



March 16, 2017

comScore, Inc. Receives Expected Notification of Additional Deficiency from Nasdaq Related to Delayed Annual Report on Form 10-K

RESTON, Va., March 16, 2017 /PRNewswire/ -- comScore (OTC: SCOR) ("comScore" or the "Company") today announced that, as expected, it received an additional Staff Determination letter from the Nasdaq Listing Qualifications Department staff (the "Staff"), stating that because the Company had not filed its Annual Report on Form 10-K for the fiscal year ended December 31, 2016 (the "2016 Form 10-K"), that such delinquency serves as an additional non-compliance event of Nasdaq's listing rules, specifically Rule 5250(c)(1).



As previously disclosed, the Company has not been in compliance with Nasdaq Listing Rule 5250(c)(1) since March 2016, which requires listed companies to timely file all required periodic financial reports with the Securities and Exchange Commission (the "SEC"). The Company is also not in compliance with Nasdaq Listing Rule 5620(a), which required the Company to hold an annual meeting of stockholders for fiscal year 2015 by no later than December 31, 2016. On October 25, 2016, the Nasdaq Hearings Panel (the "Panel") determined to provide the Company with conditional listing on The Nasdaq Global Select Market until February 23, 2017 so as to grant the Company additional time to complete its financial restatement and regain compliance with Nasdaq's listing requirements. Despite considerable efforts by the Company to regain compliance with all Nasdaq continued listing standards, the Company informed the Panel on February 2, 2017 of its determination that it would be unable to satisfy the February 23, 2017 deadline. The Panel suspended trading in the Company's common stock on Nasdaq on February 8, 2017.

Although the Company has appealed the Panel's decision to the Nasdaq Listing and Hearing Review Council (the "Listing Council"), no assurance can be given that the appeal will be successful in preventing the delisting of the Company's shares. During the pendency of the appeal, the Staff continues to monitor the Company notwithstanding the February 8, 2017 suspension of trading in the Company's common stock until such time as the Company's stock is technically delisted from a regulatory standpoint, which cannot occur until the appeal is concluded. From a trading perspective, there is little difference between the Company's common stock being "suspended" or "delisted." The Company's inability to timely file the 2016 Form 10-K does not change the Company's trading status, nor do we believe that it materially impacts the appeal.

The Company is working as expeditiously as possible toward filing all required periodic financial reports with the SEC. As previously disclosed, the Company is targeting the Summer of 2017 to complete the financial restatement and to be current with all of its SEC filings, although there can be no assurance that the process will be completed by that time. Once the Company has regained compliance with its SEC filing requirements, the Company will promptly seek to relist its common stock on a national securities exchange.

About comScore

comScore, Inc. (OTC: SCOR) is a leading cross-platform measurement company that precisely measures audiences, brands and consumer behavior everywhere. comScore completed its merger with Rentrak Corporation in January 2016, to create the new model for a dynamic, cross-platform world. Built on precision and innovation, our unmatched data footprint combines proprietary digital, TV and movie intelligence with vast demographic details to quantify consumers' multiscreen behavior at massive scale. This approach helps media companies monetize their complete audiences and allows marketers to reach these audiences more effectively. With more than 3,200 clients and global footprint in more than 75 countries, comScore is delivering the future of measurement. For more information on comScore, please visit comscore.com.

Cautionary Statement

This press release 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 (the "Exchange Act"), including, without limitation, comScore's current progress and timing objectives regarding completion of its accounting restatement and becoming current in its required filings with the SEC; comScore's inability to file its delinquent required filings with the SEC; and whether comScore's appeal to the Listing Council will be successful. These statements involve risks and uncertainties that could cause comScore's actual results to differ materially, including, but not limited to: the discovery of additional information relevant to the internal review; the conclusions of comScore's Audit Committee (and the timing of the conclusions) concerning matters relating to the internal review; the timing of the review by, and the conclusions of, comScore's independent registered public

accounting firm regarding the internal review and comScore's financial statements; the risk that the completion and filing of the Quarterly Reports on Form 10-Q for the quarters ended March 31, 2016, June 30, 2016, and September 30, 2016 and the Annual Reports on Form 10-K for the years ended December 31, 2015 and December 31, 2016 will take longer than expected; pending litigation and possibility of further legal proceedings adverse to comScore resulting from the restatement or related matter; the costs associated with the restatement; recent changes in comScore's management; and the Listing Council's determination on whether to review the Panel's decision.

The risks included above are not exhaustive. For a detailed discussion of these and other risk factors, please refer to comScore's Annual Report on Form 10-K for the year ended December 31, 2014 and Quarterly Report on Form 10-Q for the three months ended September 30, 2015 and other filings comScore makes from time to time with the Securities and Exchange Commission (the "SEC"), which are available on the SEC's Web site (<http://www.sec.gov>).

Investors are cautioned not to place undue reliance on our forward-looking statements, which speak only as of the date such statements are made. comScore does not undertake any obligation to publicly update any forward-looking statements to reflect events, circumstances or new information after the date of this press release, or to reflect the occurrence of unanticipated events.

To view the original version on PR Newswire, visit:<http://www.prnewswire.com/news-releases/comscore-inc-receives-expected-notification-of-additional-deficiency-from-nasdaq-related-to-delayed-annual-report-on-form-10-k-300425294.html>

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