

COMSCORE, INC.
Form 8-K/A
September 14, 2010

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 8-K/A
CURRENT REPORT**

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

Date of Report (Date of earliest event reported): July 1, 2010
comScore, Inc.

(Exact name of registrant as specified in its charter)

Delaware
*(State of
incorporation)*

000-1158172
(Commission File
Number No.)

54-1955550
(IRS Employer
Identification No.)

11950 Democracy Drive, Suite 600
Reston, Virginia 20190
(Address of principal executive offices)
(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))
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EXPLANATORY NOTE

On July 1, 2010, comScore, Inc., a Delaware corporation (comScore) filed a Current Report on Form 8-K to report it acquired Nexius, Inc., a Virginia corporation (Nexius). In response to Item 9.01(a) and Item 9.01(b) of such Current Report on Form 8-K, comScore stated that it would file the required financial information by amendment, as permitted by Item 9.01(a)(4) and Item 9.01(b)(2). comScore hereby amends its Current Report on Form 8-K filed on July 1, 2010 to provide the required financial information.

Item 9.01 Financial Statements and Exhibits.

(a) Financial Statements of Businesses Acquired

The audited consolidated financial statements of Nexius as of and for the year ended December 31, 2009 and the unaudited consolidated financial statements of Nexius as of June 30, 2010 and for the six month periods ended June 30, 2010 and 2009, and the notes related thereto, are filed as Exhibit 99.2 to this Current Report on Form 8-K/A and are incorporated by reference herein.

(b) Unaudited Pro Forma Financial Information

The unaudited pro forma condensed consolidated financial information of comScore as of and for the six months ended June 30, 2010 and for the year ended December 31, 2009 giving effect to the acquisition of Nexius, are filed as Exhibit 99.3 to this Current Report on Form 8-K/A and are incorporated by reference herein.

(d) Exhibits

Exhibit

| No. | Description |
|------------|---|
| 2.1* | Stock Purchase Agreement with Nexius, all of the shareholders of Nexius and Nabil Taleb, as representative of the shareholders of Nexius, dated July 1, 2010. |
| 23.1 | Consent of McGladrey&Pullen, LLP, independent auditor for Nexius. |
| 99.1** | Press Release dated July 1, 2010. |
| 99.2 | Financial statements of Nexius as of and for the year ended December 31, 2009 and Independent Auditor's Report thereon and the unaudited financial statements as of June 30, 2010 and for the six month periods ended June 30, 2010 and 2009. |
| 99.3 | comScore unaudited pro forma condensed consolidated financial information as of and for the six months ended June 30, 2010 and for the year ended December 31, 2009. |

* To be filed with comScore's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2010 pursuant to Regulation S-K, Item 601(a)(4).

** Previously filed as an exhibit to the comScore's Current Report on

Form 8-K,
Commission File
No. 000-1158172,
filed on July 1,
2010.

This Exhibit has
been furnished,
not filed, with this
Current Report on
Form 8-K/A.

Accordingly, this
Exhibit will not be
incorporated by
reference into any
other filing made
by the Company
with the Securities
and Exchange
Commission
unless specifically
identified therein
as being
incorporated by
reference.

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
SVP, General Counsel and Chief Privacy
Officer

Date: September 14, 2010

Exhibit Index

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