346,875	346,875	
Gregory T. Dale <i>Chief Operating Officer</i>	254,930	277,874(3)	9.0%
Christiana L. Lin <i>Executive Vice President, General Counsel and Chief Privacy Officer</i>	231,250	252,063(4)	9.0%

(1) Effective beginning May 1, 2009.

(2) In July 2010, our compensation committee approved restoring the base salary of Mr. Tarpey to the base salary set forth in the terms of his original offer letter effective July 23, 2010.

(3) In August 2009, Mr. Dale was promoted to chief operating officer. The 2010 increase in Mr. Dale's salary reflects his increased responsibilities as compared to during 2009.

(4) In July 2009, Ms. Lin was promoted to executive vice president, and in December 2009, Ms. Lin assumed the additional responsibility of overseeing our human capital department. The 2010 increase in Ms. Lin's salary reflects her increased responsibilities as compared to during 2009.

### ***Equity-Based Compensation***

Equity-based incentives are primarily guided by our objective of aligning named executive officers with the interests of our stockholders. Grants of stock options, restricted stock units and restricted stock made to executive officers are designed to provide them with incentive to execute their responsibilities in such a way as to generate long-term benefit to us and our stockholders. Through possession of stock options, restricted stock units and shares of restricted stock, our executives participate in the long-term results of their efforts, whether by appreciation of our company's value or the impact of business setbacks, either company-specific or industry based. Additionally, stock options, restricted stock units and shares of restricted stock provide a means of ensuring the retention of named executive officers, in that

they are in almost all cases subject to vesting over an extended period of time, often multiple years.

Stock options, restricted stock units and shares of restricted stock are granted periodically, and are typically subject to vesting based on the executive's continued employment. Historically, most of these grants were designed to vest evenly over four years, beginning on the date of the grant.

We typically use shares of restricted common stock as a form of long-term compensation. Our compensation committee has preferred the use of restricted stock in favor of stock options ever since our common stock has become publicly traded because it results in less dilution of our existing stockholders, it provides some immediate, tangible value to our employees, and it also does not require cash outlay by our

employees. At the same time, restricted stock with vesting promotes employee retention while incentivizing our employees to pursue long-term growth initiatives. We expect to continue to predominantly use restricted stock awards in favor of stock options as a form of long-term, stock-based compensation for the foreseeable future.

Upon joining us, each executive is generally granted an initial restricted stock award that is primarily based on competitive conditions applicable to the executive's specific position. In addition, the compensation committee considers the number of shares subject to equity awards owned by other executives in comparable positions within our company when determining the number of shares to grant to each executive, as well as the number of shares that remain unvested. Based upon input provided by Compensia and reviewed by our compensation committee, we believe this strategy is consistent with the approach of our peer group and, in our compensation committee's view, is appropriate for aligning the interests of our executives with those of our stockholders over the long term.

Periodic awards to named executive officers are made based on an assessment of their sustained performance over time, their ability to effect results that drive value to our stockholders and their level of responsibility within our organization. Dr. Abraham, our Chief Executive Officer, periodically reviews the performance of our other named executive officers on this basis and recommends any equity awards to our compensation committee. The compensation committee reviews and approves any such recommendations as appropriate.

#### *2010 Executive Incentive Compensation Policy*

In February 2010, our compensation committee confirmed that the combined bonus and long-term compensation policies and target levels that we used for our 2009 Executive Long-Term Compensation Policy remained appropriate and therefore remained the same for our 2010 Executive Incentive Compensation Policy. These target levels and the actual amounts paid out were as follows for 2010:

Name and Principal Position	Value of Short-Term Performance-Based			Value of Long-Term Performance-Based		
	Stock Bonus Level for Annual Performance at Time of Grant			Stock Bonus Level for Annual Performance at Time of Grant		
	Target	Maximum	Actual(1)	Target	Maximum	Actual(1)
Magid M. Abraham, Ph.D. <i>President, Chief Executive Officer and Director</i>	\$ 196,563	\$ 314,500	\$ 243,599	\$ 589,688	\$ 943,500	\$ 730,797
Kenneth J. Tarpey <i>Chief Financial Officer</i>	91,016	127,422	116,185	273,047	382,266	348,555
Gian M. Fulgoni <i>Executive Chairman of the Board of Directors</i>	138,750	208,125	171,952	416,250	624,375	515,855
Gregory T. Dale <i>Chief Operating Officer</i>	54,045	81,068	44,461	162,136	243,203	133,382
Christiana L. Lin <i>Executive Vice President, General Counsel and Chief Privacy Officer</i>	49,025	73,538	62,513	147,075	220,613	187,538

(1)

The awards for the 2010 executive compensation policy were paid in the form of restricted stock based on the value of our common stock of \$28.02 per share as reported at market close by the NASDAQ Global Market on February 18, 2011, the date of payment, as adjusted for rounding for fractional shares.

These awards were paid out following the end of our 2010 fiscal year. The short-term performance-based stock bonus awards were fully vested upon the grant date. One-third of the shares subject to the award of the long-term performance-based stock bonus awards to each named executive officer shall vest annually beginning on the first anniversary of the grant date until the full amount of the award is vested, subject to continued employment through each of the vesting dates.



Our compensation committee believes that this format and the target levels are consistent with or more attractive than other opportunities in those named executive officers' respective marketplaces based on their experience in the marketplace as well as insight provided by Compensia.

Under this policy, the award levels established for the 2010 fiscal year for Dr. Abraham and Messrs. Tarpey and Fulgoni were based on a mix of quantitative and qualitative factors, certain of which were the satisfactory completion of specific projects or initiatives. The quantitative milestones varied somewhat from 2009 to reflect the expected financial performance of the company in 2010 as compared to 2009. Our compensation committee selected the targets and the weighting of the targets based on their experience as well as Compensia's input. The weighting is more heavily weighted towards profitability measures in the interest of incentivizing Dr. Abraham and Messrs. Tarpey and Fulgoni to achieve increased profitable growth for our business as a whole. The 2010 targets for Dr. Abraham and Messrs. Tarpey and Fulgoni were calculated based on the following component factors:

<b>Achievement of</b>	<b>Weight of Target</b>
Milestones for 2010 earnings before interest taxes, depreciation and amortization, or EBITDA	50%
Milestones for 2010 revenue	30%
Individual qualitative factors such as client retention, personnel retention, strategic milestones	20%

The annual performance targets established for the 2010 fiscal year for Mr. Dale and Ms. Lin were based on each respective named executive officer's actual salary earned during 2010 and the achievement of qualitative performance factors such as successful completion and integration of strategic transactions, effective management of their respective organizations, the development and release of new technology or product offerings, successful recruiting and development of our human resources and the successful implementation of strategic initiatives.

#### *May 2010 Market-Based Performance Stock Option Awards*

In May 2010, following a review of market-based performance equity awards in conjunction with Compensia, our compensation committee approved awards of stock options that were designed to motivate management to drive enterprise value toward a significantly higher market capitalization over the next two years and promote sustainability of such achievement. We refer to these options in this proxy statement as the May 2010 Stock Option Grants. The May 2010 Stock Option Grants were granted effective as of May 4, 2010 with an exercise price of \$18.21 per share, to each of the named executive officers employed as of that date, in the amounts listed below:

<b>Name and Principal Position</b>	<b>Number of Shares of Common Stock Subject to Stock Option</b>
Magid M. Abraham, Ph.D. <i>President, Chief Executive Officer and Director</i>	848,176
Kenneth J. Tarpey <i>Chief Financial Officer</i>	50,891
Gian M. Fulgoni <i>Executive Chairman of the Board of Directors</i>	63,613
Gregory T. Dale	46,650

*Chief Operating Officer*

Christiana L. Lin

33,715

*Executive Vice President, General Counsel and Chief Privacy Officer*

Each of the May 2010 Stock Option Grants is subject to market-based vesting, whereby 100% of the shares subject to option is eligible to vest in the event that our common stock closing price as reported by the NASDAQ Global Market exceeds an average of \$30 per share for a consecutive thirty-day period prior to

May 4, 2012, an event we refer to as the Trigger. Fifty percent (50%) of the shares subject to the options will vest upon achievement of the Trigger and the remaining fifty percent (50%) of the shares subject to the options will vest on the one year anniversary of the achievement of the Trigger, subject to the named executive officer's continued status as a service provider to us through such dates. The thirty (30)-day price average and bifurcated vesting provisions are intended to promote sustainability of significantly higher market capitalization.

Our compensation committee, with advice from our senior management and input from Compensia, devised the May 2010 Stock Option Grants with a goal of promoting aggressive growth of our business. These awards were designed to incentivize our named executive officers to nearly double the value of our business within the two year period in which the May 2010 Stock Option Grants are eligible to vest. Furthermore, the Trigger is designed to promote sustainable growth. Our compensation committee and our management concluded this was an aggressive growth strategy that could be achieved with significant effort from our named executive officers, particular from our chief executive officer. Accordingly, the preponderance of the May 2010 Stock Option Grants were awarded to Dr. Abraham in recognition of his unique abilities and with a view towards his leadership in achieving the financial results necessary to achieve the target market capitalization.

In the event of (a) an indictment, plea of nolo contendere or conviction, of any felony or of any crime involving dishonesty by a named executive officer; (b) a material breach by a named executive officer of his or her duties or of a company policy, including repeated unsatisfactory performance of job duties as determined by our compensation committee or our board of directors; or (c) a commission of any act of dishonesty, embezzlement, theft, fraud or misconduct by a named executive officer with respect to us, any of which in the good faith and reasonable determination of our compensation committee or our board of directors is materially detrimental to us, our business or our reputation, our compensation committee has the right to deny vesting of the option for such named executive officer and cause the option to immediately terminate for no consideration to the individual.

In addition to the market-based vesting conditions, the options may vest in part or entirely upon a change of control, as more fully described under the subsequent heading *Severance and Change of Control Arrangements*.

### ***Benefits and Perquisites***

We provide the following benefits to our named executive officers on the same basis as the benefits provided to all our employees:

health and dental insurance;

life insurance;

short-and long-term disability; and

401(k) plan.

These benefits are consistent with those offered by other companies and specifically with those companies with which we compete for employees.

In general, we do not view perquisites as a significant component of our executive compensation structure. However, the compensation committee has the authority to approve perquisites, primarily for retention purposes or to accommodate specific, and usually temporary, circumstances of executives who do not reside near their work locations.

*Severance and Change of Control Arrangements*

Our named executive officers are parties to various agreements that provide certain benefits to those named executive officers in the event of their termination or a change of control of comScore under certain circumstances or both.

We believe the following arrangements are useful retention tools that are particularly necessary in an industry, such as ours, where there is frequent market consolidation. We recognize that it is possible that we may be subject to a change of control, and that this possibility could result in a sudden departure or distraction of our key executives to the detriment of our business. We believe that the following arrangements help to maintain the continued focus and dedication of our executives to their assigned duties to maximize stockholder value without the distraction that could result from the uncertainty of a change of control.

*Change of Control and Severance Agreements*

In July 2010, our compensation committee, following consultation with our outside compensation consultant, Compensia, approved Change of Control and Severance Agreements for certain members of the our management, including for each of our current named executive officers.

Each of these Change of Control and Severance 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 agreement provides that if, prior to a change of control, we terminate such executive's employment without cause, or such executive resigns from such employment for good reason, then subject to certain covenants such executive would be entitled to the following severance benefits:

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

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

reimbursement of COBRA premiums (or an equivalent cash distribution if the executive's severance period exceeds the permitted COBRA participation period) until the earlier of the expiration of the specified severance period or the date that each such executive becomes covered under a similar plan.

The table below identifies the severance period specified in the Change of Control and Severance Agreements for each such named executive officer:

<b>Name and Principal Position</b>	<b>Severance Period</b>
Magid M. Abraham, Ph.D. <i>President, Chief Executive Officer and Director</i>	2 years
Kenneth J. Tarpey <i>Chief Financial Officer</i>	6 months for first two years as chief financial officer; thereafter 1.25 years
Gian M. Fulgoni <i>Executive Chairman of the Board of Directors</i>	1.5 years
Gregory T. Dale <i>Chief Operating Officer</i>	1 year
Christiana L. Lin <i>Executive Vice President, General Counsel and Chief Privacy Officer</i>	1 year

Each of the Change of Control and Severance Agreements also provides that if, on or within 12 months after a change of control, such executive's employment is terminated without cause, or any such executive resigns for good reason,

then subject to certain covenants each such executive would be entitled to the following severance benefits:

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

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

reimbursement of COBRA premiums (or an equivalent cash distribution if the executive's severance period exceeds the permitted COBRA participation period) until the earlier of the expiration of a specified severance period (as identified in the table above for each such executive) or the date that such executive becomes covered under a similar plan.

The table below identifies the change of control multiple specified in the agreements for each such named executive officer:

<b>Name and Principal Position</b>	<b>Change of Control Multiple</b>
Magid M. Abraham, Ph.D. <i>President, Chief Executive Officer and Director</i>	2x
Kenneth J. Tarpey <i>Chief Financial Officer</i>	1.25x
Gian M. Fulgoni <i>Executive Chairman of the Board of Directors</i>	1.5x
Gregory T. Dale <i>Chief Operating Officer</i>	1x
Christiana L. Lin <i>Executive Vice President, General Counsel and Chief Privacy Officer</i>	1x

Each of the agreements with Messrs. Tarpey and Dale and Ms. Lin provides that if each such executive remains employed by or continues to provide services to us through the one-year anniversary of a change of control, one hundred percent (100%) of such executive's then outstanding and unvested equity awards (excluding the May 2010 Stock Option Grants, which include their own separate acceleration provisions) 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 (100%) of their then outstanding and unvested equity awards (excluding the May 2010 Stock Option Grants, which include their own separate acceleration provisions) upon a change of control. Such single-trigger acceleration is consistent with existing equity awards held by Dr. Abraham and Mr. Fulgoni.

These Change of Control and Severance Agreements supersede any existing severance or change of control provisions included in our named executive officer's respective employment agreements or letter agreements.

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, each such executive would receive such payment as would entitle such executive to receive the greatest after-tax benefit.

The effects of these arrangements are described under "Executive Compensation - Potential Payments upon Termination or Change-in-Control." We believe that these arrangements will help our executive officers maintain continued focus and dedication to their responsibilities to help maximize stockholder value if there is a potential transaction that could involve a change of control. We also believe these arrangements are competitive with arrangements offered to senior executives at companies with whom we compete for executive talent and are necessary to the achievement of our business objective of management retention.

*May 2010 Stock Option Grants*

In addition, the May 2010 Stock Option Grants to each of Dr. Abraham, Messrs. Tarpey, Fulgoni and Dale and Ms. Lin may vest in part or entirely upon a change of control, which for purposes of the options vesting will be generally defined as an acquisition of at least fifty percent (50%) of the voting control of our company, a sale or merger of our company, or the sale of substantially all the assets of comScore. Upon such a change of control, if our common stock closing price as reported by the NASDAQ Global Market exceeds an average of \$24.10 per share for the thirty-day period immediately preceding the change of control, fifty percent (50%) of the shares subject to option will vest upon the consummation of the change of control. The



percentage of the total shares subject to option that vest upon a change of control increases linearly from fifty percent (50%) at \$24.10 per share to one hundred percent (100%) at thirty dollars (\$30) per share based on the thirty (30)-day average of our common stock closing price as reported by the NASDAQ Global Market immediately preceding the change of control.

### ***Evolution of our Compensation Approach***

Our compensation approach is necessarily tied to our stage of development as a company. Accordingly, the specific direction, emphasis and components of our executive compensation program will continue to evolve as our company and its underlying business strategy continue to grow and develop. For example, we have reduced our executive compensation program's emphasis on stock options as a long-term incentive component in favor of other forms of equity compensation such as restricted stock awards. Similarly, we continue to revise how we measure senior executive performance to take into account the unique requirements of being a public company, including, but not limited to, strict compliance with the standards of the Sarbanes Oxley Act. In addition, we have engaged an outside compensation consultant since mid-2007 to assist our compensation committee in continuing to evolve our executive compensation program, and we may look to programs implemented by comparable public companies in refining our compensation approach.

### **Compensation Committee Report**

The compensation committee has reviewed and discussed the Compensation Discussion and Analysis contained in this proxy statement with company management. Based on the compensation committee's review of, and the discussions with management with respect to, the Compensation Discussion and Analysis, the compensation committee recommended to the board of directors that the Compensation Discussion and Analysis be included in this proxy statement for filing with the Securities and Exchange Commission.

#### COMPENSATION COMMITTEE

William J. Henderson, Chairman  
William Katz  
Jarl Mohn

*The foregoing compensation committee report shall not be deemed incorporated by reference into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, and shall not otherwise be deemed filed under these acts, except to the extent we specifically incorporate by reference into such filings.*

**Summary Compensation Table**

The following table sets forth summary information concerning compensation for the following persons: (i) all persons serving as our chief executive officer during 2010, (ii) all persons serving as our chief financial officer during 2010 and (iii) the three most highly compensated of our other executive officers who received compensation during 2010 of at least \$100,000 and who were executive officers on December 31, 2010. We refer to these persons as our named executive officers elsewhere in this proxy statement. The following table includes all compensation earned by the named executive officers for the respective periods, regardless of whether such amounts were actually paid during the period.

Named Executive Officer	Year	Salary(\$)	Stock Awards (\$)(1)	Option Awards (\$)(1)	Equity Incentive Plan Compensation (\$)(1)	Non-Equity Incentive Plan Compensation (\$)	All Other Compensation (\$)	Total (\$)
M. [Name], Ph.D. Chief Executive Officer and Director	2010	\$ 393,125		\$ 5,195,078(2)	\$ 974,396(3)		\$ 1,633(4)	\$ 6,568,226
	2009	403,750	\$ 653,849(5)		807,469(6)		61(7)	1,865,129
	2008	408,333	850,000(8)			\$ 183,751(9)	3,290(4)	1,445,374
John J. Tarpey Chief Financial Officer	2010	291,250		311,707(2)	464,740(3)		2,135(4)	1,069,732
	2009	200,384	1,165,895(5)(10)		250,426(6)		61(7)	1,617,666
Michael J. Fulgoni Former Vice Chairman	2010	346,875		389,630(2)	687,807(3)		61(7)	1,704,373
	2009	356,250	452,686(5)		569,967(6)		61(7)	1,378,964
James T. Dale Former Director of Directors Operating	2008	362,500	562,492(8)			168,126(9)	4,162(4)	1,097,180
	2010	270,226		285,731(2)	177,843(3)		1,871(4)	734,671
	2009	261,820	619,236(5)(11)		184,285(6)		61(7)	1,065,402
Anna L. Lin Former Vice President, General Counsel and Privacy Officer	2008	272,999	200,008(8)			51,401(9)	3,161(4)	527,569
	2010	245,125	30,340(12)	206,505(2)	250,050(3)		1,199(4)	733,119
	2009	237,500	331,608(5)(13)		180,462(6)		61(7)	749,631
	2008	241,667	200,008(8)			49,078(9)	3,161(4)	493,814

(1) Amounts represent the aggregate grant date fair value of awards or equity plan compensation computed in accordance with Compensation-Stock Compensation (FASB ASC Topic 718). Assumptions used in the calculation of these amounts are described in Note 10 to the consolidated financial statements included in Item 8 of our Annual Report on Form 10-K for the year ended December 31, 2010.

(2) Represents a one-time award of stock options in May 2010 to key senior employees, including named executive officers. Each award is entirely subject to market-based vesting, whereby 100% of the shares subject to option

are eligible to vest in the event that our common stock closing price as reported by the NASDAQ Global Market exceeds an average of \$30 per share for a consecutive thirty-day period prior to May 4, 2012. For further discussion of these awards, see the section titled Compensation Discussion and Analysis Components of our Executive Compensation Program Short- and Long-Term Equity-Based Compensation May 2010 Market-Based Performance Stock Option Awards.

- (3) Represents awards of restricted stock according to certain target levels for each named executive officer pursuant to the provisions of our 2010 Executive Long-Term Compensation Policy. Awards under such policy relating to 2010 performance were paid in February 2011 following approval by our compensation committee.
- (4) Includes discretionary matching contributions by us to the officer's 401(k) plan account and payment of life insurance premiums paid on behalf of the named executive officers.
- (5) Includes (i) a one-time award of restricted stock issued to key senior employees, including named executive officers, to promote retention given expected challenges during 2009 and (ii) a one-time May 1, 2009 award of restricted stock in connection with our April 2009 reduction in salaries.
- (6) In February 2009, our compensation committee determined to consolidate our annual bonus policy for our 2009 fiscal year with our long-term incentive compensation policy. Accordingly, our named executive officers were awarded restricted stock according to certain target levels based on each named executive officer's respective base salary levels. There was no cash component of these equity incentive awards paid to our named executive officers. Awards under such policy relating to 2009 performance were paid in February 2010 following approval by our compensation committee.

- (7) Includes payment of life insurance premiums paid on behalf of the named executive officer.
- (8) In December 2007 our compensation committee approved guidelines for restricted stock awards to be granted in the first quarter of 2008 based on each executive's respective 2008 base salary as well as the number of shares held by each named executive officers that remain unvested as part of our long-term compensation policy. On February 18, 2008, our compensation committee approved specific restricted common stock awards for our executives using the targets established in December 2007, as well as factors such as the number of unvested shares remaining from option grants previously awarded to the executive and the amount of restricted common stock awarded to an executive that remains subject to a right of repurchase.
- (9) Amounts represent compensation paid in a combination of cash and stock-based compensation to our named executive officers pursuant to our executive compensation bonus policy for 2008. Payments under such policy were paid in February 2009 following approval by our compensation committee. Equity awards included in such amounts are included based on the aggregate grant date fair value of equity compensation computed in accordance with FASB ASC Topic 718. Assumptions used in the calculation of these amounts are described in Note 10 to the consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2010.
- (10) Includes an award of 85,000 shares of restricted stock with a grant date fair value computed in accordance with FASB ASC Topic 718 of approximately \$1,150,900 granted on April 20, 2009, the start date of Mr. Tarpey's employment as our Chief Financial Officer.
- (11) Mr. Dale was promoted to Chief Operating Officer within the company on September 14, 2009. In connection with such promotion, Mr. Dale was awarded an additional 30,000 shares of restricted stock on November 15, 2009 with a grant date fair value computed in accordance with FASB ASC Topic 718 of approximately \$482,400, which amount is included in the referenced item.
- (12) Includes a one-time award of restricted stock issued to key senior employees to promote retention.
- (13) Ms. Lin was promoted to Executive Vice President within the company on September 14, 2009. In connection with such promotion, Ms. Lin was awarded an additional 15,000 shares of restricted stock on August 15, 2009 with a grant date fair value computed in accordance with FASB ASC Topic 718 of approximately \$210,150, which amount is included in the referenced item.

**Grants of Plan-Based Awards**

The following table sets forth certain information concerning grants of plan-based awards to named executive officers in 2010.

Name	Grant Date	Estimated Future Payouts Under Equity		All Other Stock Awards: Number of Shares of Stock (#)	All Other Option Awards: Number of Shares of Stock (#)	Exercise or Base Price of Option Awards (\$/Sh)	Grant Date Fair Value of Stock and Option Awards (2)
		Threshold (\$)	Target (\$)				
Magid M. Abraham, Ph.D.	2/18/10		\$ 786,250	\$ 1,258,000	53,228(3)		\$ 807,469
	5/4/10					848,176(4) \$ 18.21	5,195,078
Kenneth J. Tarpey	2/18/10		375,000	720,000	16,508(3)		250,426
	5/4/10					50,891(4) \$ 18.21	311,707
Gian M. Fulgoni	2/18/10		555,000	832,500	37,572(3)		569,967
	5/4/10					63,613(4) \$ 18.21	389,630
Gregory T. Dale	2/18/10		203,944	382,395	12,148(3)		184,285
	5/4/10					46,650(4) \$ 18.21	285,731
Christiana L. Lin	2/18/10		185,000	346,875	2,000(5)		30,340
	2/18/10				11,896(3)		180,462
	5/4/10					33,715(4) \$ 18.21	206,505

(1) The target incentive amounts shown in this column reflect the value of incentive compensation available to our named executive officers pursuant to our 2010 executive long-term compensation policy. The amounts representing the target awards were pre-established as a percentage of salary. The maximum is the greatest payout which can be made if the pre-established maximum performance level is met or exceeded. The policy also provides that the entire bonus amount shall be paid in shares of restricted stock valued at the time of grant. Actual

payouts under our 2010 executive long-term compensation policy were approved on February 18, 2010 and are reflected in the Equity Incentive Plan Compensation column of the Summary Compensation Table above for 2010 in each case for each named executive officer.

- (2) Amounts represent fair value of awards granted in the fiscal year as calculated in accordance with FASB ASC Topic 718 and as further described in Note 10 of the Notes to our Consolidated Financial Statements included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2010.
- (3) The referenced grant was issued as part of our 2009 executive long-term compensation policy earned for the 2009 fiscal year but issued in 2010. This award is reflected in the Non-Equity Incentive Plan Compensation column of the preceding Summary Compensation Table for 2009 for each respective named executive officer.
- (4) The referenced grant is one of the May 2010 Stock Option Grants and is further described in the section titled Compensation Discussion and Analysis Components of our Executive Compensation Program Short- and Long-Term Equity-Based Compensation May 2010 Market-Based Performance Stock Option Awards. This award is reflected in the Option Awards column of the preceding Summary Compensation Table above for 2010 for each respective named executive officer.
- (5) The referenced grant was a one-time award of restricted stock issued to key senior employees to promote retention and is reflected in the Stock Awards column of the preceding Summary Compensation Table for 2010 for Ms. Lin.

**Outstanding Equity Awards at Fiscal Year End**

The following table shows outstanding equity awards held by the named executive officers as of December 31, 2010.

Name	Option Awards			Stock Awards	
	Number of Securities Underlying Unexercised		Option	Number of Shares of Stock That Have Not Vested (#)	Market Value of
	Options (#) Exercisable	Unexercisable	Exercise Price(\$)		Shares of Stock That Have Not Vested (\$)(1)
Magid M. Abraham, Ph.D.	200,000		\$ 0.25	12/15/2013	25,000(2) \$ 558,500
		848,176(3)	18.21	5/4/2012	18,797(4) 419,925
					54,103(5) 1,208,661
					39,921(6) 891,835
Kenneth J. Tarpey		50,891(3)	18.21	5/4/2012	63,750(7) 1,424,175
					12,381(8) 276,592
Gian M. Fulgoni	217,891		0.25	12/15/2013	18,750(9) 418,875
		63,613(3)	18.21	5/4/2012	12,439(10) 277,887
					36,023(11) 804,754
					28,179(12) 629,519
Gregory T. Dale	22,925		0.25	4/27/2014	4,500(13) 100,530
	14,400		2.45	2/1/2015	4,423(14) 98,810
	9,000		4.50	12/27/2015	9,762(15) 218,083
		46,650(3)	18.21	5/4/2012	19,500(16) 435,630
					9,111(17) 203,540
Christiana L. Lin	2,661		0.25	2/17/2014	4,750(18) 106,115
	10,000		4.50	12/27/2015	4,423(19) 98,810
	208		0.25	4/24/2014	9,666(20) 215,938
		33,715(3)	18.21	5/4/2012	4,500(21) 100,530
					2,000(22) 44,680
					8,922(23) 199,318

(1) Market value of shares of stock that have not vested is computed based on \$22.34 per share, which was the closing price of our common stock as reported on the NASDAQ Global Market on December 31, 2010.

(2) comScore's right of repurchase lapses for 25,000 shares annually on March 25, contingent upon Dr. Abraham's continued service as of each such dates.

- (3) Options are subject to market-based vesting, as further described in the section titled Compensation Discussion and Analysis Components of our Executive Compensation Program Short- and Long-Term Equity-Based Compensation May 2010 Market-Based Performance Stock Option Awards.
- (4) comScore's right of repurchase lapses for 9,398 shares annually on February 18, contingent upon Dr. Abraham's continued service as of each such date.
- (5) comScore's right of repurchase lapses for 18,034 shares annually on February 18, contingent upon Dr. Abraham's continued service as of each such date.
- (6) comScore's right of repurchase lapses for 13,307 shares annually on February 18, contingent upon Dr. Abraham's continued service as of each such date.
- (7) comScore's right of repurchase lapses for 21,250 shares annually on April 20, contingent upon Mr. Tarpey's continued service as of each such date.
- (8) comScore's right of repurchase lapses for 4,127 shares annually on February 18, contingent upon Mr. Tarpey's continued service as of each such date.
- (9) comScore's right of repurchase lapses for 18,750 shares annually on March 25, contingent upon Mr. Fulgoni's continued service as of each such date.
- (10) comScore's right of repurchase lapses for 6,220 shares annually on February 18, contingent upon Mr. Fulgoni's continued service as of each such date.



- (11) comScore's right of repurchase lapses for 12,007 shares annually on February 18, contingent upon Mr. Fulgoni's continued service as of each such dates.
- (12) comScore's right of repurchase lapses for 9,363 shares annually on February 18, contingent upon Mr. Fulgoni's continued service as of each such dates.
- (13) comScore's right of repurchase lapses for 4,500 shares annually on March 25, contingent upon Mr. Dale's continued service as of each such dates.
- (14) comScore's right of repurchase lapses for 2,212 shares annually on February 18, contingent upon Mr. Dale's continued service as of each such dates.
- (15) comScore's right of repurchase lapses for 3,254 shares annually on February 18, contingent upon Mr. Dale's continued service as of each such dates.
- (16) comScore's right of repurchase lapses for 7,500 shares annually on August 15, contingent upon Mr. Dale's continued service as of each such dates.
- (17) comScore's right of repurchase lapses for 3,037 shares annually on February 18, contingent upon Mr. Dale's continued service as of each such dates.
- (18) comScore's right of repurchase lapses for 4,750 shares annually on March 25, contingent upon Ms. Lin's continued service as of each such dates.
- (19) comScore's right of repurchase lapses for 2,212 shares annually on February 18, contingent upon Ms. Lin's continued service as of each such dates.
- (20) comScore's right of repurchase lapses for 3,222 shares annually on February 18, contingent upon Ms. Lin's continued service as of each such dates.
- (21) comScore's right of repurchase lapses for 3,750 shares annually on August 15, contingent upon Ms. Lin's continued service as of each such dates.
- (22) comScore's right of repurchase lapses for 500 shares annually on February 18, contingent upon Ms. Lin's continued service as of each such dates.
- (23) comScore's right of repurchase lapses for 2,974 shares annually on February 18, contingent upon Ms. Lin's continued service as of each such dates.

**Option Exercises and Stock Vested Table**

The following table shows the stock options exercised and value realized upon exercise, as well as all stock awards vested and value realized upon vesting by our named executive officers during the year ended December 31, 2010.

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$)(1)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$)
Magid M. Abraham, Ph.D.	41,099	\$ 897,191	25,000	\$ 383,750(2)
			9,399	142,583(3)
			18,034	273,575(3)
			13,307	201,867(3)
			5,902	89,533(3)
			683	12,396(4)
			1,025	20,305(5)
Kenneth J. Tarpey			1,026	21,844(6)
			21,250	\$ 352,750(7)
			321	5,826(4)
			482	9,548(5)
			483	10,283(6)
Gian M. Fulgoni	5,454	118,952	4,127	62,607(3)
			18,750	287,813(2)
			6,220	94,357(3)
			12,007	182,146(3)
			5,240	79,491(3)
			603	10,944(3)
			904	17,908(4)
Gregory T. Dale			905	19,267(5)
			9,363	142,492(6)
	2,000	42,246	4,500	69,075(2)
	75	1,598	2,212	33,556(3)
	2,000	44,666	3,254	49,363(3)
	2,700	52,032	1,559	23,650(3)
	2,700	49,965	443	8,040(4)
	2,400	44,431	665	13,174(5)
	300	5,550	665	14,158(6)
	2,700	50,675	3,000	45,510(3)
	2,700	61,344	7,500	135,150(8)
2,700	51,647	3,037	46,071(3)	
1,925	41,480			

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2,700	59,450
2,700	53,117
2,700	60,588
2,000	46,307
2,000	43,001
2,000	42,937
775	16,700
2,000	41,118
2,000	41,418
1,925	41,024
2,000	44,820

Christiana L. Lin

4,750	72,913(2)
2,212	33,556(3)
3,221	48,863(3)
1,380	20,935(3)
402	7,296(4)
603	11,945(5)
603	12,838(6)
3,000	45,510(3)
3,750	67,575(8)
2,974	45,116(3)

- (1) The value realized on exercise is calculated as the difference between the actual sales price of the shares underlying the options exercised and the applicable exercise price of those options.
- (2) The value realized on vesting is calculated by multiplying the number of shares vesting and by the market value of the underlying shares on the vesting date, which was \$15.35 per share at market close as listed by the NASDAQ Global Market on March 25, 2010.
- (3) The value realized on vesting is calculated by multiplying the number of shares vesting and by the market value of the underlying shares on the vesting date, which was \$15.17 per share at market close as listed by the NASDAQ Global Market on February 18, 2010.
- (4) The value realized on vesting is calculated by multiplying the number of shares vesting and by the market value of the underlying shares on the vesting date, which was \$18.15 per share at market close as listed by the NASDAQ Global Market on April 30, 2010.
- (5) The value realized on vesting is calculated by multiplying the number of shares vesting and by the market value of the underlying shares on the vesting date, which was \$19.81 per share at market close as listed by the NASDAQ Global Market on July 30, 2010.
- (6) The value realized on vesting is calculated by multiplying the number of shares vesting and by the market value of the underlying shares on the vesting date, which was \$21.29 per share at market close as listed by the NASDAQ Global Market on November 15, 2010.
- (7) The value realized on vesting is calculated by multiplying the number of shares vesting and by the market value of the underlying shares on the vesting date, which was \$16.60 per share at market close as listed by the NASDAQ Global Market on April 20, 2010.
- (8) The value realized on vesting is calculated by multiplying the number of shares vesting and by the market value of the underlying shares on the vesting date, which was \$18.02 per share at market close as listed by the NASDAQ Global Market on August 15, 2010.

#### **Potential Payments Upon Termination or a Change of Control**

The following table estimates payments and the value of any accelerated vesting that would have been due to each named executive officer in the event of a change of control, assuming the change of control occurred on December 31, 2010.

<b>Name</b>	<b>Market Value of Accelerated Equity (net of exercise price, if any)(1)</b>
Magid M. Abraham, Ph.D.	\$ 3,078,921(2)(3)
Kenneth J. Tarpey	(2)
Gian M. Fulgoni	2,131,035(2)(3)
Gregory T. Dale	(2)
Christiana L. Lin	(2)

- (1) Based on an assumed fair market value per share of our common stock of \$22.34, which was the closing price of our common stock as reported by the NASDAQ Global Market on December 31, 2010.
- (2) Although the May Stock Option Grant held by the referenced named executive officer include single trigger acceleration of vesting upon a change of control, such acceleration requires the price of our common stock to equal or exceed at least \$24.10. Based upon our assumed stock price at December 31, 2010 as set forth in footnote (1), no acceleration of such stock options is included.
- (3) Dr. Abraham and Mr. Fulgoni are parties to Severance and Change of Control Agreements whereby all of such named executive officer's outstanding and unvested equity awards (excluding the May 2010 Stock Option Grants, which include their own separate acceleration provisions) become vested in full upon a change of control.

The following table estimates payments as well as the value of any accelerated vesting that would have been due to each named executive officer in the event his employment had been terminated not in connection with a change of control without cause or if such executive resigns without good reason, assuming the termination occurred on December 31, 2010.

Name	Cash Payments		Market Value of
	Salary(1)	COBRA/ Insurance(2)	Accelerated Equity (net of exercise price, if any)(3)
Magid M. Abraham, Ph.D.	\$ 786,250	\$ 31,221	\$ 3,078,921(4)(5)
Kenneth J. Tarpey	138,750	7,805	(4)
Gian M. Fulgoni	520,313	15,215	2,131,035(4)(5)
Gregory T. Dale	277,874	15,336	(4)
Christiana L. Lin	252,063	15,336	(4)

- (1) Salary to be paid at a rate equal to such executive's annual base salary then in effect, for the duration of a specified severance period, to be paid periodically in accordance with our normal payroll policies.
- (2) COBRA/Insurance payments are estimated based on the number of months of coverage for which we are contractually obligated and the current estimated premium costs.
- (3) Based on an assumed fair market value per share of our common stock of \$22.34, which was the closing price of our common stock as reported by the NASDAQ Global Market on December 31, 2010.
- (4) Although the May Stock Option Grant held by the referenced named executive officer include single trigger acceleration of vesting upon a change of control, such acceleration requires the price of our common stock to equal or exceed at least \$24.10. Based upon our assumed stock price at December 31, 2010 as set forth in footnote (3), no acceleration of such stock options is included.
- (5) Dr. Abraham and Mr. Fulgoni are parties to Severance and Change of Control Agreements whereby all of such named executive officer's outstanding and unvested equity awards (excluding the May 2010 Stock Option Grants, which include their own separate acceleration provisions) become vested in full upon a change of control.

The following table estimates payments as well as the value of any accelerated vesting that would have been due to each named executive officer in the event his employment had been terminated in connection with or within 12 months of a change of control without cause or if such executive resigns without good reason, assuming the termination occurred on December 31, 2010.

Name	Cash Payments		Market Value of
	Salary(1)	COBRA/ Insurance(2)	Accelerated Equity (net of exercise price, if any)(3)

Magid M. Abraham, Ph.D.	\$ 786,250	\$ 31,221	\$ 3,078,921(4)(5)
Kenneth J. Tarpey	346,875	23,415	1,700,767(4)
Gian M. Fulgoni	520,313	15,215	2,131,035(4)(5)
Gregory T. Dale	277,874	15,336	1,056,593(4)
Christiana L. Lin	252,063	15,336	765,391(4)

- (1) Gross amount of lump sum payment (prior to payment of applicable withhold taxes).
- (2) COBRA/Insurance payments are estimated based on the number of months of coverage for which we are contractually obligated and the current estimated premium costs.
- (3) Based on an assumed fair market value per share of our common stock of \$22.34, which was the closing price of our common stock as reported by the NASDAQ Global Market on December 31, 2010.
- (4) Although the May Stock Option Grant held by the referenced named executive officer include single trigger acceleration of vesting upon a change of control, such acceleration requires the price of our common

stock to equal or exceed at least \$24.10. Based upon our assumed stock price at December 31, 2010 as set forth in footnote (3), no acceleration of such stock options is included.

- (5) Dr. Abraham and Mr. Fulgoni are parties to Severance and Change of Control Agreements whereby all of such named executive officer's outstanding and unvested equity awards (excluding the May 2010 Stock Option Grants, which include their own separate acceleration provisions) become vested in full upon a change of control.

For a further discussion of the agreements pursuant to which our named executive officers are entitled to payments upon a termination or change of control, see the section titled "Compensation Discussion and Analysis - Components of our Executive Compensation Program - Severance and Change of Control Arrangements."

### **Compensation Risk Assessment**

Our compensation committee and management have considered whether our compensation programs for employees create incentives for excessive or unreasonable risks that could have a material adverse effect on us. Our compensation committee believes that our compensation plans are consistent with practices for our industry and that risks arising from our compensation policies and practices are not reasonably likely to have a material adverse effect on us.

## **CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS**

### **Policies and Procedures for Transactions with Related Persons**

Related person transactions, which we define as all transactions involving an executive officer, director, nominee for director or a holder of more than five percent of our common stock, including any of their immediate family members and any entity owned or controlled by such persons, are reviewed and approved by the audit committee of our board of directors or in some cases by a majority of disinterested directors on our board of directors.

In any transaction involving a related person, our audit committee and our board of directors consider all of the available material facts and circumstances of the transaction, including: the direct and indirect interests of the related persons; in the event the related person is a director or nominee for director (or immediate family member of a director or an entity with which a director is affiliated), the impact that the transaction will have on a director's or nominee for director's independence; the risks, costs and benefits of the transaction to us; and whether any alternative transactions or sources for comparable services or products are available.

After considering all such facts and circumstances, our audit committee and our board of directors determines whether approval or ratification of the related person transaction is in our best interests. For example, if our audit committee determines that the proposed terms of a related person transaction are reasonable and at least as favorable as could have been obtained from unrelated third parties, it will recommend to our board of directors that such transaction be approved or ratified. In addition, if a related person transaction will compromise the independence of one of our directors or nominees for director, our audit committee may recommend that our board of directors reject the transaction if it could affect our ability to comply with securities laws and regulations or NASDAQ listing requirements.

Of the transactions described in the following subsection, the employment arrangement with Ms. Abraham and several of the indemnification agreements were entered into prior to the adoption of our audit committee charter. Accordingly, each of those transactions were approved by disinterested members of our board of directors after making a determination that the transaction was executed on terms no less favorable than those we could have obtained from unrelated third parties. The transaction with Rappleaf, Inc., or Rappleaf, was ratified by our audit committee after



making a determination that the transaction was executed on terms no less favorable than those we could have obtained from unrelated third parties.

The policies and procedures described above for reviewing and approving related person transactions are not in writing. However, the charter for our audit committee provides that one of the committee's responsibilities is to review and approve in advance any proposed related person transactions.

### **Transactions and Relationships with Directors, Officers and Five Percent Stockholders**

We believe that there has not been any other transaction or series of transactions during 2010 to which we were or are to be a participant in which the amount involved exceeds \$120,000 and in which any director, nominee for director, executive officer or holder of more than five percent of our common stock, or members of any such person's immediate family, had or will have a direct or indirect material interest, other than compensation described in Executive Compensation or Director Compensation elsewhere in this proxy statement and as described below.

#### ***Linda Boland Abraham***

Since our inception in 1999, Linda Boland Abraham, the spouse of our President and Chief Executive Officer, Dr. Magid M. Abraham, has been employed in various management positions with us. Most recently, Ms. Abraham has served as our Chief Marketing Officer and Executive Vice President of International Business Development beginning in 2009. During the year ended December 31, 2010, Ms. Abraham earned approximately \$202,938 in salary. Also during the year ended December 31, 2010, Ms. Abraham received an award of shares of our restricted stock pursuant to our 2009 Bonus Policy with a fair value at the time of grant of approximately \$595,514 that was granted in February 2010.

#### ***Indemnification Agreements***

We have entered into an indemnification agreement with each of our directors and executive officers. The indemnification agreements and our amended and restated certificate of incorporation and bylaws require us to indemnify our directors and officers to the fullest extent permitted by Delaware law.

#### ***Services Agreement with RapLeaf***

During 2010, we entered into a Data Processing agreement with Rapleaf. Dr. Magid M. Abraham, our President and Chief Executive Officer and a member of our board of directors, was a member of RapLeaf's board of directors until October 2010. We paid \$144,000 pursuant to such agreement during the year ended December 31, 2010. In relation to this counterparty, there was \$14,000 included in accounts payable balances as of December 31, 2010.

**SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

The following table sets forth certain information with respect to beneficial ownership of our common stock, as of May 31, 2011, by:

each beneficial owner of 5% or more of the outstanding shares of our common stock;

each of our directors;

each of our named executive officers; and

all of our executive officers and directors as a group.

Beneficial ownership is determined in accordance with the rules of the SEC. Except as indicated by the footnotes below, we believe, based on the information furnished to us, that the persons and entities named in the table below have sole voting and investment power with respect to all shares of the common stock that they beneficially own, subject to applicable community property laws. In computing the number of shares beneficially owned by a person and the percentage ownership of that person, shares of common stock subject to options or warrants held by that person that are currently exercisable or exercisable within 60 days of May 31, 2011 are deemed outstanding, but are not deemed outstanding for purposes of computing the percentage ownership of any other person. Unless otherwise indicated, these shares do not include any stock or options awarded after May 31, 2011. A total of 31,855,346 shares of our common stock were outstanding as of May 31, 2011.

Except as otherwise indicated, the address of each of the persons in this table is c/o comScore, Inc., 11950 Democracy Drive, Suite 600, Reston, Virginia 20190.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership(1)	Percentage of Common Stock Outstanding
<b>5% Stockholders:</b>		
Blackrock, Inc.(2)	2,143,002	6.7%
<b>Directors and Named Executive Officers:</b>		
Magid M. Abraham, Ph.D.(3)	882,503	2.8%
Gian M. Fulgoni(4)	795,045	2.5%
Kenneth J. Tarpey(5)	108,149	*
Gregory T. Dale(6)	99,628	*
Christiana L. Lin(7)	93,232	*
Jeffrey Ganek(8)	10,656	*
Bruce Golden(8)	31,104	*
William J. Henderson(9)	75,787	*
William Katz(8)	10,356	*
Ronald J. Korn(10)	26,587	*
Jarl Mohn(8)	10,356	*

All directors and executive officers as a group (eleven persons)(11)	2,143,403	6.7%
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\* Represents less than 1% of the outstanding shares of common stock.

- (1) The information provided in this table is based on our records, information supplied to us by our executive officers, directors and principal stockholders and information contained in Schedules 13D and 13G filed with the SEC.
- (2) This information is derived solely from the Schedule 13G filed with the SEC on February 3, 2011 and effective as of December 31, 2010. BlackRock, Inc. on behalf of its investment advisory subsidiaries has shared voting and dispositive power as to 2,143,002 shares. Includes shares reportedly held by the

following subsidiaries of Blackrock, Inc. that are investment advisors: BlackRock Advisors LLC, BlackRock Advisors (UK) Limited, BlackRock Asset Management Australia Limited, BlackRock Asset Management Japan Limited, BlackRock Capital Management, Inc., BlackRock Financial Management, Inc., BlackRock Fund Advisors, BlackRock Institutional Trust Company, N.A., BlackRock Investment Management, LLC, BlackRock (Luxembourg) S.A., Blackrock International Ltd, BlackRock Investment Management UK Ltd, State Street Research & Management Co. The address for Blackrock, Inc. and its subsidiaries is c/o Blackrock, Inc., 40 East 52nd Street, New York, New York 10022.

- (3) Includes 200,000 shares subject to options that are immediately exercisable or exercisable within 60 days of May 31, 2011. Also includes 98,164 shares held directly by Dr. Abraham and 38,559 shares held by Dr. Abraham's wife, Linda Abraham, each subject to a right of repurchase held by the Company pursuant to restricted stock sale agreements.
- (4) Includes 217,891 shares subject to options that are immediately exercisable or exercisable within 60 days of May 31, 2011. Also includes 67,432 shares subject to a right of repurchase held by the Company pursuant to a restricted stock sale agreement.
- (5) Includes 78,194 shares subject to a right of repurchase held by the Company pursuant to a restricted stock sale agreement.
- (6) Includes 19,325 shares subject to options that are immediately exercisable or exercisable within 60 days of May 31, 2011. Also includes 39,055 shares subject to a right of repurchase held by the Company pursuant to a restricted stock sale agreement.
- (7) Includes 12,869 shares subject to options that are immediately exercisable or exercisable within 60 days of May 31, 2011. Also includes 42,497 shares subject to a right of repurchase held by the Company pursuant to a restricted stock sale agreement.
- (8) Includes 4,921 shares subject to a right of repurchase held by the Company pursuant to a restricted stock sale agreement.
- (9) Includes 16,000 shares subject to options that are immediately exercisable or exercisable within 60 days of May 31, 2011. Additionally, includes 4,921 shares held directly by Mr. Henderson that are subject to a right of repurchase held by the Company pursuant to restricted stock sale agreements.
- (10) Includes 5,000 shares subject to options that are immediately exercisable or exercisable within 60 days of May 31, 2011. Additionally, includes 4,921 shares held directly by Mr. Korn that are subject to a right of repurchase held by the Company pursuant to restricted stock sale agreements.
- (11) Includes 472,835 shares subject to options that are immediately exercisable or exercisable within 60 days of the May 31, 2011. Also includes 393,427 shares subject to a right of repurchase held by the Company pursuant to restricted stock sale agreements.

**SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE**

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires that certain of our executive officers and directors, and persons who own more than 10% of a registered class of our equity securities, file reports of ownership and changes in ownership (Forms 3, 4 and 5) with the SEC. Such executive officers, directors and greater than 10% holders are required to furnish us with copies of all of these forms that they file. Certain employees of our company hold a power of attorney to enable such individuals to file ownership and change in ownership forms on behalf of certain of our executive officers and directors.

Based solely on our review of these reports or written representations from certain reporting persons, we believe that during 2010, all filing requirements applicable to our officers, directors, greater-than-10% beneficial owners and other persons subject to Section 16(a) of the Securities Exchange Act of 1934, as amended, were met, except that the following reports, although filed, were not filed timely: