

COMSCORE, INC.  
Form 8-K  
March 24, 2017

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 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): March 24, 2017 (March 20, 2017)

---

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

---

Delaware                      001-33520    54-1955550  
(State or other jurisdiction (Commission (IRS Employer  
of incorporation)            File Number) 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:

---

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Compensatory Arrangements of Certain Officers

On March 20, 2017, after review of the compensation of certain executive officers of comScore, Inc., a Delaware corporation (the “Company”), and with input from Compensia, its outside compensation consultant, the Compensation Committee (the “Committee”) of the Company’s Board of Directors approved the following cash bonus awards for the executive officers named below:

| Name and Principal Position                    | Performance Component | Incentive Component | Total     |
|------------------------------------------------|-----------------------|---------------------|-----------|
| Michael Brown<br>Chief Technology Officer      | \$45,900              | \$100,000           | \$145,900 |
| David Chemerow<br>Chief Financial Officer      | \$64,834              | \$100,000           | \$164,834 |
| Cameron Meierhoefer<br>Chief Operating Officer | \$57,408              | \$100,000           | \$157,408 |

A portion of each executive’s bonus, labeled “Performance Component” in the table above, was based on the executive’s individual performance during 2016. The remainder of each executive’s bonus, labeled “Incentive Component” in the table above, was designed to be consistent with the value of immediately vesting equity incentive awards granted in previous years. The Committee did not award any bonus for achievement of Company financial objectives for 2016. Each bonus will be paid in a lump sum, less applicable deductions and withholdings, on March 31, 2017, subject to the relevant officer’s continued employment through the payment date.

**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/ David I. Chemerow  
David I. Chemerow  
Chief Financial Officer

Date: March 24, 2017