

COMSCORE, INC.
Form SC 13D
November 06, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT

TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO

§ 240.13d-2(a)

(Amendment No.)¹

comScore, Inc.

(Name of Issuer)

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

20564W105

(CUSIP Number)

JEFFREY C. SMITH

STARBOARD VALUE LP

777 Third Avenue, 18th Floor

New York, New York 10017

(212) 845-7977

STEVE WOLOSKY, ESQ.

ANDREW FREEDMAN, ESQ.

OLSHAN FROME WOLOSKY LLP

1325 Avenue of the Americas

New York, New York 10019

(212) 451-2300

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

October 25, 2017

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box “.”

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* § 240.13d-7 for other parties to whom copies are to be sent.

1 The remainder of this cover page shall be filled out for a reporting person’s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the *Notes*).

CUSIP NO. 20564W105

1 NAME OF REPORTING PERSON

STARBOARD VALUE LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF 7 SOLE VOTING POWER
SHARES BENEFICIALLY 4,105,457

OWNED BY 8 SHARED VOTING POWER

EACH REPORTING - 0 -

PERSON WITH 9 SOLE DISPOSITIVE POWER
4,105,457

10 SHARED DISPOSITIVE POWER

- 0 -

11

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

4,105,457*

12 CHECK BOX IF
THE AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

7.2%

14 TYPE OF REPORTING
PERSON

PN

* Includes 500,000 Shares underlying a certain forward purchase contract exercisable within 60 days hereof.

CUSIP NO. 20564W105

| | |
|---|--|
| 1 | NAME OF REPORTING PERSON |
| | STARBOARD VALUE AND OPPORTUNITY MASTER FUND LTD |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b) |
| 3 | SEC USE ONLY |
| 4 | SOURCE OF FUNDS |
| | WC |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION |
| | CAYMAN ISLANDS |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 |
| | SOLE VOTING POWER |
| | 3,143,406 |
| | 8 |
| | SHARED VOTING POWER |
| | - 0 - |
| | 9 |
| | SOLE DISPOSITIVE POWER |
| | 3,143,406 |
| | 10 |
| | SHARED DISPOSITIVE POWER |

- 0 -

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

3,143,406*

12 CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT
IN ROW (11)

5.5%

14 TYPE OF REPORTING
PERSON

CO

* Includes 500,000 Shares underlying a certain forward purchase contract exercisable within 60 days hereof.

CUSIP NO. 20564W105

1 NAME OF REPORTING PERSON

STARBOARD VALUE AND OPPORTUNITY S LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

| | | |
|---|---|-------------------|
| NUMBER OF | 7 | SOLE VOTING POWER |
| SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | | |
| | | 355,816 |

| | | |
|--|---|---------------------|
| | 8 | SHARED VOTING POWER |
| | | - 0 - |

| | | |
|--|---|------------------------|
| | 9 | SOLE DISPOSITIVE POWER |
| | | 355,816 |

10

SHARED
DISPOSITIVE
POWER

- 0 -

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

355,816

12 CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

14 Less than 1%
TYPE OF REPORTING
PERSON

OO

CUSIP NO. 20564W105

1 NAME OF REPORTING PERSON

STARBOARD VALUE AND OPPORTUNITY C LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 WC CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

| | | |
|---|----|-------------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | DELAWARE SOLE VOTING POWER |
| | | 198,863 |
| | 8 | SHARED VOTING POWER |
| | | - 0 - |
| | 9 | SOLE DISPOSITIVE POWER |
| | | 198,863 |
| | 10 | SHARED DISPOSITIVE POWER |

- 0 -

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

198,863

12 CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

14 Less than 1%
TYPE OF REPORTING
PERSON

PN

CUSIP NO. 20564W105

| | |
|---|--|
| 1 | NAME OF REPORTING PERSON |
| | STARBOARD VALUE R LP |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP (b) |
| 3 | SEC USE ONLY |
| 4 | SOURCE OF FUNDS |
| | OO |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION |
| | DELAWARE |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 |
| | SOLE VOTING POWER |
| | 198,863 |
| | 8 |
| | SHARED VOTING POWER |
| | - 0 - |
| | 9 |
| | SOLE DISPOSITIVE POWER |
| | 198,863 |
| | 10 |
| | SHARED DISPOSITIVE POWER |

- 0 -

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

198,863

12 CHECK BOX IF
THE AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

14 Less than 1%
TYPE OF REPORTING
PERSON

PN

6

CUSIP NO. 20564W105

| | |
|---|--|
| 1 | NAME OF REPORTING PERSON |
| | STARBOARD VALUE R GP LLC |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP (b) |
| 3 | SEC USE ONLY |
| 4 | SOURCE OF FUNDS |
| | OO |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION |
| | DELAWARE |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 |
| | SOLE VOTING POWER |
| | 198,863 |
| | 8 |
| | SHARED VOTING POWER |
| | - 0 - |
| | 9 |
| | SOLE DISPOSITIVE POWER |
| | 198,863 |
| | 10 |
| | SHARED DISPOSITIVE POWER |

- 0 -

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

198,863

12 CHECK BOX IF
THE AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

14 Less than 1%
TYPE OF REPORTING
PERSON

OO

7

CUSIP NO. 20564W105

| | |
|---|--|
| 1 | NAME OF REPORTING PERSON |
| | STARBOARD VALUE GP LLC |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP (b) |
| 3 | SEC USE ONLY |
| 4 | SOURCE OF FUNDS |
| | OO |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION |
| | DELAWARE |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 |
| | SOLE VOTING POWER |
| | 4,105,457 |
| OWNED BY EACH REPORTING PERSON WITH | 8 |
| | SHARED VOTING POWER |
| | - 0 - |
| PERSON WITH | 9 |
| | SOLE DISPOSITIVE POWER |
| | 4,105,457 |
| | 10 |
| | SHARED DISPOSITIVE POWER |

- 0 -

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

4,105,457*

12 CHECK BOX IF
THE AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

7.2%

14 TYPE OF REPORTING
PERSON

OO

* Includes 500,000 Shares underlying a certain forward purchase contract exercisable within 60 days hereof.

CUSIP NO. 20564W105

| | | |
|---|--|---|
| 1 | NAME OF REPORTING PERSON | |
| | STARBOARD PRINCIPAL CO LP | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP (b) | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS | |
| | OO | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION | |
| | DELAWARE | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER 4,105,457 SHARED VOTING POWER - 0 - SOLE DISPOSITIVE POWER |
| | 9 | 4,105,457 SHARED DISPOSITIVE POWER |
| | 10 | SHARED DISPOSITIVE POWER |

- 0 -

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

4,105,457*

12 CHECK BOX IF
THE AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

7.2%

14 TYPE OF REPORTING
PERSON

PN

* Includes 500,000 Shares underlying a certain forward purchase contract exercisable within 60 days hereof.

CUSIP NO. 20564W105

| | |
|---|--|
| 1 | NAME OF REPORTING PERSON |
| | STARBOARD PRINCIPAL CO GP LLC |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP (b) |
| 3 | SEC USE ONLY |
| 4 | SOURCE OF FUNDS |
| | OO |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION |
| | DELAWARE |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 |
| | SOLE VOTING POWER |
| | 4,105,457 |
| OWNED BY EACH REPORTING PERSON WITH | 8 |
| | SHARED VOTING POWER |
| | - 0 - |
| PERSON WITH | 9 |
| | SOLE DISPOSITIVE POWER |
| | 4,105,457 |
| | 10 |
| | SHARED DISPOSITIVE POWER |

- 0 -

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

4,105,457*

12 CHECK BOX IF
THE AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

7.2%

14 TYPE OF REPORTING
PERSON

OO

* Includes 500,000 Shares underlying a certain forward purchase contract exercisable within 60 days hereof.

CUSIP NO. 20564W105

| | |
|----|--|
| 1 | NAME OF REPORTING PERSON |
| | JEFFREY C. SMITH |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP (b) |
| 3 | SEC USE ONLY |
| 4 | SOURCE OF FUNDS |
| | OO |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION |
| | USA |
| 7 | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH |
| 8 | SOLE VOTING POWER |
| | - 0 - |
| 9 | SHARED VOTING POWER |
| | 4,105,457 |
| 10 | SOLE DISPOSITIVE POWER |
| | - 0 - |
| | SHARED DISPOSITIVE POWER |

4,105,457
11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

4,105,457*
12 CHECK BOX IF
THE AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

7.2%
14 TYPE OF REPORTING
PERSON

IN

* Includes 500,000 Shares underlying a certain forward purchase contract exercisable within 60 days hereof.

CUSIP NO. 20564W105

| | |
|----|--|
| 1 | NAME OF REPORTING PERSON |
| | MARK R. MITCHELL |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP (b) |
| 3 | SEC USE ONLY |
| 4 | SOURCE OF FUNDS |
| | OO |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION |
| | USA |
| 7 | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH |
| 8 | SOLE VOTING POWER |
| | - 0 - |
| 9 | SHARED VOTING POWER |
| | 4,105,457 |
| 10 | SOLE DISPOSITIVE POWER |
| | - 0 - |
| | SHARED DISPOSITIVE POWER |

4,105,457
11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

4,105,457*
12 CHECK BOX IF
THE AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

7.2%
14 TYPE OF REPORTING
PERSON

IN

* Includes 500,000 Shares underlying a certain forward purchase contract exercisable within 60 days hereof.

CUSIP NO. 20564W105

| | | |
|----|--|--------------------------|
| 1 | NAME OF REPORTING PERSON | |
| | PETER A. FELD | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | (a) |
| | | (b) |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS | |
| | OO | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION | |
| | USA | |
| 7 | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | SOLE VOTING POWER |
| | | - 0 - |
| 8 | | SHARED VOTING POWER |
| | | 4,105,457 |
| 9 | | SOLE DISPOSITIVE POWER |
| | | - 0 - |
| 10 | | SHARED DISPOSITIVE POWER |

4,105,457
11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

4,105,457*
12 CHECK BOX IF
THE AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

7.2%
14 TYPE OF REPORTING
PERSON

IN

* Includes 500,000 Shares underlying a certain forward purchase contract exercisable within 60 days hereof.

CUSIP NO. 20564W105

The following constitutes the Schedule 13D filed by the undersigned (the "Schedule 13D").

Item 1.

Security and Issuer.

This statement relates to the common stock, par value \$0.001 per share (the "Shares"), of comScore, Inc., a Delaware corporation (the "Issuer"). The address of the principal executive offices of the Issuer is 11950 Democracy Drive, Suite 600, Reston, Virginia 20190.

Item 2.

Identity and Background.

(a) This statement is filed by:

- (i) Starboard Value and Opportunity Master Fund Ltd, a Cayman Islands exempted company ("Starboard V&O Fund"), with respect to the Shares directly and beneficially owned by it;
- (ii) Starboard Value and Opportunity S LLC, a Delaware limited liability company ("Starboard S LLC"), with respect to the Shares directly and beneficially owned by it;
- (iii) Starboard Value and Opportunity C LP, a Delaware limited partnership ("Starboard C LP"), with respect to the Shares directly and beneficially owned by it;
 - (iv) Starboard Value R LP ("Starboard R LP"), as the general partner of Starboard C LP;
 - (v) Starboard Value R GP LLC ("Starboard R GP"), as the general partner of Starboard R LP;
- (vi) Starboard Value LP ("Starboard Value LP"), as the investment manager of Starboard V&O Fund, Starboard C LP and of a certain managed account (the "Starboard Value LP Account") and the manager of Starboard S LLC;
 - (vii) Starboard Value GP LLC ("Starboard Value GP"), as the general partner of Starboard Value LP;
 - (viii) Starboard Principal Co LP ("Principal Co"), as a member of Starboard Value GP;
 - (ix) Starboard Principal Co GP LLC ("Principal GP"), as the general partner of Principal Co;
- (x) Jeffrey C. Smith, as a member of Principal GP and as a member of each of the Management Committee of Starboard Value GP and the Management Committee of Principal GP;
- (xi) Mark R. Mitchell, as a member of Principal GP and as a member of each of the Management Committee of Starboard Value GP and the Management Committee of Principal GP; and
 - (xii) Peter A. Feld, as a member of Principal GP and as a member of each of the Management Committee of Starboard Value GP and the Management Committee of Principal GP.

CUSIP NO. 20564W105

Each of the foregoing is referred to as a “Reporting Person” and collectively as the “Reporting Persons.” Each of the Reporting Persons is party to that certain Joint Filing Agreement, as further described in Item 6. Accordingly, the Reporting Persons are hereby filing a joint Schedule 13D.

(b) The address of the principal office of each of Starboard S LLC, Starboard C LP, Starboard R LP, Starboard R GP, Starboard Value LP, Starboard Value GP, Principal Co, Principal GP, and Messrs. Smith, Mitchell and Feld is 777 Third Avenue, 18th Floor, New York, New York 10017. The address of the principal office of Starboard V&O Fund is 89 Nexus Way, Camana Bay, PO Box 31106, Grand Cayman KY1-1205, Cayman Islands. The officers and directors of Starboard V&O Fund and their principal occupations and business addresses are set forth on Schedule A and are incorporated by reference in this Item 2.

(c) The principal business of Starboard V&O Fund is serving as a private investment fund. Starboard V&O Fund has been formed for the purpose of making equity investments and, on occasion, taking an active role in the management of portfolio companies in order to enhance shareholder value. Starboard S LLC and Starboard C LP have been formed for the purpose of investing in securities and engaging in all related activities and transactions. Starboard Value LP provides investment advisory and management services and acts as the investment manager of Starboard V&O Fund, Starboard C LP and the Starboard Value LP Account and the manager of Starboard S LLC. The principal business of Starboard Value GP is providing a full range of investment advisory, pension advisory and management services and serving as the general partner of Starboard Value LP. The principal business of Principal Co is providing investment advisory and management services. Principal Co is a member of Starboard Value GP. Principal GP serves as the general partner of Principal Co. Starboard R LP serves as the general partner of Starboard C LP. Starboard R GP serves as the general partner of Starboard R LP. Messrs. Smith, Mitchell and Feld serve as members of Principal GP and the members of each of the Management Committee of Starboard Value GP and the Management Committee of Principal GP.

(d) No Reporting Person, nor any person listed on Schedule A, annexed hereto, has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) No Reporting Person, nor any person listed on Schedule A, annexed hereto, has, during the last five years, been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Messrs. Smith, Mitchell and Feld are citizens of the United States of America. The citizenship of the persons listed on Schedule A is set forth therein.

CUSIP NO. 20564W105

Item 3. Source and Amount of Funds or Other Consideration.

The Shares purchased by each of Starboard V&O Fund, Starboard S LLC and Starboard C LP and held in the Starboard Value LP Account were purchased with working capital (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business) in open market purchases, except as otherwise noted, as set forth in Schedule B, which is incorporated by reference herein. The aggregate purchase price of the 2,643,406 Shares beneficially owned by Starboard V&O Fund is approximately \$71,493,457, excluding brokerage commissions. The aggregate purchase price of the entered into over-the-counter forward purchase contract providing for the purchase of 500,000 Shares by Starboard V&O Fund is approximately \$14,860,000, excluding commissions. The aggregate purchase price of the 355,816 Shares beneficially owned by Starboard S LLC is approximately \$9,966,570, excluding brokerage commissions. The aggregate purchase price of the 198,863 Shares beneficially owned by Starboard C LP is approximately \$5,570,883, excluding brokerage commissions. The aggregate purchase price of the 407,372 Shares held in the Starboard Value LP Account is approximately \$10,847,100, excluding brokerage commissions.

Item 4. Purpose of Transaction.

The Reporting Persons purchased the Shares based on the Reporting Persons' belief that the Shares, when purchased, were undervalued and represented an attractive investment opportunity. Depending upon overall market conditions, other investment opportunities available to the Reporting Persons, and the availability of Shares at prices that would make the purchase or sale of Shares desirable, the Reporting Persons may endeavor to increase or decrease their position in the Issuer through, among other things, the purchase or sale of Shares on the open market or in private transactions or otherwise, on such terms and at such times as the Reporting Persons may deem advisable.

As more fully described in the Issuer's Form 8-K filed with the Securities and Exchange Commission on October 4, 2017, Starboard Value LP and certain of its affiliates (collectively, "Starboard") entered into an agreement with the Issuer (the "Agreement") on September 28, 2017, pursuant to which, among other things, the Issuer appointed Wesley Nichols, Paul Reilly and Bryan Wiener to the Board and agreed to appoint an additional independent director recommended by Starboard. On October 16, 2017, Michelle McKenna-Doyle was appointed to the Board as the additional independent appointee. Pursuant to the terms of the Agreement, Starboard agreed, among other things, to certain voting commitments with respect to the Issuer's next annual meeting of stockholders ("Next Annual Meeting") and also agreed to certain customary standstill provisions until the earlier of (i) 30 business days prior to the deadline for the submission of stockholder nominations for the Issuer's 2019 annual meeting of stockholders or (ii) 90 days prior to the first anniversary of the Next Annual Meeting. The foregoing summary of the Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Agreement, a copy of which is attached as Exhibit 10.1 hereto and is incorporated herein by reference.

No Reporting Person has any present plan or proposal which would relate to or result in any of the matters set forth in subparagraphs (a) - (j) of Item 4 of Schedule 13D except as set forth herein or such as would occur upon or in connection with completion of, or following, any of the actions discussed herein. The Reporting Persons intend to review their investment in the Issuer on a continuing basis. Depending on various factors including, without limitation, the Issuer's financial position and investment strategy, the price levels of the Shares, conditions in the securities markets and general economic and industry conditions, the Reporting Persons may in the future take such actions with respect to their investment in the Issuer as they deem appropriate including, without limitation, continuing to engage in communications with management and the Board, engaging in discussions with stockholders of the Issuer or other third parties about the Issuer and the Reporting Persons' investment, including potential business combinations or dispositions involving the Issuer or certain of its businesses, making recommendations or proposals to the Issuer concerning changes to the capitalization, ownership structure, board structure (including board composition), potential business combinations or dispositions involving the Issuer or certain of its businesses, or suggestions for improving the Issuer's financial and/or operational performance, purchasing additional Shares, selling

some or all of their Shares, engaging in short selling of or any hedging or similar transaction with respect to the Shares, including swaps and other derivative instruments, or changing their intention with respect to any and all matters referred to in Item 4.

CUSIP NO. 20564W105

Item 5. Interest in Securities of the Issuer.

The aggregate percentage of Shares reported owned by each person named herein is based upon 57,276,776 Shares outstanding, as of March 14, 2017, which is the total number of Shares outstanding as reported in the Issuer's Current Report on Form 8-K filed with the Securities and Exchange Commission on March 14, 2017.

A. Starboard V&O Fund

- (a) As of the close of business on November 6, 2017, Starboard V&O Fund beneficially owned 3,143,406 Shares, including 500,000 Shares underlying certain forward purchase contracts.

Percentage: Approximately 5.5%

- (b)
1. Sole power to vote or direct vote: 3,143,406
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 3,143,406
 4. Shared power to dispose or direct the disposition: 0

- (c) The transactions in the Shares by Starboard V&O Fund during the past sixty days are set forth in Schedule B and are incorporated herein by reference.

B. Starboard S LLC

- (a) As of the close of business on November 6, 2017, Starboard S LLC beneficially owned 355,816 Shares.

Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 355,816
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 355,816
 4. Shared power to dispose or direct the disposition: 0

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(c) The transactions in the Shares by Starboard S LLC during the past sixty days are set forth in Schedule B and are incorporated herein by reference.

C. Starboard C LP

(a) As of the close of business on November 6, 2017, Starboard C LP beneficially owned 198,863 Shares.
Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 198,863
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 198,863
 4. Shared power to dispose or direct the disposition: 0

(c) The transactions in the Shares by Starboard C LP during the past sixty days are set forth in Schedule B and are incorporated herein by reference.

D. Starboard R LP

(a) Starboard R LP, as the general partner of Starboard C LP, may be deemed the beneficial owner of the 198,863 shares owned by Starboard C LP.

Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 198,863
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 198,863
 4. Shared power to dispose or direct the disposition: 0

Starboard R LP has not entered into any transactions in the Shares during the past sixty days. The transactions in (c) the Shares on behalf of Starboard C LP during the past sixty days are set forth in Schedule B and are incorporated herein by reference.

E. Starboard R GP

(a) Starboard R GP, as the general partner of Starboard R LP, may be deemed the beneficial owner of the 198,863 shares owned by Starboard C LP.

Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 198,863
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 198,863
 4. Shared power to dispose or direct the disposition: 0

Starboard R GP has not entered into any transactions in the Shares during the past sixty days. The transactions in (c) the Shares on behalf of Starboard C LP during the past sixty days are set forth in Schedule B and are incorporated herein by reference.

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F. Starboard Value LP

As of the close of business on November 6, 2017, 407,372 Shares were held in the Starboard Value LP Account. Starboard Value LP, as the investment manager of Starboard V&O Fund, Starboard C LP and the Starboard Value (a) LP Account and the manager of Starboard S LLC, may be deemed the beneficial owner of the (i) 3,143,406 Shares owned by Starboard V&O Fund, (ii) 355,816 Shares owned by Starboard S LLC, (iii) 198,863 Shares owned by Starboard C LP, and (iv) 407,372 Shares held in the Starboard Value LP Account.
Percentage: Approximately 7.2%

- (b)
1. Sole power to vote or direct vote: 4,105,457
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 4,105,457
 4. Shared power to dispose or direct the disposition: 0

The transactions in the Shares by Starboard Value LP through the Starboard Value LP Account and on behalf of (c) each of Starboard V&O Fund, Starboard S LLC and Starboard C LP during the past sixty days are set forth in Schedule B and are incorporated herein by reference.

G. Starboard Value GP

Starboard Value GP, as the general partner of Starboard Value LP, may be deemed the beneficial owner of the (i) (a) 3,143,406 Shares owned by Starboard V&O Fund, (ii) 355,816 Shares owned by Starboard S LLC, (iii) 198,863 Shares owned by Starboard C LP, and (iv) 407,372 Shares held in the Starboard Value LP Account.
Percentage: Approximately 7.2%

- (b)
1. Sole power to vote or direct vote: 4,105,457
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 4,105,457
 4. Shared power to dispose or direct the disposition: 0

Starboard Value GP has not entered into any transactions in the Shares during the past sixty days. The transactions (c) in the Shares on behalf of each of Starboard V&O Fund, Starboard S LLC, Starboard C LP and through the Starboard Value LP Account during the past sixty days are set forth in Schedule B and are incorporated herein by reference.

H. Principal Co

Principal Co, as a member of Starboard Value GP, may be deemed the beneficial owner of the (i) 3,143,406 Shares (a) owned by Starboard V&O Fund, (ii) 355,816 Shares owned by Starboard S LLC, (iii) 198,863 Shares owned by Starboard C LP, and (iv) 407,372 Shares held in the Starboard Value LP Account.
Percentage: Approximately 7.2%

- (b)
1. Sole power to vote or direct vote: 4,105,457
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 4,105,457
 4. Shared power to dispose or direct the disposition: 0

(c) Principal Co has not entered into any transactions in the Shares during the past sixty days. The transactions in the Shares on behalf of each of Starboard V&O Fund, Starboard S LLC, Starboard C LP and through the Starboard

Value LP Account during the past sixty days are set forth in Schedule B and are incorporated herein by reference.
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I. Principal GP

Principal GP, as the general partner of Principal Co, may be deemed the beneficial owner of the (i)

- (a) 3,143,406 Shares owned by Starboard V&O Fund, (ii) 355,816 Shares owned by Starboard S LLC, (iii) 198,863 Shares owned by Starboard C LP, and (iv) 407,372 Shares held in the Starboard Value LP Account.

Percentage: Approximately 7.2%

- (b)
1. Sole power to vote or direct vote: 4,105,457
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 4,105,457
 4. Shared power to dispose or direct the disposition: 0

Principal GP has not entered into any transactions in the Shares during the past sixty days. The transactions in the (c) Shares on behalf of each of Starboard V&O Fund, Starboard S LLC, Starboard C LP and through the Starboard Value LP Account during the past sixty days are set forth in Schedule B and are incorporated herein by reference.

J. Messrs. Smith, Mitchell and Feld

Each of Messrs. Smith, Mitchell and Feld, as a member of Principal GP and as a member of each of the Management Committee of Starboard Value GP and the Management Committee of Principal GP, may be deemed

- (a) the beneficial owner of the (i) 3,143,406 Shares owned by Starboard V&O Fund, (ii) 355,816 Shares owned by Starboard S LLC, (iii) 198,863 Shares owned by Starboard C LP, and (iv) 407,372 Shares held in the Starboard Value LP Account.

Percentage: Approximately 7.2%

- (b)
1. Sole power to vote or direct vote: 0
 2. Shared power to vote or direct vote: 4,105,457
 3. Sole power to dispose or direct the disposition: 0
 4. Shared power to dispose or direct the disposition: 4,105,457

None of Messrs. Smith, Mitchell or Feld has entered into any transactions in the Shares during the past sixty days.

- (c) The transactions in the Shares on behalf of each of Starboard V&O Fund, Starboard S LLC, Starboard C LP and through the Starboard Value LP Account during the past sixty days are set forth in Schedule B and are incorporated herein by reference.

Each Reporting Person, as a member of a “group” with the other Reporting Persons for the purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, may be deemed the beneficial owner of the Shares directly owned by the other Reporting Persons. Each Reporting Person disclaims beneficial ownership of such Shares except to the extent of his or its pecuniary interest therein.

- (d) No person other than the Reporting Persons is known to have the right to receive, or the power to direct the receipt of dividends from, or proceeds from the sale of, the Shares.

(e) Not applicable.

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Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

On September 28, 2017, Starboard and the Issuer entered into the Agreement defined and described in Item 4 above and attached as Exhibit 99.1 hereto.

Starboard V&O Fund entered into a forward contract with Morgan Stanley as the counterparty on the date referenced in Schedule B providing for the purchase of an aggregate of 500,000 Shares having an aggregate purchase price of \$14,860,000 (the "Forward Contract"). The Forward Contract has a final valuation date of April 26, 2019, however, Starboard V&O Fund has the ability to elect early settlement after serving notice to Morgan Stanley of such intention at least two (2) scheduled trading days in advance of the desired early final valuation date. The Forward Contract provides for physical settlement. Until the settlement date, the Forward Contract does not give the Reporting Persons voting and dispositive control over the Shares to which such contract relates.

On November 6, 2017, the Reporting Persons entered into a Joint Filing Agreement in which the Reporting Persons agreed to the joint filing on behalf of each of them of statements on Schedule 13D with respect to the securities of the Issuer to the extent required by applicable law. The Joint Filing Agreement is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

Item 7.

Material to be Filed as Exhibits.

99.1 Agreement by and among comScore, Inc. and Starboard Value LP, Starboard Value and Opportunity Master Fund Ltd, Starboard Value and Opportunity S LLC, Starboard Value and Opportunity C LP, Starboard Value R LP, Starboard Value R GP LLC, Starboard Value GP LLC, Starboard Principal Co LP, and Starboard Principal Co GP LLC, dated September 28, 2017.

99.2 Joint Filing Agreement by and among Starboard Value and Opportunity Master Fund Ltd, Starboard Value and Opportunity S LLC, Starboard Value and Opportunity C LP, Starboard Value R LP, Starboard Value R GP LLC, Starboard Value LP, Starboard Value GP LLC, Starboard Principal Co LP, Starboard Principal Co GP LLC, Jeffrey C. Smith, Mark R. Mitchell and Peter A. Feld, dated November 6, 2017.

99.3 Power of Attorney for Jeffrey C. Smith, Mark R. Mitchell and Peter A. Feld, dated September 15, 2011.

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SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: November 6, 2017

STARBOARD VALUE AND OPPORTUNITY MASTER FUND LTD

By: Starboard Value LP,
its investment manager

Starboard Value and Opportunity S LLC

By: Starboard Value LP,
its manager

STARBOARD VALUE GP LLC

By: Starboard Principal Co LP,
its member

Starboard Value and Opportunity C LP

By: Starboard Value R LP,
its general partner

STARBOARD PRINCIPAL CO LP

By: Starboard Principal Co GP LLC,
its general partner

STARBOARD VALUE R LP

By: Starboard Value R GP LLC,
its general partner

STARBOARD PRINCIPAL CO GP LLC

Starboard Value R GP LLC

STARBOARD VALUE LP

By: Starboard Value GP LLC,
its general partner

By: /s/ Jeffrey C. Smith
Name: Jeffrey C. Smith
Title: Authorized Signatory

/s/ Jeffrey C. Smith
Jeffrey C. Smith
Individually and as attorney-in-fact for Mark R. Mitchell and Peter A. Feld

CUSIP NO. 20564W105

SCHEDULE A

Directors and Officers of Starboard Value and Opportunity Master Fund Ltd

| <u>Name and Position</u> | <u>Principal Occupation</u> | <u>Principal Business Address</u> | <u>Citizenship</u> |
|--------------------------|---|---|--------------------|
| Patrick Agemian | Director of Global Funds Management, Ltd. | PO Box 10034, Harbour Place 2nd Floor 103 South Church Street Grand Cayman Cayman Islands, KY1-1001 | Canada |
| Mark R. Mitchell | Director* | dms Governance dms House, 20 Genesis Close P.O. Box 31910 Grand Cayman Cayman Islands, KY1-1208 | |
| Don Seymour | Managing Director of dms Governance | P.O. Box 31910 Grand Cayman Cayman Islands, KY1-1208 | Cayman Islands |

* Mr. Mitchell is a Reporting Person and, as such, the information with respect to Mr. Mitchell called for by Item 2 of Schedule 13D is set forth therein.

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SCHEDULE B**Transactions in the Shares During the Past Sixty Days**

| <u>Nature of the Transaction</u> | <u>Amount of Securities</u> <u>Purchased/(Sold)</u> | <u>Price (\$)</u> | <u>Date of</u> <u>Purchase/Sale</u> |
|----------------------------------|--|-------------------|--|
|----------------------------------|--|-------------------|--|

STARBOARD VALUE AND OPPORTUNITY MASTER FUND LTD

| | | | |
|------------------------------|-----------|---------|------------|
| Purchase of Common Stock | 42,507 | 28.1304 | 10/25/2017 |
| Purchase of Common Stock | 42,507 | 28.1304 | 10/25/2017 |
| Purchase of Common Stock | 20,708 | 28.1709 | 10/25/2017 |
| Purchase of Common Stock | 20,707 | 28.1709 | 10/25/2017 |
| Purchase of Common Stock | 111,374 | 28.4047 | 10/25/2017 |
| Purchase of Common Stock | 111,373 | 28.4047 | 10/25/2017 |
| Purchase of Common Stock | 1,114 | 29.0017 | 10/26/2017 |
| Purchase of Common Stock | 1,115 | 29.0017 | 10/26/2017 |
| Purchase of Common Stock | 15,060 | 29.0921 | 10/26/2017 |
| Purchase of Common Stock | 15,060 | 29.0921 | 10/26/2017 |
| Purchase of Common Stock | 75 | 29.1500 | 10/26/2017 |
| Purchase of Common Stock | 75 | 29.1500 | 10/26/2017 |
| Purchase of Common Stock | 130,758 | 29.4478 | 10/26/2017 |
| Purchase of Common Stock | 130,759 | 29.4478 | 10/26/2017 |
| Purchase of Forward Contract | 500,000 | 29.7200 | 10/26/2017 |
| Sale of Common Stock | (500,000) | 29.7200 | 10/26/2017 |
| Purchase of Common Stock | 9,413 | 29.6200 | 10/27/2017 |
| Purchase of Common Stock | 9,412 | 29.6200 | 10/27/2017 |
| Purchase of Common Stock | 8,351 | 29.8977 | 10/30/2017 |
| Purchase of Common Stock | 8,351 | 29.8977 | 10/30/2017 |
| Purchase of Common Stock | 7,530 | 29.9900 | 10/30/2017 |
| Purchase of Common Stock | 7,530 | 29.9900 | 10/30/2017 |
| Purchase of Common Stock | 9,413 | 29.9000 | 10/31/2017 |
| Purchase of Common Stock | 9,412 | 29.9000 | 10/31/2017 |
| Purchase of Common Stock | 22,524 | 29.6467 | 11/01/2017 |
| Purchase of Common Stock | 22,524 | 29.6467 | 11/01/2017 |
| Purchase of Common Stock | 58,212 | 29.6866 | 11/03/2017 |
| Purchase of Common Stock | 58,212 | 29.6866 | 11/03/2017 |
| Purchase of Common Stock | 4,878 | 29.7645 | 11/06/2017 |
| Purchase of Common Stock | 4,877 | 29.7645 | 11/06/2017 |
| Purchase of Common Stock | 11,619 | 29.7460 | 11/06/2017 |
| Purchase of Common Stock | 11,619 | 29.7460 | 11/06/2017 |

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Starboard Value and Opportunity S LLC

Purchase of Common Stock 10,048 28.1304 10/25/2017
 Purchase of Common Stock 4,895 28.1709 10/25/2017
 Purchase of Common Stock 26,327 28.4047 10/25/2017
 Purchase of Common Stock 263 29.0017 10/26/2017
 Purchase of Common Stock 3,560 29.0921 10/26/2017
 Purchase of Common Stock 18 29.1500 10/26/2017
 Purchase of Common Stock 30,910 29.4478 10/26/2017
 Purchase of Common Stock 2,225 29.6200 10/27/2017
 Purchase of Common Stock 1,974 29.8977 10/30/2017
 Purchase of Common Stock 1,780 29.9900 10/30/2017
 Purchase of Common Stock 2,225 29.9000 10/31/2017
 Purchase of Common Stock 5,232 29.6467 11/01/2017
 Purchase of Common Stock 13,523 29.6866 11/03/2017
 Purchase of Common Stock 1,133 29.7645 11/06/2017
 Purchase of Common Stock 2,699 29.7460 11/06/2017

Starboard Value and Opportunity C LP

Purchase of Common Stock 5,645 28.1304 10/25/2017
 Purchase of Common Stock 2,750 28.1709 10/25/2017
 Purchase of Common Stock 14,791 28.4047 10/25/2017
 Purchase of Common Stock 148 29.0017 10/26/2017
 Purchase of Common Stock 2,000 29.0921 10/26/2017
 Purchase of Common Stock 10 29.1500 10/26/2017
 Purchase of Common Stock 17,365 29.4478 10/26/2017
 Purchase of Common Stock 1,250 29.6200 10/27/2017
 Purchase of Common Stock 1,109 29.8977 10/30/2017
 Purchase of Common Stock 1,000 29.9900 10/30/2017
 Purchase of Common Stock 1,250 29.9000 10/31/2017
 Purchase of Common Stock 2,947 29.6467 11/01/2017
 Purchase of Common Stock 7,617 29.6866 11/03/2017
 Purchase of Common Stock 638 29.7645 11/06/2017
 Purchase of Common Stock 1,520 29.7460 11/06/2017

STARBOARD VALUE LP**(Through the Starboard Value LP Account)**

Purchase of Common Stock 12,193 28.1304 10/25/2017
Purchase of Common Stock 5,940 28.1709 10/25/2017
Purchase of Common Stock 31,948 28.4047 10/25/2017
Purchase of Common Stock 320 29.0017 10/26/2017
Purchase of Common Stock 4,320 29.0921 10/26/2017
Purchase of Common Stock 22 29.1500 10/26/2017
Purchase of Common Stock 37,508 29.4478 10/26/2017
Purchase of Common Stock 2,700 29.6200 10/27/2017
Purchase of Common Stock 2,395 29.8977 10/30/2017
Purchase of Common Stock 2,160 29.9900 10/30/2017
Purchase of Common Stock 2,700 29.9000 10/31/2017
Purchase of Common Stock 6,916 29.6467 11/01/2017
Purchase of Common Stock 17,875 29.6866 11/03/2017
Purchase of Common Stock 1,498 29.7645 11/06/2017
Purchase of Common Stock 3,568 29.7460 11/06/2017