

COMSCORE, INC.  
Form 8-K  
August 18, 2016

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 8 K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 12, 2016

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

|                                                |                          |                                   |
|------------------------------------------------|--------------------------|-----------------------------------|
| Delaware                                       | 001-33520                | 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 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing. On August 12, 2016, comScore, Inc. (the “Company”) received a notice (the “Notice”) from The NASDAQ Stock Market LLC (“NASDAQ”) stating that because the Company had not yet filed its Quarterly Report on Form 10-Q for the quarter ended June 30, 2016, the Company is no longer in compliance with NASDAQ Listing Rule 5250(c)(1). NASDAQ Listing Rule 5250(c)(1) requires listed companies to timely file all required periodic financial reports with the Securities and Exchange Commission (the “SEC”). As previously announced, the Company received earlier notices of non-compliance from NASDAQ with respect to NASDAQ Listing Rule 5250(c)(1) on May 18, 2016 and March 16, 2016 because it had not yet filed its Quarterly Report on Form 10-Q for the quarter ended March 31, 2016 and its Annual Report on Form 10-K for the fiscal year ended December 31, 2015, respectively. The Company previously submitted a plan to regain compliance with the NASDAQ Listing Rules to NASDAQ in connection with earlier notice of non-compliance from NASDAQ. NASDAQ has granted the Company until August 29, 2016 to regain compliance. On August 18, 2016, the Company issued a press release announcing its receipt of the Notice. A copy of the press release is attached as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

Exhibit No. Description

99.1 Press release dated August 18, 2016

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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/ Christiana L. Lin  
Christiana L. Lin  
EVP, General  
Counsel and Chief  
Privacy Officer

Date: August 18, 2016

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EXHIBIT INDEX

Exhibit No. Description

99.1 Press release dated August 18, 2016