

COMSCORE, INC.  
Form 8-K  
February 11, 2009

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

**FORM 8-K  
CURRENT REPORT**  
**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**  
**Date of Report (Date of earliest event reported): February 11, 2009**

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

**Delaware**

**000-1158172**

**54-1955550**

(State or other jurisdiction of  
incorporation)

(Commission File Number)

(IRS Employer  
Identification No.)

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

(Address of principal executive offices, including zip code)

**(703) 438-2000**

(Registrant's telephone number, including area code)

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

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

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 2.02. Results of Operations and Financial Condition.**

Attached hereto as Exhibit 99.1 and incorporated by reference herein is financial information for comScore, Inc. (the Company ) for the three month period and full year ended December 31, 2008 as well as forward-looking statements relating to the first quarter ended March 31, 2009 and full year ended December 31, 2009 as presented in a press release issued on February 11, 2009.

The information in this Item 2.02, including Exhibit 99.1 attached hereto, is being furnished and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act ), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filing.

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

(b) On February 11, 2009, the Company determined to initiate a search for a new Chief Financial Officer ( CFO ). John Green, the Company s current CFO, principal financial officer and principal accounting officer, will transition positions within the Company to serve as its Executive Vice President of Human Capital. As part of the transition, Mr. Green will continue to serve as CFO, principal financial officer and principal accounting officer, until a new CFO has assumed such position.

*Forward Looking Statements*

This Item 5.02 contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, including, without limitation, the Company s expectations regarding Mr. Green s future role with the Company and the Company s search for a new CFO. These statements involve risks and uncertainties, including, but not limited to, the uncertainty associated with the time and cost of the process to hire a new CFO. For a detailed discussion of other risks, please refer to the Company s Quarterly Report on Form 10-Q for the period ended September 30, 2008, the Company s Annual Report on Form 10-K for the period ended December 31, 2007 and from time to time other filings with the Securities and Exchange Commission (the SEC ), which are available on the SEC s Web site (<http://www.sec.gov>). Stockholders of the Company are cautioned not to place undue reliance on the Company s forward-looking statements, which speak only as of the date such statements are made. The Company does not undertake any obligation to publicly update any forward-looking statements to reflect events, circumstances or new information after the date of this filing, or to reflect the occurrence of unanticipated events.

**Item 9.01. Financial Statements and Exhibits**

**(d) Exhibits.**

**Exhibit No. Description**

99.1 Press Release dated February 11, 2009, announcing fourth quarter and full year 2008 financial results

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**comScore, Inc.**

By: /s/ John M. Green  
John M. Green  
Chief Financial Officer

Date: February 11, 2009

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**EXHIBIT INDEX**

**Exhibit No. Description**

99.1 Press Release dated February 11, 2009, announcing fourth quarter and full year 2008 financial results