

COMSCORE, INC.  
Form DEFR14A  
June 22, 2012

**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))**
- Revised 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.

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

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.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:



**EXPLANATORY STATEMENT**

comScore, Inc. (the Company) recently became aware of an inadvertent error in the first table appearing on page 19 of the Company's 2012 Proxy Statement in the section titled Executive Compensation- Compensation Discussion and Analysis- Components of our Executive Compensation Program- Equity-Based Compensation- 2011 Executive Incentive Compensation Policy- Determination of Awards to Dr. Abraham and Messrs. Tarpey and Fulgoni, which table describes the factors considered under the Company's 2011 Executive Compensation Policy for each of Magid M. Abraham, Kenneth J. Tarpey and Gian M. Fulgoni (the Milestone Table). The data regarding the minimum, target and maximum milestone amounts included in the first two rows of the Milestone Table titled Milestones for 2011 earnings before interest taxes, depreciation and amortization, or EBITDA and Milestones for 2011 revenue were inadvertently transposed, such that the 2011 Adjusted EBITDA milestone amounts were included in the row for 2011 revenue and vice versa. This supplemental filing is being made in order to amend and restate the Milestone Table solely to correct the transposition of the milestone amounts in those two rows.

Except as described above, no other changes have been made to the Company's 2012 Proxy Statement. This supplemental information should be read in conjunction with the Company's 2012 Proxy Statement.

| Achievement of   | Minimum               | Target  | Maximum | Weight of<br>Component |
|--|-----------------------|---------|---------|------------------------|
|  | (dollars in millions) |         |         |                        |
| Milestones for 2011 earnings before interest taxes, depreciation and amortization, or EBITDA       | \$ 45.0               | \$ 52.0 | \$ 59.0 | 50%                    |
| Milestones for 2011 revenue  | 229.0                 | 236.0   | 251.0   | 30%                    |
| Individual qualitative factors such as client retention, personnel retention, strategic milestones | N/A                   | N/A     | N/A     | 20%                    |