

COMSCORE, INC.

FORM DEF 14A (Proxy Statement (definitive))

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**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))
- 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:
 - (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:
 - (5) Total fee paid:
 - 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:
-
-



11950 Democracy Drive
Suite 600
Reston, Virginia 20190

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON JULY 29, 2009**

To the Stockholders of comScore, Inc.:

Notice is hereby given that the Annual Meeting of Stockholders of comScore, Inc. (the "Company") will be held at the Company's offices at 11950 Democracy Drive, Suite 600, Reston, Virginia 20190 on Wednesday, July 29, 2009, at 3:30 p.m. EDT for the following purposes:

- to elect two Class II members of the board of directors to serve until the 2012 annual meeting of stockholders;
- to ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2009; and
- to transact any other business that is properly brought before the meeting or any adjournment or postponement thereof.

Please refer to the attached proxy statement, which forms a part of this Notice and is incorporated herein by reference, for further information with respect to the business to be transacted at the annual meeting.

Stockholders of record at the close of business on June 15, 2009 are entitled to notice of, and to vote at, the annual meeting or any adjournment or postponement thereof. The presence, in person or by proxy, of shares of the Company's common stock representing a majority of shares of the Company's common stock issued and outstanding on the record date will be required to establish a quorum at the annual meeting.

Your vote is important. Whether or not you plan to attend this meeting, please vote today using the enclosed proxy card to vote by Internet or by signing, dating and returning the proxy card in the postage-paid envelope provided. If you are a stockholder of record of the Company's common stock, you may cast your vote by proxy or in person at the annual meeting. If your shares are held in an account at a brokerage firm or bank, you should instruct it on how to vote your shares.

**Important Notice Regarding the Availability of Proxy Materials for
the Annual Meeting of Shareholders to be held on July 29, 2009**

Our proxy statement is attached. Financial and other information concerning the Company is contained in our Annual Report on Form 10-K for the fiscal year ended December 31, 2008 and our Amendment No. 1 to Annual Report on Form 10-K/A for the fiscal year ended December 31, 2008. We have elected to provide access to our proxy materials both by sending you this full set of proxy materials, including a proxy card, and by notifying you of the availability of our proxy materials on the Internet. This proxy statement, our 2008 Annual Report on Form 10-K and our Amendment No. 1 to Annual Report on Form 10-K/A are available on our corporate website at www.comscore.com.

By Order of the Board of Directors,

/s/ Christiana L. Lin

Christiana L. Lin
General Counsel and Secretary

Reston, Virginia
June 16, 2009

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COMSCORE, INC.

PROXY STATEMENT FOR ANNUAL MEETING OF STOCKHOLDERS

JULY 29, 2009

INFORMATION CONCERNING SOLICITATION AND VOTING

General

This proxy statement is furnished to our stockholders in connection with the solicitation of proxies for use at our annual meeting of stockholders to be held on Wednesday, July 29, 2009 at 3:30 p.m. EDT at comScore's offices at 11950 Democracy Drive, Suite 600, Reston, Virginia 20190, for the purposes set forth in the accompanying "Notice of Annual Meeting of Stockholders."

A copy of our Annual Report on Form 10-K and Amendment No. 1 to our Annual Report on Form 10-K/A for the year ended December 31, 2008, together with this proxy statement and accompanying proxy card and notice, will be first mailed on or about June 22, 2009 to our stockholders of record.

This solicitation is made on behalf of our board of directors, and we will pay the costs of solicitation. Our directors, officers and employees may also solicit proxies by telephone, fax, electronic mail or personal interview without additional consideration. We will reimburse banks, brokerage firms and other custodians, nominees and fiduciaries for reasonable expenses incurred by them in sending proxy material to our stockholders. We have retained American Stock Transfer & Trust Company to assist in the solicitation of proxies with respect to shares of our common stock held of record by brokers, nominees and institutions for a customary fee.

Our principal executive offices are located at 11950 Democracy Drive, Suite 600, Reston, Virginia 20190, and our telephone number is (703) 438-2000.

Shares Entitled to Vote and Quorum Requirement

Stockholders of record of our common stock at the close of business on June 15, 2009 are entitled to notice of, and to vote at, our 2009 annual meeting of stockholders. A list of our stockholders will be available for review at our principal executive offices during regular business hours for a period of ten days prior to the annual meeting. As of June 15, 2009, 30,202,070 shares of our common stock were issued and outstanding. The presence at the meeting, in person or by proxy, of a majority of the shares of the common stock issued and outstanding on June 15, 2009 will constitute a quorum. Our outstanding common stock constitutes the only class of securities entitled to vote at the annual meeting. Each share of common stock is entitled to one vote.

Voting Procedures

A proxy card is enclosed for your use. We ask that you carefully review, complete, sign, date and return the proxy card in the accompanying envelope, which is postage prepaid if you mail it in the United States. You may also vote by Internet according to the instructions included on the proxy card.

Unless you provide different instructions on your proxy, all shares represented by valid proxies (and not revoked before they are voted) will be voted at the meeting FOR the election of all of the director nominees listed in Proposal No. 1 and FOR the ratification of the appointment of our independent public registered accounting firm in Proposal No. 2. With respect to any other business that may properly come before the annual meeting and be submitted to a vote of stockholders, proxies will be voted in accordance with the best judgment of the designated proxy holders.

The persons named as attorneys-in-fact to vote the proxies, Magid M. Abraham and Kenneth J. Tarpey, were selected by the board of directors and are executive officers of the company. All properly executed proxies returned in time to be counted at the annual meeting will be voted.

Shares represented by proxies that reflect abstentions or “broker non-votes” (i.e., shares held by a broker or nominee that are represented at the meeting, but with respect to which the broker or nominee is not empowered to vote on a particular proposal) will be counted as shares that are present and entitled to vote for purposes of determining the presence of a quorum. Broker non-votes are not deemed to be entitled to vote for purposes of determining whether stockholder approval of a matter has been obtained. As a result, broker non-votes are not included in the tabulation of voting results on any proposal. The director nominees listed in Proposal No. 1 will be elected by a plurality of the votes of the shares present or represented by proxy at the meeting and entitled to vote on the election of directors. The appointment of our independent registered public accounting firm listed in Proposal No. 2 will be ratified if a majority of shares present or represented by proxy at the meeting and entitled to vote thereon vote FOR such proposal.

Stockholders of record may vote by (i) completing and returning the enclosed proxy card prior to the meeting, (ii) voting by Internet according to the instructions included on the proxy card, (iii) voting in person at the meeting or (iv) submitting a signed proxy card at the meeting.

Your vote is important. Accordingly, please carefully review, complete, sign, date and return the accompanying proxy card or vote by Internet whether or not you plan to attend the annual meeting in person.

You may revoke your proxy at any time before it is actually voted at the meeting either by signing and submitting a new proxy card with a later date or by attending the meeting and voting in person. However, merely attending the meeting will not revoke your submitted proxy unless you specifically request your proxy be revoked. If you hold shares through a bank or brokerage firm, you must contact that bank or firm directly to revoke any prior voting instructions.

All votes cast at the meeting will be tabulated by the persons appointed by our board of directors to act as inspectors of election for the meeting.

PROPOSAL NO. 1 ELECTION OF DIRECTORS

General Information

Our board of directors has eight authorized seats. The board of directors is divided into three classes (Class I, Class II and Class III) with staggered three-year terms. Two Class II directors are to be elected at the 2009 annual meeting of stockholders to serve a three-year term expiring at the 2012 annual meeting of stockholders or until their respective successors have been elected and qualified. The Class I and Class III directors will continue to serve their respective terms. Proxies cannot be voted for more than the two named nominees.

Our board of directors has nominated William J. Henderson and Ronald J. Korn to serve as Class II directors. There are no family relationships among our directors or executive officers.

Shares represented by the accompanying proxy will be voted for the election of the nominees recommended by the board of directors unless the proxy is marked in such a manner so as to withhold authority to vote. If any nominee is unable or unexpectedly declines to serve as a director, the board of directors may designate another nominee to fill the vacancy, and the proxy will be voted for that nominee. Each person nominated for election has agreed to serve if elected, and we have no reason to believe that any nominee will be unable to serve.

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The names of the nominees and our other directors, their ages as of June 15, 2009 and certain other information about them are set forth below:

<u>Name of Nominee of Director</u>	<u>Age</u>	<u>Position</u>	<u>Director Since</u>
Class II Directors with term expiring at the 2009 Annual Meeting:			
William J. Henderson(1)(2)	61	Director	2001
Ronald J. Korn(1)	69	Director	2005
Class III Directors with term expiring at the 2010 Annual Meeting:			
Gian M. Fulgoni	61	Executive Chairman of the Board of Directors and Director	1999
Jeffrey Ganek(1)	56	Director	2008
Bruce Golden(3)	50	Director	2002
Class I Directors with term expiring at the 2011 Annual Meeting:			
Magid M. Abraham	51	President, Chief Executive Officer and Director	1999
William Katz(2)(3)	55	Director	2008
Jarl Mohn(2)(3)	57	Director	2008

- (1) member of audit committee
(2) member of compensation committee
(3) member of nominating and governance committee

The principal occupations and positions for at least the past five years of our director nominees and directors are described below.

Class II Director Nominees for Election for a Three-Year Term Expiring at the 2012 Annual Meeting of Stockholders

William J. Henderson has served as a director since August 2001. Mr. Henderson was the 71st Postmaster General of the United States. He served in that position from May 1998 until his retirement in May 2001. Mr. Henderson also served as the Chief Operations Officer of Netflix, Inc. from January 2006 until February 2007. Mr. Henderson also currently serves on the board of directors of Acxiom Corporation, where he has been a director since June 2001. Mr. Henderson holds a B.S. from the University of North Carolina at Chapel Hill and served in the U.S. Army.

Ronald J. Korn has served as a director since November 2005. Since 1991, he has served as the President of Ronald Korn Consulting, which provides business and marketing services. Mr. Korn served as a director, chairman of the audit committee, and member of the loan committee of Equinox Financial Corporation from 1999 until its acquisition in October 2005. Since 2002, he has served as a director, chairman of the audit committee and a member of the compensation and nominating and governance committees of PetMed Express, Inc., and since July 2003, he has served as a director, chairman of the audit committee and a member of the compensation committee of Ocwen Financial Corporation. Prior to that, Mr. Korn was a partner and employee of KPMG, LLP, from 1961 to 1991, where he was the managing partner of KPMG's Miami office from 1985 until 1991. Mr. Korn holds a B.S. from the Wharton School of Business at the University of Pennsylvania and a J.D. from New York University Law School.

The two nominees receiving the largest number of affirmative votes cast representing shares of our common stock present at the 2009 annual meeting of stockholders in person or by proxy and entitled to vote will be elected as the Class II directors. Abstentions and broker non-votes will have no effect on this proposal.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS YOU VOTE “FOR” EACH OF THE TWO NAMED DIRECTOR NOMINEES IN PROPOSAL NUMBER 1.

Class III Directors Continuing in Office until the 2010 Annual Meeting of Stockholders

Gian M. Fulgoni, one of our co-founders, has served as Executive Chairman of the Board of Directors since September 1999. Prior to co-founding comScore, Mr. Fulgoni was employed by Information Resources, Inc., where he served as President from 1981 to 1989, Chief Executive Officer from 1986 to 1998 and Chairman of the Board of Directors from 1991 until 1995. Mr. Fulgoni has served on the board of directors of PetMed Express, Inc. since 2002 and previously served from August 1999 through November 2000. Mr. Fulgoni has also served on the board of directors of INXPO, LLC, an Illinois-based provider of virtual events, since July 2005 and the Advertising Research Foundation, an industry research organization, since 2008. He also served on the board of directors of Platinum Technology, Inc. from 1990 to 1999, U.S. Robotics, Inc. from 1991 to 1994, and Yesmail.com, Inc. from 1999 to 2000. In 1991 and again in 2004, Mr. Fulgoni was named an Illinois Entrepreneur of the Year, the only person to have twice received the honor. In 1992, he received the Wall Street Transcript Award for outstanding contributions as Chief Executive Officer of Information Resources, Inc. in enhancing the overall value of that company to the benefit of its shareholders. In 2008, Mr. Fulgoni was inducted into the Chicago Entrepreneur Hall of Fame and was named an Ernst & Young Entrepreneur of the Year. Educated in the United Kingdom, Mr. Fulgoni holds an M.A. in Marketing from the University of Lancaster and a B.Sc. in Physics from the University of Manchester.

Bruce Golden has served as a director since June 2002. He is a partner at Accel Partners, which he joined in 1997. Mr. Golden has led a number of investments in enterprise software and Internet-related companies while at Accel and currently serves as a member of the boards of directors of several private companies. Mr. Golden holds an M.B.A. from Stanford University and a B.A. from Columbia University.

Jeffrey Ganek has served as a director since May 2008. Since December 1999, Mr. Ganek has also served as chairman of the board of directors and chief executive officer of NeuStar, Inc. From December 1995 to December 1999, Mr. Ganek was Senior Vice President and Managing Director of Communications Industry Services at Lockheed Martin, an advanced technology company. The Communications Industry Services group of Lockheed Martin was acquired from Lockheed Martin in 1999 to form NeuStar, which provides clearinghouse services to the telecommunications industry. From 1993 to 1995, he was Vice President — Asia Operations for Global TeleSystems Group, a communications service provider in Europe and Asia. From 1991 to 1993, Mr. Ganek was Vice President of Marketing at GTE Spacenet, a satellite communications service provider. From 1985 to 1991, he was Director of Marketing and Corporate Development at MCI Communications Corporation, a telecommunications company. From 1976 to 1985, he held management positions at AT&T, a telecommunications company, in Corporate Development, Marketing and Finance. Mr. Ganek holds an M.S. in Public Policy and Management and a B.S. in Economics from Carnegie-Mellon University.

Class I Directors Continuing in Office until the 2011 Annual Meeting of Stockholders

Magid M. Abraham, Ph.D., one of our co-founders, has served as President, Chief Executive Officer and Director since September 1999. In 1995, Dr. Abraham founded Paragren Technologies, Inc., which specialized in delivering large scale Customer Relationship Marketing systems for strategic and target marketing, and served as its Chief Executive Officer from 1995 to 1999. Prior to founding Paragren, Dr. Abraham was employed by Information Resources, Inc. from 1985 until 1995, where he was President and Chief Operating Officer from 1993 to 1994 and later Vice Chairman of the Board of Directors from 1994 until 1995. Since January 2008, Dr. Abraham has also been a member of the board of directors of Milo.com, a startup company. In 2008, Dr. Abraham was inducted into the Entrepreneur Hall of Fame and was named an Ernst & Young Entrepreneur of the Year in the Washington DC area. Dr. Abraham received the Paul Green Award in 1996 and the William F. O’Dell Award in 2000 from the American Marketing Association for a 1995 article that he co-authored in the Journal of Marketing Research. He received a Ph.D. in Operations Research and an M.B.A. from the Massachusetts Institute of Technology. He also holds an Engineering degree from the École Polytechnique in France.

William Katz has served as a director since June 2008. Since June 2004, Mr. Katz has also served as the chairman of the board of directors of Visible World Inc., a privately-held multimedia marketing services provider. From 1996 to 2004, Mr. Katz served as President and Chief Executive Officer of BBDO New York, the flagship office of BBDO Worldwide, the world's third largest global agency network. Mr. Katz also currently serves on the board of directors of Papaya King, a privately-held restaurant chain. Mr. Katz holds a B.A. in Business and Psychology from American University.

Jarl Mohn, also known as Lee Masters from his radio career, has served as a director since June 2008. Mr. Mohn has also served on the board of directors of Scripps Network Interactive since June 2008. From December 2003 until July 2008, Mr. Mohn served on the board of directors of CNET Networks, Inc., where he also served as non-executive chairman from October 2006 to July 2008. Mr. Mohn also previously served on the boards of directors of XM Satellite Radio, Inc. from May 2004 to July 2008 and the E.W. Scripps Company from 2002 until 2008. Mr. Mohn was the founding President of Liberty Digital Inc., a publicly traded subsidiary of Liberty Media Group involved in interactive television, cable television networks and Internet enterprises, and served as its Chief Executive Officer from June 1999 to March 2002. Prior to founding Liberty Digital, he was President and Chief Executive Officer of E! Entertainment Television. From 1986 to 1989, Mr. Mohn was Executive Vice President and General Manager of MTV and VH1. His professional career also includes twenty years in radio. Mr. Mohn attended Temple University, where he studied Mathematics and Philosophy.

Standing Committees of the Board of Directors

Our board of directors has established an audit committee, a compensation committee and a nominating and governance committee. Our board of directors and its committees meet regularly throughout the year and also hold special meetings and act by written consent from time to time as appropriate. Our board of directors has delegated various responsibilities and authority to its committees as generally described below. The committees regularly report on their activities and actions to the full board of directors. Each committee of our board of directors has a written charter approved by our board of directors.

Audit Committee

The audit committee of our board of directors recommends the appointment of our independent registered public accountant, reviews our internal accounting procedures and financial statements, and consults with and reviews the services provided by our independent registered public accountant, including the results and scope of their audit. The audit committee met fourteen times (including telephonic meetings) during 2008.

The audit committee is currently comprised of Ronald J. Korn (chair), William J. Henderson and Jeffrey Ganek, each of whom is independent within the meaning of the requirements of the Sarbanes-Oxley Act of 2002 and applicable U.S. Securities and Exchange Commission, or SEC, and NASDAQ rules. Ronald J. Korn is chairman of our audit committee as well as our audit committee financial expert, as currently defined under the SEC rules implementing the Sarbanes-Oxley Act of 2002. We believe that the composition and functioning of our audit committee complies with all applicable requirements of the Sarbanes-Oxley Act of 2002, The NASDAQ Global Market, and SEC rules and regulations.

The audit committee operates under a written charter adopted by the board of directors, a copy of which is available under the "Investor Relations" section of our website, <http://www.comscore.com>.

Compensation Committee

The compensation committee of our board of directors reviews and recommends to our board of directors the compensation and benefits for our executive officers, administers our stock plans, and establishes and reviews general policies relating to compensation and benefits for our employees. The compensation committee met seven times (including telephonic meetings) during 2008.

The compensation committee is currently comprised of William J. Henderson (chair), William Katz and Jarl Mohn, each of whom is independent within the meaning of applicable NASDAQ rules. We believe that

the composition and functioning of our compensation committee complies with all applicable requirements of the Sarbanes-Oxley Act of 2002, The NASDAQ Global Market, and SEC rules and regulations.

The compensation committee operates under a written charter adopted by the board of directors, a current copy of which is available under the “Investor Relations” section of our website, <http://www.comscore.com>.

Nominating and Governance Committee

The nominating and governance committee of our board of directors is responsible for, among other things, reviewing the appropriate size, function and needs of the board of directors; establishing criteria for evaluating and selecting new members of our board of directors, subject to board of directors approval thereof; identifying and recommending to our board of directors for approval individuals qualified to become members of the board of directors; and monitoring and making recommendations to the board of directors on matters relating to corporate governance. The nominating and governance committee met one time (including telephonic meetings and actions by unanimous written consent) during 2008.

The nominating and governance committee currently consists of Bruce Golden (chair), William Katz and Jarl Mohn. We believe that the composition and functioning of our nominating and governance committee complies with all applicable requirements of the Sarbanes-Oxley Act of 2002, The NASDAQ Global Market and SEC rules and regulations.

The nominating and governance committee operates under a written charter adopted by the board of directors, a current copy of which is available under the “Investor Relations” section of our website, <http://www.comscore.com>.

Board of Directors and Committee Meeting Attendance

Our board of directors met seven times (including telephonic meetings) during the year ended December 31, 2008. Each of our incumbent directors has attended at least 75% of the aggregate number of meetings held by the board of directors (during the period in 2008 for which he was a director) and by the committees of the board of directors on which such individual served (during the period in 2008 for which he served as a committee member), except Mr. Katz.

Independent members of the board of directors regularly meet in executive session without management present.

Annual Meeting Attendance

We encourage, but do not require, our directors to attend our annual meeting of stockholders. Two directors attended our 2008 annual meeting of stockholders.

Director Nomination Process

Our nominating and governance committee identifies director nominees by first evaluating the current members of the board of directors willing to continue in service. Current members with skills and experience that are relevant to our business and who are willing to continue in service are considered for nomination. If any member of the board of directors does not wish to continue in service, or the committee or board of directors decides not to nominate a member for re-election, the committee identifies the desired skills and experience of a new nominee. Current members of the board of directors and senior management are then polled for their recommendations. To date, we have not engaged third parties to identify or evaluate potential nominees; however, the committee may do so in the future.

The nominating and governance committee will also consider nominees recommended by stockholders, and any such recommendations should be forwarded to our Corporate Secretary in writing at our executive offices as identified in this proxy statement. In accordance with our bylaws, such recommendations should include the following information:

- the name, age, business address and residence address of the proposed candidate;
- the principal occupation or employment of the proposed candidate;
- the class and number of shares of our stock that the proposed candidate beneficially owns;
- a description of all arrangements or understandings between the stockholder making the recommendations and each director nominee and any other person or persons (naming such person or persons) pursuant to which the nominations are to be made by the stockholder; and
- any other information relating to such director candidate that is required to be disclosed in solicitations of proxies for elections of directors or is otherwise required pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended (including without limitation such nominee's written consent to being named in any proxy statement as a nominee and to serve as a director if elected).

The nominating and governance committee evaluates individual director candidates based upon a number of criteria, including:

- a high degree of personal and professional integrity;
- commitment to promoting the long term interests of our stockholders;
- broad general business experience and acumen, which may include experience in management, finance, marketing and accounting, with particular emphasis on technology companies;
- adequate time to devote attention to the affairs of our company;
- an ability to bring balance to our board of directors in light of our company's current and anticipated needs and in light of the skills and attributes of the other board members; and
- other attributes relevant to satisfying the requirements imposed by the SEC and NASDAQ.

Director Compensation

Director Compensation Policies

Retainers and Meeting Fees: During 2008, our non-employee directors were eligible to receive an annual cash retainer of \$25,000 for service on our board of directors, and the chairs of certain of the standing committees of our board of directors were eligible to receive annual cash retainers as follows: \$10,000 per year for the chair of our audit committee and \$7,500 per year for the chair of our compensation committee. In the case of new non-employee directors, these fees are prorated based on when the non-employee director joined our board of directors during the year. Employee directors are not compensated for board of director or committee service in addition to their regular employee compensation.

Other Equity-Based Compensation: Outside directors are also eligible to receive stock awards and option grants under our 2007 Equity Incentive Plan. Since our initial public offering in 2007, our non-employee directors have been and are entitled to an annual grant of restricted stock having a value of \$50,000 at the time of grant. The total amount of each annual grant of restricted stock shall remain unvested until the earlier of (i) the date of the respective director's next anniversary upon joining our board of directors, (ii) the date of the first annual stockholders' meeting following the date of grant or (iii) a change of control. The board of directors has discretion to accelerate or modify such vesting schedule due to special circumstances.

Expenses: We reimburse our non-employee directors for all reasonable out-of-pocket expenses incurred in the performance of their duties as directors. Such expense reimbursements are less than \$10,000 in the aggregate for any non-employee director during fiscal 2008 and are not included in the table below under the subheading "2008 Director Compensation."

2008 Director Compensation

The following table sets forth certain information concerning cash and non-cash compensation earned by the non-employee members of our board of directors in 2008. None of the non-employee members of our board of directors received option awards or other compensation in 2008, and no expense was incurred during 2008 for existing option awards held by directors.

<u>Name</u>	<u>Fees Earned or Paid in Cash</u>	<u>Stock Awards\$(1)</u>	<u>Total(\$)</u>
Jeffrey Ganek(2)	\$ 16,140	\$ 28,633(3)	\$44,773
Bruce Golden	25,000	53,926(3)	78,926
William J. Henderson	32,500	53,926(3)	86,426
William Katz(4)	14,354	28,633(3)	42,987
Ronald J. Korn	35,000	53,926(3)	88,926
Jarl Mohn(4)	14,354	28,633(3)	42,987
Thomas D. Berman(5)(6)	10,645	25,293	35,938
Frederick R. Wilson(5)	10,645	25,293	35,938

(1) Represents the amounts recognized for financial statement reporting purposes with respect to the 2008 fiscal year in accordance with Statement of Financial Accounting Standards No. 123R, *Share-Based Payment* (SFAS No. 123R), excluding the estimate of forfeitures related to service-based vesting conditions. The awards for which expense is shown in this table include awards granted during 2008, as well as awards granted prior to 2008 for which we continued to recognize expense in 2008, and the expense is not necessarily an indication of which directors received the most gains from equity awards. Assumptions used in the calculation of these award amounts are included in Note 9 to the consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2008. The grant date fair value of each stock or option award included in the awards for which expense is shown in the table above is as follows:

<u>Name</u>	<u>Award Type</u>	<u>Grant Date</u>	<u>Fair Value Grant Date</u>
Jeffrey Ganek	Restricted Stock	June 4, 2008	\$49,993
Bruce Golden	Restricted Stock	June 4, 2008	49,993
	Restricted Stock	July 2, 2007	49,997
William J. Henderson	Restricted Stock	June 4, 2008	49,993
	Restricted Stock	July 2, 2007	49,997
William Katz	Restricted Stock	June 4, 2008	49,993
Ronald J. Korn	Restricted Stock	June 4, 2008	49,993
	Restricted Stock	July 2, 2007	49,997
Jarl Mohn	Restricted Stock	June 4, 2008	49,993
Thomas D. Berman	Restricted Stock	July 2, 2007	49,997
Frederick R. Wilson	Restricted Stock	July 2, 2007	49,997

- (2) Mr. Ganek first joined our board of directors in May 2008.
- (3) All of our non-employee directors that continued to serve after our 2008 annual meeting of stockholders received an annual award of restricted stock with a fair value calculated in accordance with SFAS No. 123R of approximately \$50,000 (as adjusted for rounding of fractional shares, which were excluded). The awards are restricted common stock subject to a right of repurchase by comScore until the earlier of (i) the date that is one (1) day prior to the date of the 2008 annual meeting of our stockholders or (ii) the one (1) year anniversary of such director’s service as a director since our initial public offering, subject to such director continuing to serve on our board of directors at such date.
- (4) Mr. Katz and Mr. Mohn were first elected to our board of directors in June 2008.
- (5) Mr. Berman and Mr. Wilson served as Class I directors until their terms expired in June 2008.
- (6) All compensation paid to Mr. Berman was assigned to BVCF IV, L.P.

Director and Director Nominee Independence

Our board of directors has determined that each of Messrs. Ganek, Golden, Henderson, Katz, Korn and Mohn is independent under the rules of the Securities and Exchange Commission and the listing standards of the NASDAQ Stock Market; therefore, every member of the audit committee, compensation committee and nominating and governance committee is an independent director in accordance with those standards. There were no related person transactions considered in the last fiscal year in the determination of the independence of the directors.

Compensation Committee Interlocks and Insider Participation

Between January and June 2008, William J. Henderson, Thomas D. Berman and Frederick R. Wilson served on our compensation committee. Messrs Berman and Wilson's terms as Class I directors expired in June 2008. William Katz and Jarl Mohn were elected to our board of directors in June 2008 and were elected to our compensation committee. None of the current or former members of our compensation committee in 2008 was a present or former officer or employee of our company. In addition, during 2008, none of our officers had an "interlock" relationship, as that term is defined by the SEC.

Code of Business Conduct and Ethics

We have adopted a Code of Business Conduct and Ethics that applies to all directors and employees of the company, including our principal executive officer, principal financial officer and principal accounting officer or controller. The full text of our Code of Business Conduct and Ethics is posted under the "Investor Relations" section on our website at <http://www.comscore.com>.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Policies and Procedures for Transactions with Related Persons

Related person transactions, which we define as all transactions involving an executive officer, director, nominee for director or a holder of more than five percent of our common stock, including any of their immediate family members and any entity owned or controlled by such persons, are reviewed and approved by the audit committee of our board of directors or in some cases by a majority of disinterested directors on our board of directors.

In any transaction involving a related person, our audit committee and our board of directors consider all of the available material facts and circumstances of the transaction, including: the direct and indirect interests of the related persons; in the event the related person is a director or nominee for director (or immediate family member of a director or an entity with which a director is affiliated), the impact that the transaction will have on a director's or nominee for director's independence; the risks, costs and benefits of the transaction to us; and whether any alternative transactions or sources for comparable services or products are available.

After considering all such facts and circumstances, our audit committee and our board of directors determines whether approval or ratification of the related person transaction is in our best interests. For example, if our audit committee determines that the proposed terms of a related person transaction are reasonable and at least as favorable as could have been obtained from unrelated third parties, it will recommend to our board of directors that such transaction be approved or ratified. In addition, if a related person transaction will compromise the independence of one of our directors or nominees for director, our audit committee may recommend that our board of directors reject the transaction if it could affect our ability to comply with securities laws and regulations or NASDAQ listing requirements.

Of the transactions described below, the employment arrangement with Ms. Abraham and several of the indemnification agreements were entered into prior to the adoption of our audit committee charter. Accordingly, each of those transactions were approved by disinterested members of our board of directors after making a determination that the transaction was executed on terms no less favorable than those we could have obtained from unrelated third parties. The transaction with INXPO, LLC, or INXPO, was ratified by our audit

committee after making a determination that the transaction was executed on terms no less favorable than those we could have obtained from unrelated third parties.

The policies and procedures described above for reviewing and approving related person transactions are not in writing. However, the charter for our audit committee provides that one of the committee's responsibilities is to review and approve in advance any proposed related person transactions.

Transactions and Relationships with Directors, Officers and Five Percent Stockholders

We believe that there has not been any other transaction or series of transactions during 2008 to which we were or are to be a participant in which the amount involved exceeds \$120,000 and in which any director, nominee for director, executive officer or holder of more than five percent of our common stock, or members of any such person's immediate family, had or will have a direct or indirect material interest, other than compensation described in "Executive Compensation" or "Director Compensation" elsewhere in this proxy statement and as described below.

Linda Boland Abraham

Since our inception in 1999, Linda Boland Abraham, the spouse of our President and Chief Executive Officer, Dr. Magid M. Abraham, has been employed in various management positions with us. Most recently, Ms. Abraham has served as our Executive Vice President of Global Product Management since October 2007. Ms. Abraham earned approximately \$208,000 in salary, and received \$51,000 in bonus (of which, approximately \$18,000 was paid in the form of restricted stock based on the value at the time of grant) and an award of restricted stock with a value at the time of grant of approximately \$97,000 in 2008.

Indemnification Agreements

We have entered into an indemnification agreement with each of our directors and executive officers. The indemnification agreements and our amended and restated certificate of incorporation and bylaws require us to indemnify our directors and officers to the fullest extent permitted by Delaware law.

Services Agreement with INXPO, LLC

During December 2007, we entered into a services agreement with INXPO, an Illinois-based provider of virtual events. Mr. Fulgoni has been a member of the board of directors of INXPO since July 2005. In 2008, we purchased services under this agreement from INXPO with an aggregated value of \$202,000. As of December 31, 2008, no amounts were payable to INXPO.

PROPOSAL NO. 2

RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Our audit committee has appointed Ernst & Young LLP as our independent registered public accounting firm for the year ending December 31, 2009. Ernst & Young LLP has served as our independent audit firm since 2000 and has audited our financial statements for fiscal years 2000 through 2008. A representative of Ernst & Young LLP is expected to be present at our 2009 annual meeting of stockholders and will have an opportunity to make a statement and respond to appropriate questions from stockholders.

Ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm is not required by our bylaws or other applicable legal requirements. However, our board of directors is submitting the appointment of Ernst & Young LLP to the stockholders for ratification as a matter of good corporate practice. If our stockholders fail to ratify the appointment, the audit committee will reconsider whether to retain the firm. Even if the appointment is ratified, the audit committee at its discretion may direct the appointment of a different independent registered public accounting firm at any time during the year if it determines that such a change would be in our best interests and the best interests of our stockholders.

The affirmative vote of a majority of shares of our common stock present at the 2009 annual meeting of stockholders in person or by proxy and entitled to vote is required to ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the year ending December 31, 2009. Abstentions will have the same effect as a vote against this proposal.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS YOU VOTE “FOR” PROPOSAL NUMBER 2.

Audit and Related Fees for Fiscal Years 2007 and 2008

The following table sets forth a summary of the fees billed to us by Ernst & Young LLP for professional services for the fiscal years ended December 31, 2007 and 2008, respectively. All of the services described in the following fee table were approved by the audit committee.

<u>Name</u>	<u>2007</u>	<u>2008</u>
Audit Fees(1)	\$1,850,125	\$1,459,325
Audit-Related Fees(2)	67,170	73,800
Tax Fees(3)	116,637	205,355
All Other Fees(4)	177,056	171,105
Total Fees	\$2,210,988	\$1,909,565

- (1) Audit fees represent fees for professional services relating to the audit of our financial statements included in our annual reports on Form 10-K and our registration statements on Forms S-1 and S-8, the audit of internal control over financial reporting required by Section 404 of the Sarbanes-Oxley Act of 2002 and the review of the financial statements included in our quarterly reports on Form 10-Q.
- (2) Audit-related fees represent fees for assurance and related services that are reasonably related to the performance of the audit or review of financial statements and not reported under “Audit Fees.”
- (3) Tax fees principally represent fees for professional services for tax compliance and tax advice.
- (4) Other fees consisted of miscellaneous other permissible services not included in the first three categories and were immaterial for 2007 and 2008.

The audit committee meets regularly with Ernst & Young LLP throughout the year and reviews both audit and non-audit services performed by Ernst & Young LLP as well as fees charged for such services. The audit committee has determined that the provision of the services described above is compatible with maintaining Ernst & Young LLP’s independence in the conduct of its audit functions.

Pre-Approval Policies and Procedures

Our audit committee has adopted and our board of directors has approved a policy that sets forth the procedures and the conditions pursuant to which services proposed to be performed by the independent auditor may be pre-approved. Pursuant to its audit, audit-related and non-audit services pre-approval policy, our audit committee may delegate either type of pre-approval authority to one or more of its members. The member to whom such authority is delegated must report, for informational purposes only, any pre-approval decisions to the audit committee at its next scheduled meeting. Our audit committee pre-approved all audit related, tax and other services rendered by Ernst & Young LLP in 2007 and 2008, with the exception of 9.7% of the tax services rendered by Ernst & Young LLP in 2008. Such services were promptly brought to the attention of, and were approved by, the audit committee.

AUDIT COMMITTEE REPORT

The audit committee is comprised of “independent” directors, as determined in accordance with Rule 5605(a)(2) of the NASDAQ Marketplace Rules and Rule 10A-3 of the Securities Exchange Act of 1934. The audit committee operates pursuant to a written charter adopted by the board of directors, a copy of which is available under the “Investor Relations” section of our website located at <http://www.comscore.com>.

As described more fully in its charter, the purpose of the audit committee is to assist the board of directors with its oversight responsibilities regarding the integrity of our financial statements, our compliance with legal and regulatory requirements, assessing our independent registered public accounting firm’s qualifications and independence and, if applicable, the performance of the persons performing internal audit duties for our company.

Company management is responsible for preparation, presentation and integrity of our financial statements as well as our financial reporting process, accounting policies, internal audit function, internal accounting controls and disclosure controls and procedures. Our independent registered public accounting firm is responsible for performing an independent audit of our consolidated financial statements in accordance with standards of the Public Company Accounting Oversight Board (United States) and to issue a report thereon. The audit committee’s responsibility is to monitor and oversee these processes. The following is the audit committee’s report submitted to the board of directors for 2008.

The audit committee has:

- reviewed and discussed our company’s audited financial statements with management and Ernst & Young LLP, the company’s independent registered public accounting firm;
- discussed with Ernst & Young LLP the matters required to be discussed by Statement of Auditing Standards No. 61, *Communications with Audit Committees*, as currently in effect and as adopted by the Public Company Accounting Oversight Board in Rule 3200T; and
- received from Ernst & Young LLP, disclosures and a letter regarding their independence as required the applicable requirements of the Public Company Accounting Oversight Board requesting Ernst & Young LLP’s communication with the audit committee concerning independence and discussed the auditors’ independence with them.

In addition, the audit committee has met separately with company management and with Ernst & Young LLP.

Based on the review and discussions referred to above, the audit committee recommended to the board of directors that the audited 2008 financial statements be included in our company’s Annual Report on Form 10-K for the year ended December 31, 2008 for filing with the Securities and Exchange Commission.

AUDIT COMMITTEE

Ronald J. Korn, Chairman
Jeffrey Ganek
William J. Henderson

The foregoing audit committee report shall not be deemed incorporated by reference into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, and shall not otherwise be deemed filed under these acts, except to the extent we specifically incorporate by reference into such filings.

COMPENSATION DISCUSSION AND ANALYSIS

The following discussion and analysis of our compensation arrangements with our named executive officers should be read together with the compensation tables and related disclosures set forth elsewhere in this proxy statement. Our named executive officers for the year ended December 31, 2008 are Magid M. Abraham, John M. Green, Gian M. Fulgoni, Gregory T. Dale and Christiana L. Lin. This discussion contains forward-looking statements that are based on our current plans and expectations regarding future compensation programs. Actual compensation programs that we adopt may differ materially from currently planned programs as summarized in this discussion.

Our Philosophy

The objective of our compensation programs for employees is to attract and retain top talent. Our compensation plans are designed to motivate and reward employees for achievement of positive business results and also to promote and enforce accountability. In determining the compensation arrangement of our senior executives, we are guided by the following key principles:

- *Attract and Retain Top Talent.* Our compensation arrangements should be sufficient to allow us to attract, retain and motivate executives with the necessary skills and talent to successfully manage our business. In order to attract, motivate and retain such executives, we seek to compensate our executives at levels of at least the 50th percentile of our identified peer group, with opportunities to reward stronger performers at levels as much as the 75th percentile of that peer group.
- *Promote Business Performance Accountability.* Compensation should be tied, in part, to the performance of the portion of the business for which an executive is responsible and how that executive's business unit or area performs and contributes to the overall financial performance of our business.
- *Promote Individual Performance Accountability.* Compensation should be tied, in part, to the individual executive's performance to encourage and reflect individual contributions to our performance. Our board of directors considers both qualitative and quantitative factors as measures of individual performance and weights these factors as appropriate in assessing a particular individual's performance.
- *Align Stockholder Interests.* Compensation should be tied, in part, to our financial performance through equity awards, which help to align our executives' interests with those of our stockholders.
- *Maintain an Independent Process.* Compensation should be assessed with independence and objectivity to protect the interests of our business and our stockholders while also providing fair compensation to our executives. An independent compensation committee of our board of directors should be, and is, responsible for reviewing and establishing the compensation for our Chief Executive Officer and Executive Chairman, and for reviewing and approving the compensation recommendations made by our Chief Executive Officer for all of our other named executive officers.

Application of our Philosophy

We believe that our executive compensation and benefit program balances short-term and long-term components, cash and equity elements, and fixed and contingent payments. We apply our compensation philosophy using both quantitative and qualitative standards to incentivize our senior management and reward them for achieving the following goals:

- develop a culture that embodies a passion for our business and a drive to achieve and exceed established goals and objectives;
- provide leadership to the organization in such a way as to maximize the results of our business operations;
- lead us by demonstrating forward thinking in the operation, development and expansion of our business; and
- effectively manage organizational resources to derive the greatest value possible from each dollar invested.

Our executive compensation structure aims not only to compensate top talent at levels that we believe are at the 50th percentile or greater of an identified peer group, but also to be fair relative to compensation paid to other professionals within our organization, relative to our short- and long-term performance results and relative to the value we deliver to our stockholders. We seek to maintain a performance-oriented culture with a compensation approach that rewards our executive officers when we achieve and exceed our goals and objectives, while putting at risk an appropriate portion of their compensation against the possibility that our goals and objectives may not be achieved. Overall, our approach is designed to relate the compensation of our executive officers to the following: the achievement of short- and long-term goals and objectives; their willingness to challenge and improve existing policies and structures; and their capability to take advantage of unique opportunities and overcome difficult challenges within our business.

Role of Our Compensation Committee

Our compensation committee approves, administers and interprets our executive compensation and benefit policies, including our 1999 Stock Plan, our 2007 Equity Incentive Plan and our compensation, incentives and benefits programs. Our compensation committee is appointed by our board of directors, and consists entirely of directors who are “outside directors” for purposes of Section 162(m) of the Internal Revenue Code, “non-employee directors” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and “independent directors” under the listing standards of the NASDAQ Stock Market. Our compensation committee is comprised of Messrs. Henderson, Katz and Mohn, and is chaired by Mr. Henderson.

Our compensation committee reviews and approves our executive compensation and benefit program to ensure that it is consistent with our compensation philosophy and corporate governance guidelines. Our compensation committee also is responsible for establishing the executive compensation packages offered to our executive officers.

Our compensation committee has taken the following steps to ensure that our executive compensation and benefit program is consistent with both our compensation philosophy and our corporate governance guidelines:

- regularly reviewed the performance of and the total compensation earned by or awarded to our Chief Executive Officer and Executive Chairman independent of input from them;
- examined on an annual basis the performance of our other named executive officers and other key employees with assistance from our Chief Executive Officer and Executive Chairman and approved compensation packages that are believed to be consistent with or more attractive than those generally found in the executive’s marketplace;
- regularly held executive sessions of compensation committee meetings without management present; and
- engaged an outside compensation consultant beginning in mid-2007 to review our executive compensation practices and provide comparison to other opportunities in the marketplaces for our executives in connection with setting compensation for our 2008 and 2009 bonus target levels and 2008 and 2009 fiscal year base salaries and equity-award levels.

Utilization of Outside Compensation Consultants

Prior to our initial public offering in 2007, our compensation committee had not previously conducted formal surveys or analyses of compensation levels in various marketplaces or engaged compensation consultants to do so on our behalf. However, beginning in mid-2007, in addition to utilizing the collective experience and knowledge of our board of directors and executive management, as well as informal reviews of compensation information gained through marketplace contacts and service providers, our compensation committee selected and directly engaged the services of an independent executive compensation consulting firm, Towers Perrin. No member of the compensation committee or any named executive officer has any affiliation with Towers Perrin. Towers Perrin has not performed any other work for us, and it has reported directly to the chairman of the compensation committee.

December 2007 Review of Executive Compensation

In December 2007 and in response to a request from the compensation committee, Towers Perrin provided a report to the compensation committee with input on a range of external market factors, including evolving executive compensation trends. Towers Perrin also provided general observations on our executive compensation programs, and it provided recommendations as to the amount or form of compensation for our named executive officers.

Based on the collective inputs from Towers Perrin, management, and the experience of the members of our board of directors and compensation committee, in December 2007 our compensation committee set our executives' base salaries, target annual bonus levels and long-term incentive award values for our 2008 fiscal year. Our compensation committee set these components of executive compensation at target levels to fall within the 50th percentile range of an identified peer group in each of the following categories that make up our total compensation: executive base salary, target annual bonus levels and long-term incentive awards. This compensation philosophy was also intended to retain the flexibility of allowing potential cash compensation to fall within the 75th percentile range of the identified peer group for superior performance. In addition, this compensation approach employed a long-term incentive program that had as its goal the retention of key employees, the alignment of employee interests with those of stockholders, and adequate simplicity of both comprehension and administration.

Our compensation committee chose the 50th percentile of this peer group as the baseline for our compensation components with a view towards what our compensation committee believed to be fair to our executives and to the company as well as consistent with industry practices in the technology sector. In making such determination, our compensation committee considered such factors as the stage of our company's development, the size and characteristics of our company, based on both headcount and operations and balance sheet characteristics, as well as the expected future characteristics of our business relative to our identified peer group.

The December 2007 study provided by Towers Perrin referenced both published compensation survey data of comparably-sized companies and a valuation peer group determined based on inputs from investment banks as well as management input as to companies with whom we compete for executive talent, with median annual revenues of \$100 million. All of the companies included in the peer group are providers of digital marketing intelligence or related analytical products and services, marketing services and solutions or survey services. Specifically, the peer group consisted of the following companies:

Arbitron Inc.	MIVA, Inc.	Think Partnership Inc.
Forrester Research, Inc.	Morningstar, Inc.	Traffix, Inc.
Greenfield Online, Inc.	National Research Corporation	ValueClick, Inc.
Harris Interactive Inc.	Omniture, Inc.	Website Pros, Inc.
Ipsos Group S.A.	Rainmaker Systems, Inc.	
Marchex, Inc.	Taylor Nelson Sofres plc	

2008 Review of Compensation

In 2008, as part of our ongoing commitment to link current compensation levels to our compensation philosophy and business strategy, our compensation committee requested that Towers Perrin review our direct compensation, including base salary, total cash compensation and total direct compensation. We define total cash compensation as base salary plus actual annual incentives, and we define total direct compensation as total cash compensation plus the annualized expected value of long-term incentives.

Towers Perrin provided a report to the compensation committee in October 2008 with observations and analyses regarding the direct compensation of our executive officers. This study provided by Towers Perrin referenced the same peer group used for the December 2007 study, except Traffix, Inc. was excluded due to its acquisition in February 2008.

Based on the inputs from Towers Perrin and our management as well as their own review, our compensation committee determined that our executives' compensation package for our 2008 fiscal year

continued to fall within the 50th percentile range of the identified peer group for executive compensation, and target annual incentives, total cash compensation and total direct compensation were all in line with market medians, with the flexibility to exceed up to the 75th percentile range of the identified peer group. Our compensation committee further determined that, with the exception of Dr. Abraham, our named executive officers' base salaries for our 2008 fiscal year continued to fall within the 50th percentile range of our identified peer group for executive base salary. Although Dr. Abraham's base salary was found to be below the 50th percentile range, our compensation committee determined that Dr. Abraham's compensation package was heavily weighted in equity compensation. Such equity component was found to have counterbalanced the shortfall in base salary such that Dr. Abraham's compensation package remained consistent with our compensation philosophy. Moreover, the compensation committee believed that the heavier weighting towards equity compensation would better align Dr. Abraham's interests with the interests of the company and our stockholders. Accordingly, the compensation committee determined in October 2008 to leave 2009 base salaries for our named executive officers unchanged from 2008.

In connection with their October 2008 review of base salaries, the compensation committee requested that Towers Perrin further review our incentive programs, including annual performance bonuses and long-term incentive awards. Since our initial public offering, our annual performance bonuses have been paid in cash and, in recent years, restricted stock in lieu of a portion of the cash bonus at the election of the officers. Our long-term incentive awards utilize restricted stock, although we have used stock option awards in past years as well. Given the economic conditions in late 2008, the compensation committee sought to explore the use of non-cash incentives as an alternative to cash-based incentives in order to better control the cash usage of the company. At the same time, our management also suggested to the compensation committee that non-cash based incentives may help enhance retention of existing employees and align stockholder interest with employee interests.

Pursuant to the compensation committee's request, Towers Perrin provided several reports to the compensation committee during the first few months of 2009 with observations and analysis as well as certain proposals regarding making salary adjustments and increasing the non-cash components of our annual performance bonuses and long-term incentive awards to our executive officers.

Based on the inputs from Towers Perrin and our management as well as their own review, in March 2009 our compensation committee established an incentive award policy for our 2009 fiscal year to the effect that bonus target amounts would be combined with long-term incentive target amounts, and would be paid entirely with awards of restricted stock or restricted stock units according to certain target levels based on respective base salary levels for each of the executive officers included in the policy. The stock associated with such awards would be distributed in 2010, and seventy-five percent of the total shares issued would remain subject to vesting restrictions that would lapse ratably over the three years following the award date.

Based on additional inputs from Towers Perrin, the compensation committee determined, in April 2009, that our named executive officers should have a compensation package that was more heavily weighted in equity than in cash. As a result, the compensation committee determined that the base salary of our named executive officers should be reduced by 7.5% and that additional restricted stock should be awarded to our named executive officers. On May 1, 2009, our compensation committee granted additional shares of restricted stock to our named executive officers to partially offset the effects of the salary reduction. Each award was made pursuant to our 2007 Equity Incentive Plan, and is subject to vesting in equal installments over a four year period with each installment vesting annually on May 1. Such a compensation adjustment is expected to allow us to reduce our cash expenses, increase our long-term retention of employees, and retain additional liquid resources to fund and accelerate certain investments in new product offerings and capabilities within our existing cost structure.

Our compensation committee believes that this format and the target levels are consistent with the 50th percentile range of our identified peer group. In reaching these decisions, the compensation committee considered the importance of providing increased incentive opportunities to our executive officers in equity, which would help better align the long-term incentives of those executives with the incentives of our stockholders. The compensation committee also considered the importance of reducing or delaying cash

outlays from the company in light of the global economic environment, the inherent cash budgeting uncertainties in such an environment as well as management's planned investments in strategic projects and opportunities. Finally, the compensation committee considered the competitive landscape for compensation, observing that, in light of the current economic conditions, most U.S. technology companies had not necessarily reduced bonus opportunities for executives but rather had changed the threshold performance levels and discretionary components of their bonus programs.

Components of our Executive Compensation Program.

Our executive compensation program consists of three components: short-term compensation (including base salary and annual performance bonuses), long-term incentives (including equity awards in the form of stock options, restricted stock units and/or restricted stock awards) and benefits.

Our compensation committee evaluates executive compensation and strives to apply the mix of these components in a manner that implements our philosophy while meeting our objectives to attract and retain top talent using compensation that is consistent with or more attractive than other opportunities while also adjusting for individual relative performance and responsibilities as well as our business goals. Our compensation committee has no formal policy for allocating compensation among the compensation components described above, but it does strive to set each component at levels that are consistent with the 50th percentile range of our identified peer group.

Short-term Compensation

We utilize short-term compensation, including base salary, annual adjustments to base salary and annual performance bonuses, to motivate and reward our key executives in accordance with our performance-based program. Each individual's short-term compensation components are tied to an annual assessment of his or her progress against established objectives.

Base Salary

Base salary is used to recognize the experience, skills, knowledge and responsibilities required of each executive officer, as well as to reflect market conditions as indicated by reference to the company's peer group. As we considered our executives' compensation for 2008, base salary determinations were guided primarily by our objective to provide compensation at levels to attract and retain top talent. In establishing the 2008 base salaries of the executive officers, our compensation committee and management took into account a number of factors, including the executive's seniority, position and functional role, level of responsibility and his or her accomplishments against personal and group objectives. In addition, we considered the market for corresponding positions within comparable geographic areas and industries as well as the state of our business and our cash flows. In initially setting 2008 base salaries, the compensation committee and management also compared their assessments to the results of the December 2007 study by Towers Perrin.

The base salary of our executive officer group is reviewed on an annual basis, and adjustments are made to reflect performance-based factors, marketplace conditions and the overall performance of our business. Increases are considered within the context of our overall annual merit increase structure as well as individual and marketplace factors. We do not apply specific formulas to determine increases. In 2008, due to increasing global economic uncertainty, our compensation committee generally considered the impact of external marketplace conditions as the determinative factor in setting our executive officers' salaries for 2008 and 2009. However, we have historically also considered the following when evaluating officer salaries:

- their achievement of specific objectives established during the prior review;
- an assessment of their professional effectiveness, consisting of a portfolio of competencies that include leadership, commitment, creativity and organizational accomplishment;
- their knowledge, skills and attitude, focusing on capabilities, capacity and the ability to drive results; and

- external factors such as the marketplace for the executive officer, the state of our business and the condition of the global economy.

Magid M. Abraham, our Chief Executive Officer, periodically reviews the performance of our executive officers in the context of the factors noted above and recommends to the compensation committee any base salary changes or bonuses deemed appropriate.

In late 2007, in connection with the December 2007 report prepared by Towers Perrin, our compensation committee approved an increase of the base salaries of our executive officers for our 2008 fiscal year in order to better align with our company’s compensation philosophy of providing executive base salaries at the 50th percentile range of our company’s peer group.

In late 2008, in connection with the October 2008 report prepared by Towers Perrin, our compensation committee re-evaluated the base salaries of our executive officers for our upcoming 2009 fiscal year. Although all of our named executive officers achieved various objectives and demonstrated improvements in their personal capacities, the compensation committee considered the external market factors and economic conditions particularly heavily in the October 2008 review. In light of our overall financial performance and the general uncertainty of the global economic conditions, as well as the competitive conditions within our peer group and industry, our compensation committee determined at that time to set base salaries of our executive officers for our upcoming 2009 fiscal year at the same level as were set in 2008.

In April 2009, based on additional inputs from Towers Perrin, the compensation committee determined that our named executive officers should have a compensation package that was more heavily weighted in equity than in cash. As a result, the compensation committee determined, among other things, that the 2009 base salary of our named executive officers should be reduced by 7.5% from the 2008 base salary.

The base salaries for 2007, 2008 and 2009 for each named executive officer are set forth below:

<u>Name and Principal Position</u>	<u>Base Salary</u>			<u>Percentage Change</u>	
	<u>2007</u>	<u>2008(1)</u>	<u>2009(2)</u>	<u>2008 v. 2007</u>	<u>2009 v. 2008</u>
Magid M. Abraham, Ph.D. <i>President, Chief Executive Officer and Director</i>	\$325,000	\$425,000	\$393,125	30.9%	(7.5)%
John M. Green <i>Chief Financial Officer</i>	270,000	302,400	222,000(3)	12.0	(26.6)%(3)
Gian M. Fulgoni <i>Executive Chairman of the Board of Directors</i>	300,000	375,000	346,875	25.0	(7.5)%
Gregory T. Dale <i>Chief Technology Officer</i>	260,000	275,600	254,930	6.0	(7.5)%
Christiana L. Lin <i>General Counsel and Chief Privacy Officer</i>	200,000	250,000	231,250	25.0	(7.5)%

- Effective beginning March 1, 2008.
- Effective beginning May 1, 2009. The compensation committee also awarded restricted stock to our executive officers to realign the equity and cash balance of each executive officer’s compensation package. The additional restricted stock was subject to vesting over a four-year period.
- Mr. Green served as our Chief Financial Officer until April 19, 2009, and he became our Executive Vice President of Human Capital on April 20, 2009. Accordingly, the terms of his employment arrangement were amended effective May 20, 2009 to align his compensation package with compensation commensurate with his new role. Mr. Green’s initial salary for his new role was further adjusted to reflect a 7.5% cash salary reduction taken by our management for 2009 consistent with the adjustment for all of our management in April 2009. For further details of Mr. Green’s amended employment arrangement beginning May 20, 2009, refer to the Current Report on Form 8-K filed on May 22, 2009.

Annual Performance Bonuses

Annual performance bonuses for our executive officers are tied to the achievement of our annual company goals and objectives, functional area goals, and/or individual performance objectives. Annual performance bonuses are primarily guided by our objectives of accountability for individual and business performance. We set clearly defined goals for each executive officer, with an emphasis on quantifiable and achievable targets. A portion of each executive officer’s bonus is clearly tied to the achievement of specific targets relative to the performance of the particular business segment or functional area for which they are responsible, with the remainder tied to similar targets relative to our overall financial performance. Individual awards under the program are based on a thorough review of the applicable performance results of our company, business, function or individual as compared to the applicable goals.

Target bonuses are set at a percentage of actual full-year salary. Our compensation committee approves these percentages for our executive officers based on a determination of the appropriate portion of total compensation that should be at risk for a particular executive officer. Generally, target bonuses for our most senior executive officers are set at a higher percentage of salary than for our other executive officers, so as to recognize their broader responsibility for company-wide results and to place a greater portion of their total compensation at risk against the achievement of overall goals and objectives.

2008 Bonuses

The 2008 target bonus and actual bonus award levels as a percentage of 2008 full year base salary for our executive officers were as follows:

<u>Name and Principal Position</u>	<u>Actual Bonus(1)</u>	<u>Bonus Target</u>
Magid M. Abraham, Ph.D. <i>President, Chief Executive Officer and Director</i>	45%	80%
John M. Green <i>Chief Financial Officer</i>	28	50
Gian M. Fulgoni <i>Executive Chairman of the Board of Directors</i>	45	80
Gregory T. Dale <i>Chief Technology Officer</i>	20	35
Christiana L. Lin <i>General Counsel and Chief Privacy Officer</i>	22	35

(1) Cash payments were made on February 27, 2009.

In order to further improve our company’s retention objectives and alignment of executive compensation with stockholder interests, a portion of each named executive officer’s bonus was issued in shares of restricted common stock. The value of the stock-based portion of each named executive officer’s bonus was calculated as twenty-five percent (25%) of the executive officer’s full target bonus; any difference between what the executive officer’s actual earned bonus amount and the target amount was then adjusted through the cash component of the bonus. The number of shares underlying the stock-based portion of the bonuses was based on the dollar amount foregone in lieu of cash and the closing stock price of our common stock as reported on the NASDAQ Global Market on February 18, 2009, the date we paid these 2008 bonus payments to our named executive officers.

The annual performance bonuses established for the 2008 fiscal year for Dr. Abraham and Messrs. Green and Fulgoni were based on a mix of quantitative and qualitative factors certain of which were the satisfactory

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completion of specific projects or initiatives. The 2008 bonus targets for Dr. Abraham and Messrs. Green and Fulgoni were calculated based on the following component factors:

<u>Achievement of</u>	<u>Percentage Weight of Bonus Target</u>
Milestones for 2008 earnings before interest taxes, depreciation and amortization, or EBITDA	50%
Milestones for 2008 revenue	30
Individual qualitative factors such as client retention, personnel retention, strategic milestones	20

We established the quantitative revenue and EBITDA targets such that, if the company meets the expected publicly announced full-year EBITDA and revenue guidance, they would have achieved approximately 40% of the overall target bonus. The specific milestone levels are not disclosed, as such information is not necessary for the protection of our investors and may allow our competitors to have damaging insight into our plans and cost structure.

The annual performance bonuses established for the 2008 fiscal year for Mr. Dale and Ms. Lin were based solely on qualitative factors. Targets were based on qualitative performance factors such as successful completion and integration of strategic transactions, effective management of their respective organizations, the development and release of new technology or product offerings and the successful implementation of strategic initiatives.

At the end of each fiscal year, each named executive officer completes a self-assessment of his or her performance in the context of their bonus criteria. Dr. Abraham reviews these self-assessments and makes a recommendation to our compensation committee on the achievement of the target bonus amounts. Our named executive officers earned the following bonuses based on the performance of our business and their individual performances in 2008:

<u>Name and Principal Position</u>	<u>2008 Bonus Target</u>	<u>2008 Actual Bonus(1)</u>	<u>2008 Actual Bonus as % of 2008 Target</u>
Magid M. Abraham, Ph.D. <i>President, Chief Executive Officer and Director</i>	\$326,666	\$182,933	56%
John M. Green <i>Chief Financial Officer</i>	148,500	83,160	56
Gian M. Fulgoni <i>Executive Chairman of the Board of Directors</i>	290,000	162,400	56
Gregory T. Dale <i>Chief Technology Officer</i>	95,550	54,464	57
Christiana L. Lin <i>General Counsel and Chief Privacy Officer</i>	84,583	53,922	64

(1) Approximately twenty five percent (25%) of the target amount was paid in the form of restricted stock based on the value of our common stock as reported at market close by the NASDAQ Global Market on the date of payment. Cash payments were made on February 27, 2009.

As noted above, our named executive officers did not receive 100% of their target bonuses. Dr. Abraham's, Mr. Green's and Mr. Fulgoni's respective bonuses were lower than our target due to our reported revenue results and EBITDA results for 2008 being below the high-end of our targets for our bonus policy. Ms. Lin and Mr. Dale each received a portion of their total bonus target based on their actual performance against their qualitative goals as well as our overall revenue and EBITDA results.

2009 Executive Compensation Bonus Policy

Based on the collective inputs from Towers Perrin, management, and the experience of the members of our board of directors and compensation committee, in February 2009 our compensation committee determined

to consolidate our bonus policy for our 2009 fiscal year with our long-term incentive compensation policy, so that executives would be awarded restricted stock according to certain target levels based on each executive officer's respective base salary levels.

In reaching this decision, the compensation committee considered the importance of providing increased incentive opportunities to our executive officers in equity, which would help better align the long-term incentives of those executives with the incentives of our stockholders. The compensation committee also considered the importance of reducing or delaying cash outlays from the company in light of the global economic environment, the inherent cash budgeting uncertainties in such an environment as well as management's planned investment activities. Finally, the compensation committee considered the competitive landscape for compensation, observing that, most U.S. technology companies had not necessarily reduced the value of bonus opportunities for executives despite the recent economic downturn but rather had adjusted the threshold performance levels and discretionary components of their bonus programs in order to reduce cash outlays while providing long-term incentives.

Our compensation committee believes that this format of a bonus and long-term compensation policy and the target levels are consistent with the 50th percentile range of our identified peer group based on their experience in the marketplace as well as insight provided by Towers Perrin's report. The specifics terms of this combined bonus and long-term compensation policy is summarized in greater detail in the following section titled "Long-Term Compensation".

Long-term Compensation

Long-term, equity-based incentives are primarily guided by our objective of aligning executive compensation with the interests of our stockholders. Grants of stock options, restricted stock units and restricted stock made to executive officers are designed to provide them with incentive to execute their responsibilities in such a way as to generate long-term benefit to us and our stockholders. Through possession of stock options, restricted stock units and shares of restricted stock, our executives participate in the long-term results of their efforts, whether by appreciation of our company's value or the impact of business setbacks, either company-specific or industry based. Additionally, stock options, restricted stock units and shares of restricted stock provide a means of ensuring the retention of key executives, in that they are in almost all cases subject to vesting over an extended period of time, often multiple years.

Stock options, restricted stock units and shares of restricted stock are granted periodically, and are typically subject to vesting based on the executive's continued employment. Historically, most of these grants were designed to vest evenly over four years, beginning on the date of the grant. Prior to 2007, our long-term compensation equity grants consisted solely of stock options granted by our board of directors based upon the recommendations of our compensation committee.

Beginning in 2007, we began to use shares of restricted common stock as a form of long-term compensation. Such grants have been made by our board of directors upon the recommendations of our compensation committee. Our compensation committee has preferred the recent use of restricted stock in favor of stock options now that our common stock is publicly traded because it results in less dilution of our existing stockholders and provides some immediate, tangible value to our employees, and it also does not require cash outlay by our employees. At the same time, restricted stock with vesting creates long-term growth incentives for our employees as well. We expect to continue to predominantly use restricted stock awards in favor of stock options as a form of long-term, stock-based compensation in the foreseeable future.

Historically, upon joining us, each executive was granted an initial option award that was primarily based on competitive conditions applicable to the executive's specific position. After our initial public offering, upon joining us, each executive is granted an initial restricted stock award that is primarily based on competitive conditions applicable to the executive's specific position. In addition, the compensation committee considers the number of shares subject to options or shares of restricted stock owned by other executives in comparable positions within our company when determining the number of shares to grant to each executive, as well as the number of shares that remain unvested. Based upon the findings of the December 2007 study conducted by Towers Perin and reviewed by our compensation committee, we believe this strategy is consistent with the

approach of our peer group and, in our compensation committee’s view, is appropriate for aligning the interests of our executives with those of our stockholders over the long term.

Periodic awards to executive officers are made based on an assessment of their sustained performance over time, their ability to impact results that drive value to our stockholders and their organization level. Equity awards are not granted automatically to our executives on an annual basis. Magid M. Abraham, our Chief Executive Officer, periodically reviews the performance of our executive officers on the basis noted above and recommends to the compensation committee any equity awards deemed appropriate. The compensation committee reviews any such recommendations and presents them to our board of directors for approval, if appropriate.

In connection with the December 2007 Towers Perrin study, in December 2007 our compensation committee approved guidelines for restricted stock awards to be granted in the first quarter of 2008 based on each executive’s respective 2008 base salary as well as the number of shares held by each executive officer that remain unvested. On February 18, 2008, our compensation committee approved specific restricted common stock awards for our executives using the targets established in December 2007, as well as factors such as the number of unvested shares remaining from option grants previously awarded to the executive and the amount of restricted common stock awarded to an executive that remains subject to a right of repurchase. The target percentages for each executive as well as the actual grants and the fair value at the time of grant were as follows:

<u>Name and Principal Position</u>	<u>Target Restricted Stock Award Value as a % of 2008 Base Salary</u>	<u>2008 Base Salary</u>	<u>Actual Number of Shares of Restricted Stock Awarded</u>	<u>Award Date Fair Value(1)</u>
Magid M. Abraham, Ph.D. <i>President, Chief Executive Officer and Director</i>	200%	\$425,000	37,594	\$850,000
John M. Green <i>Chief Financial Officer</i>	200	302,400	26,749	604,795
Gian M. Fulgoni <i>Executive Chairman of the Board of Directors</i>	150	375,000	24,878	562,492
Gregory T. Dale <i>Chief Technology Officer</i>	60	275,600	8,846	200,008
Christiana L. Lin <i>General Counsel and Chief Privacy Officer</i>	50	250,000	8,846	200,008

(1) Amounts represent fair value of stock-based awards granted in the fiscal year as calculated in accordance with SFAS No. 123R and as further described in Note 9 of the Notes to our Consolidated Financial Statements included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2008.

The actual awards to Mr. Dale and Ms. Lin were larger than the target percentages. Our compensation committee considered the existing outstanding awards held by Mr. Dale and Ms. Lin and the degree to which they were already vested. Based on such considerations, the compensation committee determined that a larger grant was necessary for Mr. Dale and Ms. Lin than initially targeted in order to fulfill our goals for incentivizing retention.

2009 Executive Long-Term Compensation Policy

As discussed above in the subsection titled “Annual Performance Bonuses 2009 — Executive Compensation Bonus Policy”, in February 2009 our compensation committee combined our bonus policy for our 2009 fiscal year with our long-term compensation policy, so that executives may be awarded restricted stock according to certain target levels based on our executive officers’ respective base salary levels and their performance during the 2009 fiscal year. If earned, these awards will be paid out following the end of our 2009 fiscal year, with a portion of the shares issued vesting immediately upon the date of the award and the remaining shares vesting over three years thereafter. Our compensation committee believes that this format and the target levels are

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consistent with or more attractive than other opportunities in those executives' respective marketplaces based on their experience in the marketplace as well as insight provided by Towers Perrin's report.

The combined bonus and long-term compensation targets for each executive for the 2009 fiscal year bonuses are as follows:

<u>Name and Principal Position</u>	<u>2009 Bonus Target Level as a % of 2009 Full-Year Salary(1)</u>
Magid M. Abraham, Ph.D. <i>President, Chief Executive Officer and Director</i>	200%
Kenneth J. Tarpey(2) <i>Chief Financial Officer</i>	125
Gian M. Fulgoni <i>Executive Chairman of the Board of Directors</i>	160
Gregory T. Dale <i>Chief Technology Officer</i>	80
John M. Green <i>Chief Financial Officer/Executive Vice President of Human Capital(3)</i>	75
Christiana L. Lin <i>General Counsel and Chief Privacy Officer</i>	80

- (1) The full value of this bonus is expected to be paid in the form of restricted stock based on the value of our common stock as reported at market close by the NASDAQ Global Market on the date of payment, as adjusted for rounding for fractional shares.
- (2) Mr. Tarpey is not a named executive officer for our 2008 fiscal year, but his 2009 bonus targets have been included since he will be a named executive officer for our 2009 fiscal year because he will have served as our principal financial officer for at least part of the 2009 fiscal year.
- (3) Mr. Green served as our Chief Financial Officer until April 19, 2009, and he became our Executive Vice President of Human Capital on April 20, 2009. Accordingly, the terms of his employment arrangement were amended effective May 20, 2009 to align his compensation package with compensation commensurate with his new role. Mr. Green is no longer deemed an executive officer in his new capacity. However, his 2009 bonus targets have been included since he will be a named executive officer for our 2009 fiscal year because he will have served as our principal financial officer for at least part of the 2009 fiscal year. For further details of Mr. Green's amended employment arrangement beginning May 20, 2009, refer to the Current Report on Form 8-K filed on May 22, 2009.

Under this policy, the award levels established for the 2009 fiscal year for Dr. Abraham and Messrs. Tarpey and Fulgoni are based on a mix of quantitative and qualitative factors, certain of which were the satisfactory completion of specific projects or initiatives. The 2009 targets for Dr. Abraham and Messrs. Tarpey and Fulgoni are calculated based on the following component factors:

<u>Achievement of</u>	<u>Weight of Bonus Target</u>
Milestones for 2009 earnings before interest taxes, depreciation and amortization, or EBITDA	50%
Milestones for 2009 revenue	30%
Individual qualitative factors such as client retention, personnel retention, strategic milestones	20%

A minimum threshold must be exceeded for each component above before any bonus payment will be made with respect to that component. In the event that the target metrics are surpassed, the maximum possible awards under the plan for Dr. Abraham, and Messrs. Fulgoni and Tarpey are 320%, 240% and 175%, respectively, of base salary.

The annual performance targets established for the 2009 fiscal year for Messrs. Dale and Green and Ms. Lin are based solely on the achievement of qualitative performance factors. Targets were based on qualitative factors such as successful completion and integration of strategic transactions, effective management of their respective organizations, the development and release of new technology or product offerings, successful recruiting and development of our human capital resources and the successful implementation of strategic initiatives.

We anticipate that the above bonus restricted stock awards, if awarded, will be made during the first quarter of 2010 based on each executive's actual performance. We further expect that one-quarter of the number of shares of the restricted stock award to each named executive officer would vest immediately upon the grant date, and the remaining three-quarters of the shares of the restricted stock award would vest ratably over the three-year period following the grant date.

Participants in this policy must remain employed through the date that awards are paid in order to qualify for the awards. Our compensation committee, in its sole discretion, retains the right to amend, supplement, supersede or cancel this policy for any reason, and reserves the right to determine whether and when to pay out any awards, regardless of the achievement of the performance targets.

Benefits and Perquisites

We provide the following benefits to our executive officers on the same basis as the benefits provided to all our employees:

- health and dental insurance;
- life insurance;
- short-and long-term disability; and
- 401(k) plan.

These benefits are consistent with those offered by other companies and specifically with those companies with which we compete for employees.

In general, we do not view perquisites as a significant component of our executive compensation structure. However, the compensation committee has the authority to approve perquisites, primarily for retention purposes or to accommodate specific, and usually temporary, circumstances of executives who do not reside near their work locations.

Severance and Change of Control Arrangements

Of our named executive officers for 2008, Dr. Abraham and Messrs. Green and Fulgoni were parties to agreements that provided certain benefits to these executive officers in the event of their termination or a change of control of the Company under certain circumstances. Mr. Tarpey's employment agreement included certain severance and change of control provisions, but, as Mr. Tarpey was not an employee of the Company during 2008, such discussion is not included herein. For further details of Mr. Tarpey's employment arrangement beginning April 1, 2009, refer to the Current Report on Form 8-K filed on April 20, 2009 upon the public announcement of Mr. Tarpey's hiring.

We believe the following arrangements are useful retention tools that are particularly necessary in an industry, such as ours, where there is frequent market consolidation. We recognize that it is possible that we may be subject to a change of control, and that this possibility could result in a sudden departure or distraction of Dr. Abraham and Messrs. Green and Fulgoni to the detriment of our business. We believe that the following arrangements help to maintain the continued focus and dedication of Dr. Abraham and Messrs. Green and Fulgoni to their assigned duties to maximize stockholder value without the distraction that could result from the uncertainty of a change of control.

Magid M. Abraham and Gian M. Fulgoni

Certain shares of the restricted common stock held by Dr. Abraham and Mr. Fulgoni at December 31, 2008 that remain unvested were subject to “single trigger” acceleration provisions, which results in the repurchase rights fully lapsing upon the occurrence of a “change of control” event. In general terms, the restricted stock agreements for Dr. Abraham and Mr. Fulgoni define a “change of control” event as an acquisition of at least 50% of the voting control of the company, a sale or merger of the company or the sale of substantially all the assets of the company. Assuming a fair market value of our common stock of \$12.75 per share, which represented the closing market price of our common stock as reported on the NASDAQ Global Market on December 31, 2008, Dr. Abraham and Mr. Fulgoni would have obtained an immediate increase in the value of their respective stock holdings upon a change of control at December 31, 2008 as indicated in the table below.

<u>Name</u>	<u>Restricted Common Stock Shares Vesting Upon a Change of Control</u>	<u>Value Realized Upon a Change of Control</u>
Magid M. Abraham, Ph.D. <i>President, Chief Executive Officer and Director</i>	75,000	\$ 956,250
Gian M. Fulgoni <i>Executive Chairman of the Board of Directors</i>	56,250	717,188

John M. Green

Given Mr. Green’s change in position on April 20, 2009 from Chief Financial Officer to Executive Vice President of Human Capital, his employment arrangement was amended on May 20, 2009, including severance and change of control provisions, to align his compensation package with one more commensurate with his new role.

May 2009 Arrangement

In connection with the modification of Mr. Green’s prior employment arrangement and his new May 20, 2009 employment offer letter, unvested options and shares of restricted stock held by Mr. Green were cancelled as of May 18, 2009, except that Mr. Green retained 11,803 shares of restricted stock and options for the purchase of 16,248 shares of the Company’s common stock that were then unvested and remain subject to vesting contingent upon Mr. Green’s continued status as a service provider. However, if Mr. Green is terminated without cause (as such term is defined in the award agreements) prior to the date on which those options and shares fully vest, those options and shares will fully vest upon his date of termination.

As of the date of Mr. Green’s new employment agreement on May 20, 2009, our previous obligations with respect to Mr. Green’s severance and changes of control were superseded by the new agreement.

For further details of Mr. Green’s amended employment arrangement beginning May 20, 2009, refer to the Current Report on Form 8-K filed on May 22, 2009.

Prior Arrangement as of December 31, 2008

Prior to the amendment of Mr. Green’s employment arrangement, in the event that we terminated Mr. Green without cause, Mr. Green would have been entitled to severance equal to six pay periods of his salary as Chief Financial Officer, or \$69,786, in addition to any unpaid prorated base salary, benefits and expense reimbursements to which he was entitled by virtue of his past employment with us at December 31, 2008.

Also pursuant to our previous offer agreement with Mr. Green, options granted to Mr. Green upon his initial employment were subject to certain vesting provisions that were accelerated upon a combination of a change of control of our company and Mr. Green’s termination or demotion. Assuming a fair market value of our common stock of \$12.75 per share, which represented the closing market price of our common stock as reported on the NASDAQ Global Market on December 31, 2008, Mr. Green’s option holdings at December 31,

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2008 would have vested and resulted in an immediate increase in value to Mr. Green upon a change of control December 31, 2008 as follows:

<u>Result for Mr. Green Upon a Change of Control at December 31, 2008</u>	<u>Stock Option Shares Vesting</u>	<u>Exercise Price</u>	<u>Increase in Fair Value</u>
Position lost and not provided an equivalent position	48,751	\$ 7.50	\$255,943
Position lost and provided with a diminished alternative position	32,500	7.50	170,625

Additionally, pursuant to our previous employment arrangement with Mr. Green 22,500 shares of restricted common stock held by Mr. Green that remained unvested at December 31, 2008 were subject to “single trigger” acceleration provisions, which would have resulted in the repurchase rights fully lapsing upon the occurrence of a “change of control” event. In general terms, the agreement for Mr. Green defined a “change of control” event as an acquisition of at least 50% of the voting control of the company, a sale or merger of the company or the sale of substantially all the assets of the company. Assuming a fair market value of our common stock of \$12.75 per share, which represented the closing market price of our common stock as reported on the NASDAQ Global Market on December 31, 2008, Mr. Green would have obtained an immediate increase in the value of his stock holdings upon a change of control at December 31, 2008 of \$286,875.

Total Compensation

We intend to continue our strategy of compensating our named executive officers at levels consistent with or more attractive than other opportunities for each type of executive, with the opportunity to impact their total annual compensation through performance-based incentive programs that include both cash and equity elements. Our approach to total executive compensation is designed to drive results that maximize our financial performance and deliver value to our stockholders. In light of our compensation philosophy, we believe that the total compensation package for our executives should continue to consist of base salary, annual cash performance bonus and long-term equity-based incentives, reflecting our key compensation principles of compensation to attract and retain top talent, accountability for individual and business performance, and alignment with stockholder interests, respectively. We do not consider benefits to be a key element in attracting executive officers, and we typically offer largely the same benefits to our executive officers as to our other employees. Historically, we have typically offered a combination of short-term and long-term compensation to suit our executives’ preferences. Certain of our executives who joined us earlier in our history preferred to accept more long-term compensation in the form of stock options, as the potential return was higher at that stage and our ability to fund short-term cash compensation was more limited. At the same time, certain of our executives have preferred greater short-term compensation and reduced long-term compensation. As we have become more profitable and our common stock has become publicly traded, our ability to attract executives through short-term compensation has increased. Accordingly, we expect that our decisions regarding the relationship among our elements of compensation will become less dependent upon our stage as a growing company and more dependent upon our key compensation principles.

Evolution of our Compensation Approach

Our compensation approach is necessarily tied to our stage of development as a company. Accordingly, the specific direction, emphasis and components of our executive compensation program will continue to evolve as our company and its underlying business strategy continue to grow and develop. For example, we have reduced our executive compensation program’s emphasis on stock options as a long-term incentive component in favor of other forms of equity compensation such as restricted stock awards. Similarly, we continue to revise how we measure senior executive performance to take into account the unique requirements of being a public company, including, but not limited to, strict compliance with the standards of the Sarbanes Oxley Act. In addition, we have engaged an outside compensation consultant since mid-2007 to assist our compensation committee in continuing to evolve our executive compensation program, and we may look to programs implemented by comparable public companies in refining our compensation approach.

COMPENSATION COMMITTEE REPORT

The compensation committee has reviewed and discussed the Compensation Discussion and Analysis contained in this proxy statement with company management. Based on the compensation committee's review of, and the discussions with management with respect to, the Compensation Discussion and Analysis, the compensation committee recommended to the board of directors that the Compensation Discussion and Analysis be included in this proxy statement and, by reference, in our company's Annual Report on Form 10-K for the fiscal year ended December 31, 2008 for filing with the Securities and Exchange Commission.

COMPENSATION COMMITTEE

William J. Henderson, Chairman
William Katz
Jarl Mohn

The foregoing compensation committee report shall not be deemed incorporated by reference into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, and shall not otherwise be deemed filed under these acts, except to the extent we specifically incorporate by reference into such filings.

EXECUTIVE COMPENSATION

The following table sets forth summary information concerning compensation for the following persons: (i) our chief executive officer, (ii) our chief financial officer during 2008 and (iii) the three most highly compensated of our other executive officers who received compensation during 2008 of at least \$100,000 and who were executive officers on December 31, 2008. We refer to these persons as our "named executive officers" elsewhere in this proxy statement. The following table includes all compensation earned by the named executive officers for the respective periods, regardless of whether such amounts were actually paid during the period.

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards	Option Awards	Non-Equity Incentive Plan Compensation	All Other Compensation	Total (\$)
				(\$)(1)	(\$)(1)	(\$)(2)	(\$)	
Magid M. Abraham, Ph.D.	2008	\$408,333	—	\$465,012	—	\$183,751(3)	\$3,290(4)	\$1,060,386
<i>President, Chief</i>	2007	326,635	\$ 95,317(5)	209,209	—	—	3,178(4)	634,339
<i>Executive Officer and Director</i>	2006	297,612	117,273	—	—	—	3,072(4)	417,957
John M. Green	2008	297,000	—	213,093	\$154,359	85,031(6)	4,099(4)	753,582
<i>Chief Financial Officer*</i>	2007	271,500	62,819(7)	219,264	—	—	3,900(4)	557,483
	2006(8)	156,731	47,019	—	86,366(8)	—	42(9)	291,158
Gian M. Fulgoni	2008	362,500	—	332,976	—	168,126(10)	4,162(4)	867,764
<i>Executive Chairman of the Board of Directors</i>	2007	303,000	88,931(11)	156,907	—	—	4,178(4)	553,016
	2006	281,635	111,409	—	—	—	3,072(4)	396,116
Gregory T. Dale	2008	272,999	—	93,584	—	51,401(12)	3,161(4)	421,145
<i>Chief Technology Officer</i>	2007	258,538	59,879(13)	37,658	—	—	3,178(4)	359,253
	2006	222,115	44,423	—	—	—	3,072(4)	269,610
Christiana L. Lin	2008	241,667	—	96,446	—	49,078(14)	3,161(4)	390,352
<i>General Counsel and Chief Privacy Officer</i>	2007	158,958	32,775(15)	39,750	—	—	2,482(4)	233,965
	2006	149,077	29,815	—	—	—	2,173(4)	181,065

* We announced on February 11, 2009 that Mr. Green will transition positions with us to serve as our Executive Vice President of Human Capital. As part of the transition, Mr. Green continued to serve as our Chief Financial Officer until April 20, 2009, when Kenneth J. Tarpey was appointed as our Chief Financial Officer. Mr. Green served as our chief financial officer for the entirety of 2008. For details of Mr. Green's amended employment arrangement beginning May 20, 2009, refer to the Current Report on Form 8-K filed on May 22, 2009.

- (1) Represents the amounts recognized for financial statement reporting purposes with respect to the fiscal year in accordance with Statement of Financial Accounting Standards No. 123R, *Share-Based Payment* (SFAS No. 123R), excluding estimates of forfeitures related to any service-based vesting conditions. The awards for which expense is shown in this table include the awards granted during the applicable year, as well as awards granted prior to the applicable year for which we continued to recognize expense in that year. The expense is not necessarily an indication of which named executive officers received the most gains from equity awards. Assumptions used in the calculation of these award amounts are included in Note 9 to the consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2008. These amounts exclude the expense effect of awards issued as part of annual bonuses or incentive payments in lieu of cash that are otherwise included in the “Bonus” or “Non-Equity Incentive Plan Compensation” columns above.
- (2) Amounts in this column represent compensation actually paid in cash or stock-based compensation to our named executive officers pursuant to our executive compensation bonus policy for 2008, as disclosed on a Form 8-K filed on December 27, 2007. Payments under such policy were paid in February 2009 following approval by our compensation committee.
- (3) Includes an award of 10,247 shares of restricted stock with a fair value at the time of grant of approximately \$81,667 granted in lieu of cash bonus, and 3,299 shares were withheld for taxes.
- (4) Includes discretionary matching contributions by us to the officer’s 401(k) plan account and payment of life insurance premiums paid on behalf of the officer.
- (5) Includes an award of 1,996 shares of restricted stock with the value at the time of grant of approximately \$36,097 which amount reflected a 25% premium in addition to the stock-based bonus earned in recognition of compensation delay and constraints on liquidity associated with receiving shares in lieu of cash. comScore’s right of repurchase lapsed for 100% of the total number shares subject to the original grant on February 18, 2009.
- (6) Includes an award of 4,658 shares of restricted stock with a fair value at the time of grant of approximately \$37,125 granted in lieu of cash bonus, and 1,627 shares were withheld for taxes.
- (7) Includes an award of 1,290 shares of restricted stock with the value at the time of grant of approximately \$23,336 which amount reflected a 25% premium in addition to the stock-based bonus earned in recognition of compensation delay and constraints on liquidity associated with receiving shares in lieu of cash. comScore’s right of repurchase lapsed for 100% of the total number shares subject to the original grant on February 18, 2009.
- (8) Mr. Green was hired in May 2006 and was granted an option award in connection with his initial employment.
- (9) Includes life insurance premiums paid on behalf of the officer.
- (10) Includes an award of 9,097 shares of restricted stock with a fair value at the time of grant of approximately \$72,500 granted in lieu of cash bonus, and 2,679 shares were withheld for taxes.
- (11) Includes an award of 1,850 shares of restricted stock with the value at the time of grant of approximately \$33,471 which amount reflected a 25% premium in addition to the stock-based bonus earned in recognition of compensation delay and constraints on liquidity associated with receiving shares in lieu of cash. comScore’s right of repurchase lapsed for 100% of the total number shares subject to the original grant on February 18, 2009.
- (12) Includes an award of 2,997 shares of restricted stock with a fair value at the time of grant of approximately \$23,888 granted in lieu of cash bonus, and 965 shares were withheld for taxes.
- (13) Includes an award of 1,230 shares of restricted stock with the value at the time of grant of approximately \$22,244 which amount reflected a 25% premium in addition to the stock-based bonus earned in recognition of compensation delay and constraints on liquidity associated with receiving shares in lieu of cash. comScore’s right of repurchase lapsed for 100% of the total number shares subject to the original grant on February 18, 2009.
- (14) Includes an award of 2,653 shares of restricted stock with a fair value at the time of grant of approximately \$21,146 granted in lieu of cash bonus, and 854 shares were withheld for taxes.

(15) Includes an award of 647 shares of restricted stock with the value at the time of grant of approximately \$11,705 which amount reflected a 25% premium in addition to the stock-based bonus earned in recognition of compensation delay and constraints on liquidity associated with receiving shares in lieu of cash. comScore's right of repurchase lapsed for 100% of the total number shares subject to the original grant on February 18, 2009.

Grants of Plan-Based Awards

The following table sets forth certain information concerning grants of plan-based awards to named executive officers in 2008. No options were granted to our named executive officers during 2008.

Name	Grant Date	Estimated Possible Payout Under Non-Equity Incentive Plan Awards(1)			All Other Stock Awards: Number of Shares of Stock (#)	Grant Date Fair Value of Stock and Option Awards (2)
		Threshold (\$)	Target (\$)	Maximum (\$)		
Magid M. Abraham, Ph.D.	—	—	\$408,333	—	—	—
<i>President, Chief</i>	2/18/2008	—	—	—	37,594(3)	\$850,000
<i>Executive Officer and Director</i>	2/18/2008	—	—	—	1,996(4)(5)	45,130
John M. Green	—	—	297,000	—	—	—
<i>Chief Financial Officer</i>	2/18/2008	—	—	—	26,749(3)	604,795
	2/18/2008	—	—	—	1,290(4)(5)	29,167
Gian M. Fulgoni	—	—	362,500	—	—	—
<i>Executive Chairman of the Board of Directors</i>	2/18/2008	—	—	—	24,878(3)	562,492
	2/18/2008	—	—	—	1,850(4)(5)	41,829
Gregory T. Dale	—	—	273,000	—	—	—
<i>Chief Technology Officer</i>	2/18/2008	—	—	—	8,846(3)	200,008
	2/18/2008	—	—	—	1,230(4)(5)	27,810
Christiana L. Lin	—	—	241,667	—	—	—
<i>General Counsel and Chief Privacy Officer</i>	2/18/2008	—	—	—	8,846(3)	200,008
	2/18/2008	—	—	—	647(4)(5)	14,629

- (1) The target incentive amounts shown in this column reflect the value of incentive compensation available in a combination of cash or stock to our named executive officers pursuant to our executive compensation bonus policy for 2008, as disclosed on a Form 8-K filed on December 27, 2007. The amounts representing the target awards were pre-established as a percentage of salary. The maximum is the greatest payout which can be made if the pre-established maximum performance level is met or exceeded. The policy also provides that 25% of the bonus amount shall be paid in shares of restricted stock valued at the time of grant. Actual payouts under our executive compensation bonus policy for 2008 were approved on February 18, 2009 and are reflected in the Non-Equity Incentive Plan Compensation column of the Summary Compensation Table.
- (2) Amounts represent fair value of stock-based awards granted in the fiscal year as calculated in accordance with SFAS No. 123R and as further described in Note 9 of the Notes to our Consolidated Financial Statements included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2008.
- (3) comScore's right of repurchase shall lapse for 25% of the total number shares subject to the original grant each year following the anniversary of the grant.
- (4) The referenced grant was issued in lieu of a cash bonus earned for the 2007 fiscal year at the election of the officer.
- (5) comScore's right of repurchase shall lapse for 100% of the total number shares subject to the original grant on the one (1) year anniversary of the grant.

Outstanding Equity Awards at December 31, 2008

The following table shows outstanding equity awards held by the named executive officers as of December 31, 2008.

Name	Number of Securities Underlying Unexercised Options (#)		Option Exercise Price(\$)	Option Expiration Date	Stock Awards	
	Exercisable	Unexercisable			Number of Shares of Stock That Have Not Vested (#)	Market Value of Shares of Stock That Have Not Vested (\$)(1)
Magid M. Abraham, Ph.D. <i>President, Chief Executive Officer and Director</i>	391,099	—	\$0.25	12/16/2013	75,000(2)	\$956,250
					37,594(3)	479,324
					1,996(4)	25,449
John M. Green <i>Chief Financial Officer*</i>	48,749	48,751(5)	7.50	5/9/2016	22,500(6)	286,875
					26,749(7)	341,050
					1,290(4)	16,448
Gian M. Fulgoni <i>Executive Chairman of the Board of Directors</i>	223,345	—	0.25	12/16/2013	56,250(8)	717,188
					24,878(9)	317,195
					1,850(4)	23,587
Gregory T. Dale <i>Chief Technology Officer</i>	67,925	—	0.25	4/27/2014	13,500(10)	172,125
	12,732	1,668(11)	2.45	2/1/2015	8,846(12)	112,787
	5,249	3,751(13)	4.50	12/27/2015	1,230(4)	15,683
Christiana L. Lin <i>General Counsel and Chief Privacy Officer</i>	2,869	—	0.25	4/27/2014	14,250(14)	181,688
	7,499	2,501(15)	4.50	12/27/2015	8,846(12)	112,787
					647(4)	8,249

* In connection with the amendment of Mr. Green's employment arrangement in May 2009, 42,896 shares of then-unvested restricted stock were forfeited and then-unvested options for the purchase of 18,960 shares of our common stock held by Mr. Green were cancelled as of May 18, 2009. For further details of Mr. Green's amended employment arrangement beginning May 20, 2009, refer to the Current Report on Form 8-K filed on May 22, 2009.

- (1) Market value of shares of stock that have not vested is computed based on \$12.75 per share, which was the closing price of our common stock as reported on the NASDAQ Global Market on December 31, 2008.
- (2) comScore's right of repurchase lapses for 25,000 shares annually on March 25.
- (3) comScore's right of repurchase lapses for 9,398 shares annually on February 18.
- (4) comScore's right of repurchase lapsed for 100% of the total number shares indicated on February 18, 2009.
- (5) 2,708 shares of such option vest monthly; grant is fully vested on May 9, 2010.
- (6) comScore's right of repurchase lapses for 7,500 shares annually on March 25.
- (7) comScore's right of repurchase lapses for 6,687 shares annually on February 18.
- (8) comScore's right of repurchase lapses for 18,750 shares annually on March 25.
- (9) comScore's right of repurchase lapses for 6,219 shares annually on February 18.
- (10) comScore's right of repurchase lapses for 4,500 shares annually on March 25.
- (11) 833 shares of such option vest monthly; grant is fully vested on February 1, 2009.
- (12) comScore's right of repurchase lapses for 2,211 shares annually on February 18.
- (14) comScore's right of repurchase lapses for 4,750 shares annually on March 25.
- (13) 312 shares of such option vest monthly; grant is fully vested on December 27, 2010.
- (15) 208 shares of such option vest monthly; grant is fully vested on December 27, 2010.

Option Exercises and Stock Vested Table

The following table shows the stock options exercised and value realized upon exercise, as well as all stock awards vested and value realized upon vesting by our named executive officers during the year ended December 31, 2008.

<u>Name</u>	<u>Option Awards</u>		<u>Stock Awards</u>	
	<u>Number of Shares Acquired on Exercise (#)</u>	<u>Value Realized on Exercise (\$)(1)</u>	<u>Number of Shares Acquired on Vesting (#)</u>	<u>Value Realized on Vesting (\$)(1)</u>
Magid M. Abraham, Ph.D. <i>President, Chief Executive Officer and Director</i>	150,000	\$1,692,000	25,000	\$ 487,000(2)
John M. Green <i>Chief Financial Officer</i>	—	—	7,500	146,100(2)
Gian M. Fulgoni <i>Executive Chairman of the Board of Directors</i>	10,000	125,000	18,750	365,250(2)
Gregory T. Dale <i>Chief Technology Officer</i>	58,002	839,710	4,500	87,660(2)
Christiana L. Lin <i>General Counsel and Chief Privacy Officer</i>	—	—	4,750	92,530(2)

- (1) The value realized on exercise is calculated as the difference between the actual sales price of the shares underlying the options exercised and the applicable exercise price of those options.
- (2) The value realized on vesting is calculated by multiplying the number of shares vesting and by the market value of the underlying shares on the vesting date, which was \$19.48 per share at market close as listed by the NASDAQ Global Market on March 25, 2008.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information with respect to beneficial ownership of our common stock, as of June 15, 2009, by:

- each beneficial owner of 5% or more of the outstanding shares of our common stock;
- each of our directors;
- each of our named executive officers; and
- all of our executive officers and directors as a group.

Beneficial ownership is determined in accordance with the rules of the SEC. Except as indicated by the footnotes below, we believe, based on the information furnished to us, that the persons and entities named in the table below have sole voting and investment power with respect to all shares of the common stock that they beneficially own, subject to applicable community property laws. In computing the number of shares beneficially owned by a person and the percentage ownership of that person, shares of common stock subject to options or warrants held by that person that are currently exercisable or exercisable within 60 days of June 15, 2009 are deemed outstanding, but are not deemed outstanding for purposes of computing the percentage ownership of any other person. Unless otherwise indicated, these shares do not include any stock or options awarded after June 15, 2009. A total of 30,202,070 shares of our common stock were outstanding as of June 15, 2009.

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Except as otherwise indicated, the address of each of the persons in this table is c/o comScore, Inc., 11950 Democracy Drive, Suite 600, Reston, Virginia 20190.

<u>Name and Address of Beneficial Owner</u>	<u>Amount and Nature of Beneficial Ownership(1)</u>	<u>Percentage of Common Stock Outstanding</u>
5% Stockholders:		
Accel Partners(2)	5,902,859	19.5%
Blackrock, Inc.(3)	2,291,801	7.6
AXA Financial, Inc.(4)	1,723,760	5.7
Directors and Named Executive Officers:		
Magid M. Abraham, Ph.D.(5)	1,822,187	6.0
Gian M. Fulgoni(6)	1,272,720	4.2
Gregory T. Dale(7)	164,356	*
John M. Green(8)	143,130	*
Christiana L. Lin(9)	73,121	*
Jeffrey Ganek	2,287	*
Bruce Golden(10)	20,418	*
William J. Henderson(11)	39,176	*
William Katz	1,987	*
Ronald J. Korn(12)	20,967	*
Jarl Mohn	1,987	*
All directors and executive officers as a group (eleven persons)(13)	3,562,336	11.5

* Represents less than 1% of the outstanding shares of common stock.

- (1) The information provided in this table is based on our records, information supplied to us by our executive officers, directors and principal stockholders and information contained in Schedules 13D and 13G filed with the SEC.
- (2) Includes shares held by Accel VII L.P., Accel Internet Fund III L.P. and Accel Investors '99 L.P. (together, the "Accel Funds"). Accel VII Associates L.L.C. is a general partner of Accel VII L.P. and has sole voting and dispositive power with respect to the shares held by Accel VII L.P. Accel Internet Fund III Associates L.L.C. is a general partner of Accel Internet Fund III L.P. and has sole voting and dispositive power with respect to the shares held by Accel Internet Fund III L.P. James W. Breyer, Arthur C. Patterson, Theresia Gouw Ranzetta, James R. Swartz, and J. Peter Wagner are managing members of Accel VII Associates L.L.C. and Accel Internet Fund III Associates L.L.C. and share voting and dispositive powers. They are also the General Partners of Accel Investors '99 L.P. and share voting and dispositive power with respect to the shares held by Accel Investors '99 L.P. The general partners and managing members disclaim beneficial ownership of the shares owned by the Accel Funds except to the extent of their proportionate pecuniary interest therein. The address for Accel Partners is 428 University Avenue, Palo Alto, California 94301.
- (3) This information is derived solely from the Schedule 13G filed with the SEC on February 10, 2009 and effective as of December 31, 2008. BlackRock, Inc. on behalf of its investment advisory subsidiaries has shared voting and dispositive power as to 2,291,801 shares. Includes shares reportedly held by the following subsidiaries of Blackrock, Inc. that are investment advisors: BlackRock Advisors LLC, BlackRock Asset Management U.K. Limited, BlackRock Capital Management, Inc., BlackRock Financial Management, Inc., BlackRock Investment Management, LLC, BlackRock (Channel Islands) Ltd, BlackRock Japan Co. Ltd and State Street Research & Management Co. The address for Blackrock, Inc. and its subsidiaries is c/o Blackrock, Inc., 40 East 52nd Street, New York, New York 10022.
- (4) This information is derived solely from the Schedule 13G filed with the SEC on February 13, 2008 and effective as of December 31, 2008 by AXA Financial, Inc. ("AXA Financial"); AXA, which owns AXA

Financial; and AXA Assurances I.A.R.D. Mutuelle and AXA Assurances Vie Mutuelle (collectively with AXA Assurances I.A.R.D. Mutuelle, “Mutuelles AXA”), which as a group control AXA. This information includes an aggregate of 1,723,760 shares beneficially owned by AllianceBernstein L.P. and AXA Equitable Life Insurance Company, subsidiaries of AXA Financial. According to the Schedule 13G, the subsidiaries of AXA Financial operate under independent management and make independent decisions. The address for the Mutuelles AXA is 26, rue Drouot, 75009 Paris, France; the address for AXA is 25, avenue Matignon, 75008 Paris, France; and the address for AXA Financial is 1290 Avenue of the Americas, New York, New York 10104.

- (5) Includes 241,099 shares subject to options that are immediately exercisable or exercisable within 60 days of June 15, 2009. Also includes 581,876 shares held by the Abraham Family Trust, of which Dr. Abraham and his wife, Linda Abraham, are co-trustees and share voting and investment control. Mr. and Mrs. Abraham disclaim beneficial ownership of such shares except to the extent of their respective pecuniary interests. Also includes 29,941 shares subject to options held by Mrs. Abraham that are immediately exercisable or exercisable within 60 days of June 15, 2009. Also includes 158,969 shares held directly by Dr. Abraham and 27,758 shares held by Mrs. Abraham subject to a right of repurchase held by the Company pursuant to restricted stock sale agreements.
- (6) Includes 223,345 shares subject to options that are immediately exercisable or exercisable within 60 days of June 15, 2009. Also includes 111,841 shares subject to a right of repurchase held by the Company pursuant to a restricted stock sale agreement.
- (7) Includes 89,762 shares subject to options that are immediately exercisable or exercisable within 60 days of June 15, 2009. Also includes 31,983 shares subject to a right of repurchase held by the Company pursuant to a restricted stock sale agreement.
- (8) Includes 70,416 shares subject to options that are immediately exercisable or exercisable within 60 days of June 15, 2009. Also includes 22,728 shares subject to a right of repurchase held by the Company pursuant to a restricted stock sale agreement.
- (9) Includes 11,827 shares subject to options that are immediately exercisable or exercisable within 60 days of June 15, 2009. Also includes 32,010 shares subject to a right of repurchase held by the Company pursuant to a restricted stock sale agreement.
- (10) Mr. Golden is a partner of Accel Partners, and he disclaims beneficial ownership of any of the Accel Funds’ shares except to the extent of his proportionate pecuniary interest therein. See footnote (2) of this table for further details of ownership by Accel Funds.
- (11) Includes 14,958 shares subject to options that are immediately exercisable or exercisable within 60 days of June 15, 2009.
- (12) Includes 8,749 shares subject to options that are immediately exercisable or exercisable within 60 days of June 15, 2009.
- (13) Includes 690,097 shares subject to options that are immediately exercisable or exercisable within 60 days of the June 15, 2009. Also includes 385,289 shares subject to a right of repurchase held by the Company pursuant to restricted stock sale agreements.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires that certain of our executive officers and directors, and persons who own more than 10% of a registered class of our equity securities, file reports of ownership and changes in ownership (Forms 3, 4 and 5) with the SEC. Such executive officers, directors and greater than 10% holders are required to furnish us with copies of all of these forms that they file. Certain employees of our company hold a power of attorney to enable such individuals to file ownership and change in ownership forms on behalf of certain of our executive officers and directors.

Based solely on our review of these reports or written representations from certain reporting persons, we believe that during 2008, all filing requirements applicable to our officers, directors, greater-than-10% beneficial owners and other persons subject to Section 16(a) of the Securities Exchange Act of 1934, as amended, were met, except that the following reports, although filed, were not filed timely:

<u>Name of Filer</u>	<u>Form</u>	<u>Date Filed</u>	<u>Description</u>
Magid M. Abraham	4	March 4, 2008	Late filing for grant of restricted stock on February 18, 2008.
	4/A	March 27, 2008	Amendment to correct clerical error regarding total shares held in original filing on August 13, 2008.
	4/A	March 27, 2008	Amendment to correct clerical error regarding total shares held in original filing on February 19, 2008.
	4/A	August 25, 2008	Amendment to clarify sale transaction reported on March 3, 2008 was made pursuant to a Rule 10b5-1 Plan.
	4/A	January 29, 2009	Amendment to correct clerical error in filing dated November 7, 2008 regarding nature of beneficial ownership of shares indirectly controlled by Dr. Abraham.
Gregory T. Dale	4	March 4, 2008	Late filing for grant of restricted stock on February 19, 2008.
	4/A	March 4, 2008	Amendment to clarify sale transaction filed on January 12, 2008 was made pursuant to a Rule 10b5-1 Plan.
	4/A	March 4, 2008	Amendment to clarify sale transaction filed on February 12, 2008 was made pursuant to a Rule 10b5-1 Plan.
	4/A	March 4, 2008	Amendment to clarify sale transaction filed on February 25, 2008 was made pursuant to a Rule 10b5-1 Plan.
Gian M. Fulgoni	4	March 4, 2008	Late filing for grant of restricted stock on February 18, 2008.
Jeffrey Ganek	4/A	March 24, 2009	Amendment to correct clerical error in filing dated June 16, 2008 regarding acquisition price for award of restricted stock.
Bruce Golden	4	June 16, 2008	Late filing for grant of restricted stock on June 4, 2008.
	4/A	March 24, 2009	Amendment to correct clerical error in filing dated June 16, 2008 regarding acquisition price for award of restricted stock.
John M. Green	4	March 4, 2008	Late filing for grant of restricted stock on February 18, 2008.
William J. Henderson	4	June 16, 2008	Late filing for grant of restricted stock on June 4, 2008.
	4/A	March 24, 2009	Amendment to correct clerical error in filing dated June 16, 2008 regarding acquisition price for award of restricted stock.

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<u>Name of Filer</u>	<u>Form</u>	<u>Date Filed</u>	<u>Description</u>
William Katz	4 4/A	June 16, 2008 March 24, 2009	Late filing for grant of restricted stock on June 4, 2008. Amendment to correct clerical error in filing dated June 16, 2008 regarding acquisition price for award of restricted stock.
Ronald J. Korn	4 4/A	June 16, 2008 March 24, 2009	Late filing for grant of restricted stock on June 4, 2008. Amendment to correct clerical error in filing dated June 16, 2008 regarding acquisition price for award of restricted stock.
Christiana L. Lin	4	March 4, 2008	Late filing for grant of restricted stock on February 18, 2008.
Jarl Mohn	4	June 16, 2008	Late filing for grant of restricted stock on June 4, 2008.

OTHER INFORMATION

Other Matters to be Presented at the Annual Meeting

We do not know of any matters to be presented at our 2009 annual meeting of stockholders other than those described in this proxy statement. If any other matters are properly brought before the annual meeting, proxies will be voted in accordance with the best judgment of the person or persons voting the proxies.

Security Holder Communication with Board Members

Any holder of our common stock may contact the board of directors or a specified individual director by writing to the attention of the board of directors (or a specified individual director) and sending such communication to the attention of our Corporate Secretary at our executive offices as identified in this proxy statement. Each communication from a stockholder should include the following information in order to permit us to confirm your status as a security holder and enable us to send a response if deemed appropriate:

- the name, mailing address and telephone number of the security holder sending the communication;
- the number and type of our securities owned by such security holder; and
- if the security holder is not a record owner of our securities, the name of the record owner of our securities beneficially owned by the security holder.

Our Corporate Secretary will forward all appropriate communications to the board of directors or individual members of the board of directors as specified in the communication. Our Corporate Secretary may, but is not required to, review all correspondence addressed to the board of directors, or any individual member of the board of directors, for any inappropriate correspondence more suitably directed to management.

Stockholder Proposals for 2010 Annual Meeting

Our bylaws provide for advance notice procedures to recommend a person for nomination as a director or to propose business to be considered by stockholders at a meeting. For the 2010 annual meeting of stockholders, such nominations or proposals, other than those made by or at the direction of the board of directors, must be submitted in writing and received by our Corporate Secretary at our offices no later than March 24, 2010, which is 90 days prior to the anniversary of the expected first mailing date of this proxy statement. If our 2010 annual meeting of stockholders is moved more than 30 days before or after the anniversary date of our 2009 annual meeting of stockholders, then the deadline is the close of business on the tenth day following the day notice of the date of the meeting was mailed or made public, whichever occurs first. Such proposals also must comply with all applicable requirements of the rules and regulations of the SEC. The chairperson of the stockholder meeting may refuse to acknowledge the introduction of your proposal if it is not made in compliance with the foregoing procedures or the applicable provisions of our bylaws.

In addition, for a stockholder proposal to be considered for inclusion in our proxy statement for the 2010 annual meeting of stockholders, the proposal must be submitted in writing and received by our Corporate Secretary at our offices at 11950 Democracy Drive, Suite 600, Reston, Virginia 20190 no later than February 22, 2010, which is 120 days prior to the anniversary of the expected mailing date of this proxy statement.

Householding of Annual Meeting Materials

Some banks, brokers and other nominee record holders may participate in the practice of “householding” proxy statements and their accompanying documents. This means that only one copy of our proxy statement is sent to multiple stockholders in your household. We will promptly deliver a separate copy of these documents without charge to you upon written request to comScore, Inc., 11950 Democracy Drive, Suite 600, Reston, Virginia 20190, Attn: Investor Relations. If you want to receive separate copies of our proxy statements in the future, or if you are receiving multiple copies and would like to receive only one copy per household, you should contact your bank, broker or other nominee record holder, or you may contact us at the above address and phone number.

**THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS OF
COMSCORE, INC.
FOR THE ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON JULY 29, 2009**

The undersigned stockholder of comScore, Inc., a Delaware corporation (the "Company"), hereby acknowledges receipt of the Notice of Annual Meeting of Stockholders and accompanying Proxy Statement each dated June 16, 2009 and hereby appoints Magid M. Abraham and Kenneth J. Tarpey, or one of them, proxies and attorneys-in-fact, each with full power of substitution, to represent the undersigned at the Annual Meeting of Stockholders of comScore, Inc. to be held on July 29, 2009 at 3:30 p.m., local time at the Company's office at 11950 Democracy Drive, Suite 600, Reston, Virginia 20190 and at any adjournment thereof, and to vote all shares of Common Stock of the Company held of record by the undersigned on June 15, 2009 as hereinafter specified upon the proposals listed, and with discretionary authority upon such other matters as may properly come before the meeting.

The Company's Annual Report on Form 10-K and Amendment No. 1 to Annual Report on Form 10-K/A for the year ended December 31, 2008 accompanies this Notice of Annual Meeting of Stockholders and Proxy Statement. These documents can also be accessed under the "Investor Relations" section of the Company's website at www.comscore.com.

(Continued and to be signed on the reverse side)

ANNUAL MEETING OF STOCKHOLDERS OF

COMSCORE, INC.

July 29, 2009

NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL:

The Notice of Meeting, Proxy Statement, Proxy Card are available under the "Investor Relations" section at www.comscore.com

Please sign, date and mail your proxy card in the envelope provided as soon as possible.

Please detach along perforated line and mail in the envelope provided.

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THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE ELECTION OF DIRECTORS AND "FOR" PROPOSAL 2. PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE

1. To elect two (2) Class II members of the board of directors to serve until the 2012 annual meeting of stockholder:

FOR ALL NOMINEES

WITHHOLD AUTHORITY FOR ALL NOMINEES

FOR ALL EXCEPT (See instructions below)

NOMINEES:

- William J. Henderson
Ronald J. Korn

2. To ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2009:

FOR AGAINST ABSTAIN

THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED IN THE MANNER DIRECTED HEREIN. IF NO SPECIFICATION IS MADE, THIS PROXY WILL BE VOTED "FOR" THE PROPOSALS HEREIN AND AS SAID PROXIES DEEM ADVISABLE IN THEIR DISCRETION ON SUCH OTHER MATTERS AS MAY PROPERLY COME BEFORE THE MEETING OR MAY OTHERWISE BE ALLOWED TO BE CONSIDERED AT THE MEETING. THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE "FOR" THE PROPOSALS HEREIN.

IN ORDER TO ASSURE YOUR REPRESENTATION AT THE ANNUAL MEETING OF STOCKHOLDERS, PLEASE MARK, SIGN, DATE AND RETURN THIS PROXY CARD PROMPTLY IN THE ENCLOSED ENVELOPE.

INSTRUCTIONS: To withhold authority to vote for any individual nominee(s), mark "FOR ALL EXCEPT" and fill in the circle next to each nominee you wish to withhold, as shown here:

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method.

Signature of Stockholder Date: Signature of Stockholder Date:

Note: Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.



ANNUAL MEETING OF STOCKHOLDERS OF

COMSCORE, INC.

July 29, 2009

PROXY VOTING INSTRUCTIONS

INTERNET - Access "www.voteproxy.com" and follow the on-screen instructions. Have your proxy card available when you access the web page, and use the Company Number and Account Number shown on your proxy card.

Vote online until 11:59 PM EDT the day before the meeting.

MAIL - Sign, date and mail your proxy card in the envelope provided as soon as possible.

IN PERSON - You may vote your shares in person by attending the Annual Meeting.

COMPANY NUMBER	
ACCOUNT NUMBER	

NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL : The Notice of Meeting, Proxy Statement, Proxy Card are available under the "Investor Relations" section at www.comscore.com

↓ Please detach along perforated line and mail in the envelope provided IF you are not voting via the Internet. ↓

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THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE ELECTION OF DIRECTORS AND "FOR" PROPOSAL 2. PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE ☒

1. To elect two (2) Class II members of the board of directors to serve until the 2012 annual meeting of stockholders:

- NOMINEES:**
- William J. Henderson
 - Ronald J. Korn
- FOR ALL NOMINEES**
- WITHHOLD AUTHORITY FOR ALL NOMINEES**
- FOR ALL EXCEPT**
(See instructions below)

2. To ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2009:

FOR AGAINST ABSTAIN

THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED IN THE MANNER DIRECTED HEREIN. IF NO SPECIFICATION IS MADE, THIS PROXY WILL BE VOTED "FOR" THE PROPOSALS HEREIN AND AS SAID PROXIES DEEM ADVISABLE IN THEIR DISCRETION ON SUCH OTHER MATTERS AS MAY PROPERLY COME BEFORE THE MEETING OR MAY OTHERWISE BE ALLOWED TO BE CONSIDERED AT THE MEETING. THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE "FOR" THE PROPOSALS HEREIN.

IN ORDER TO ASSURE YOUR REPRESENTATION AT THE ANNUAL MEETING OF STOCKHOLDERS, PLEASE MARK, SIGN, DATE AND RETURN THIS PROXY CARD PROMPTLY IN THE ENCLOSED ENVELOPE.

INSTRUCTIONS: To withhold authority to vote for any individual nominee(s), mark "FOR ALL EXCEPT" and fill in the circle next to each nominee you wish to withhold, as shown here: ●

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method.

Signature of Shareholder

Date:

Signature of Shareholder

Date:

Note: Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.