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UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

_____, Individually and on Behalf of all Others Similarly Situated, Plaintiff, v. COMSCORE, INC., SERGE MATTA, and MELVIN WESLEY III, Defendants.	**Case No.** **CLASS ACTION COMPLAINT FOR VIOLATIONS OF FEDERAL SECURITIES LAWS** **<u>JURY TRIAL DEMANDED</u>**

Plaintiff _____ ("Plaintiff"), individually and on behalf of all other persons similarly situated, by Plaintiff's undersigned attorneys, for Plaintiff's complaint against Defendants, alleges the following based upon personal knowledge as to Plaintiff and Plaintiff's own acts, and information and belief as to all other matters, based upon, *inter alia*, the investigation conducted by and through Plaintiff's attorneys, which included, among other things, a review of the defendants' public documents, conference calls and announcements made by defendants, United States Securities and Exchange Commission ("SEC") filings, wire and press releases published by and regarding comScore, Inc. ("comScore" or the "Company"), analysts' reports and advisories about the Company, and information readily obtainable on the Internet. Plaintiff believes that substantial evidentiary support will exist for the allegations set forth herein after a reasonable opportunity for discovery.

NATURE OF THE ACTION

1. This is a federal securities class action on behalf of a class consisting of all persons other than Defendants (defined below) who purchased or otherwise acquired comScore securities between February 23, 2015 and March 7, 2016, both dates inclusive (the "Class Period"). Plaintiff seeks to recover compensable damages caused by Defendants' violations of the federal securities laws and to pursue remedies under Sections 10(b) and 20(a) of the Securities Exchange Act of 1934 (the "Exchange Act") and Rule 10b-5 promulgated thereunder, against the Company and certain of its officers and/or directors.

JURISDICTION AND VENUE

2. The claims asserted herein arise under and pursuant to §§10(b) and 20(a) of the Exchange Act (15 U.S.C. §§78j(b) and §78t(a)) and Rule 10b-5 promulgated thereunder by the SEC (17 C.F.R. §240.10b-5).

3. This Court has jurisdiction over the subject matter of this action under 28 U.S.C. §1331 and §27 of the Exchange Act.

4. Venue is proper in this District pursuant to §27 of the Exchange Act (15 U.S.C. §78aa) and 28 U.S.C. §1391(b) as a significant portion of the Defendants' actions, and the subsequent damages, took place within this District.

5. In connection with the acts, conduct and other wrongs alleged in this Complaint, Defendants, directly or indirectly, used the means and instrumentalities of interstate commerce, including but not limited to, the United States mail, interstate telephone communications and the facilities of the national securities exchange.

PARTIES

6. Plaintiff, as set forth in the accompanying Certification, purchased comScore securities at artificially inflated prices during the Class Period and was damaged upon the revelation of the alleged corrective disclosures.

7. Defendant comScore provides digital media analytics products and services for content publishers, advertisers, advertising agencies, and network operators primarily in the United States, Canada, Europe, Latin America, and Asia. The Company is incorporated in Delaware with principal executive offices located at 11950 Democracy Drive, Suite 600, Reston, Virginia 20190. comScore's securities trade on the NASDAQ under the ticker symbol "SCOR."

8. Defandant Serge Matta ("Matta") has been a director of comScore since April 2014, the Chief Executive Officer ("CEO") of comScore since March 2014, and the President of comScore since June 2013.

9. Defendant Melvin Wesley III ("Wesley") has been the Chief Financial Officer ("CFO") of comScore since August 2014.

10. The Defendants Matta and Wesley are sometimes referred to herein as the "Individual Defendants."

11. Defendant comScore and the Individual Defendants are referred to herein, collectively, as the "Defendants."

12. Each of the Individual Defendants:

a. directly participated in the management of the Company;

b. was directly involved in the day-to-day operations of the Company at the highest levels;

c. was privy to confidential proprietary information concerning the Company and its business and operations;

d. was directly or indirectly involved in drafting, producing, reviewing and/or disseminating the false and misleading statements and information alleged herein;

e. was directly or indirectly involved in the oversight or implementation of the Company's internal controls;

f. was aware of or recklessly disregarded the fact that the false and misleading statements were being issued concerning the Company; and/or

g. approved or ratified these statements in violation of the federal securities laws.

13. comScore is liable for the acts of the Individual Defendants and its employees under the doctrine of *respondeat superior* and common law principles of agency as all of the wrongful acts complained of herein were carried out within the scope of their employment with authorization.

14. The scienter of the Individual Defendants and other employees and agents of the Company is similarly imputed to comScore under *respondeat superior* and agency principles.

SUBSTANTIVE ALLEGATIONS

Materially False and Misleading Statements

15. On February 20, 2015 the Company filed a Form 10-K for the fiscal year ended December 31, 2014 (the "2014 10-K") with the SEC, which provided the Company's year-end financial results and position and stated that the Company's internal control over financial reporting was effective as of December 31, 2014. The 2014 10-K was signed by Defendant Matta. The 2014 10-K also contained signed certifications pursuant to the Sarbanes-Oxley Act of

2002 ("SOX") by Defendants Matta and Wesley attesting to the accuracy of financial reporting and effectiveness of internal controls.

16. On May 5, 2015, the Company filed a Form 10-Q for the quarter ending March 31, 2015 (the "1Q15 10-Q") with the SEC, which contained the Company's financial results for the quarter ending March 31, 2015. The 1Q15 10-Q was signed by Defendant Wesley. Attached to the 1Q15 10-Q were SOX certifications signed by Defendants Matta and Wesley attesting to the accuracy of financial reporting and effectiveness of internal controls.

17. On August 7, 2015, the Company filed a Form 10-Q for the quarter ending June 30, 2015 (the "2Q15 10-Q") with the SEC, which contained the Company's financial results for the quarter ending June 30, 2015. The 2Q15 10-Q was signed by Defendant Wesley. Attached to the 2Q15 10-Q were SOX certifications signed by Defendants Matta and Wesley attesting to the accuracy of financial reporting and effectiveness of internal controls.

18. On November 6, 2015, the Company filed a Form 10-Q for the quarter ending September 30, 2015 (the "3Q15 10-Q") with the SEC, which contained the Company's financial results for the quarter ending September 30, 2015. The 3Q15 10-Q was signed by Defendant Wesley. Attached to the 3Q15 10-Q were SOX certifications signed by Defendants Matta and Wesley attesting to the accuracy of financial reporting and effectiveness of internal controls.

19. The statements referenced in ¶¶ 15 – 18 above were materially false and/or misleading because they misrepresented and failed to disclose the following adverse facts pertaining to the Company's business, operational and financial results, which were known to Defendants or recklessly disregarded by them. Specifically, Defendants made false and/or misleading statements and/or failed to disclose that: (1) comScore's accounting practices were not in compliance with applicable SEC regulations; (2) comScore lacked adequate internal

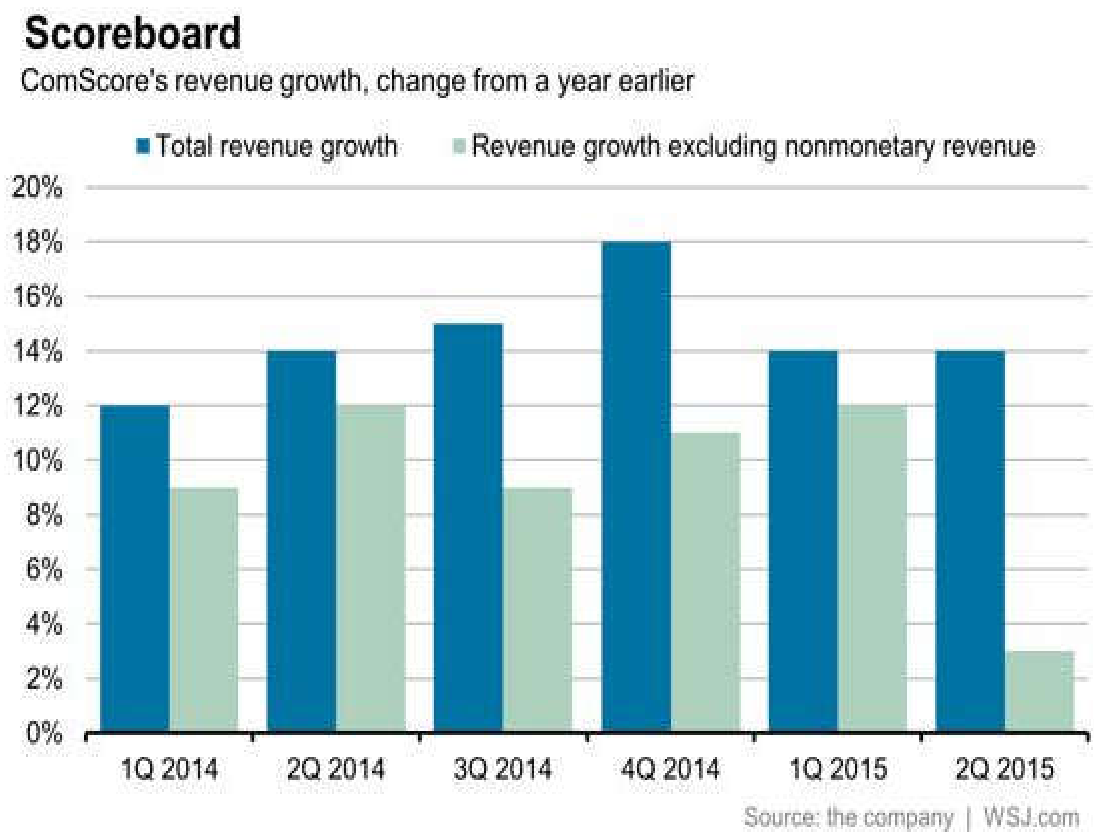
controls over accounting; (3) comScore would be unable to file its Form 10-K for the fiscal year ended December 31, 2015 in a timely manner; and (4) as a result, comScore's financial statements, as well as Defendants' statements about comScore's business, operations, and prospects, were false and misleading and/or lacked a reasonable basis.

The Truth Slowly Emerges

20. On August 31, 2015, *The Wall Street Journal* published an article entitled, "Is comScore's Revenue Growth as Good as It Seems?", questioning comScore's revenue growth, stating in relevant part:

> **Is comScore's Revenue Growth as Good as It Seems?**
> The majority of comScore's second-quarter revenue growth came from "nonmonetary" transactions with no cash attached
>
> Growth-starved investors have rewarded companies that can increase revenues. But investors should dig into what is driving their growth.
>
> Internet analytics company comScore is an example. It reported second-quarter revenue of $91.4 million on Aug. 4, up 14% from a year earlier. A note within its quarterly filing explained, though, that $10.8 million was "nonmonetary" revenue. Exclude that, and comScore's revenue would have grown only 3%.
>
> **Nonmonetary revenue is financialspeak to say comScore booked revenue from barter agreements where actual cash wouldn't be changing hands. In this case, it was for the exchange of data with other companies.**
>
> ComScore appears to have been acting in accordance with the relevant accounting standards in its approach. These allow for companies to record nonmonetary transactions with "commercial substance" at the estimated fair value of the assets surrendered.
>
> **Even so, the significance of these nonmonetary revenues to the company's top line warrants scrutiny.** Growth in revenue from bartering accounted for the majority of comScore's sales growth in the most recent quarter.
>
> What's more, the gains are based on estimates of the assets' fair value; that is subjective by nature and has been open to question in the past in other industries, namely banking. A further wrinkle: About 20% of the nonmonetary revenue in the second quarter came via a related-party transaction. ComScore didn't reveal the identity of the company involved.

The issue of nonmonetary revenue has piqued investors' interest. At an Aug. 12 investor conference hosted by Oppenheimer, comScore finance chief Mel Wesley responded to an analyst's question about bartering. The company uses data-sharing agreements to get access to data sets owned by others that it deems necessary for developing products, Mr. Wesley said.



These arrangements allow it to avoid having to pay for the data or enter into revenue-sharing agreements. And comScore determines how much revenue to book based on the average historical cash sales of the same product. That seems like an appropriate approach to fair-valuing the asset, but investors don't know much beyond that about the company's method.

Mr. Wesley added that comScore doesn't often do such deals. But its filings show nonmonetary revenue has ramped up significantly over the past 12 months. It accounted for about 8% of comScore's total revenue over the period, versus only 2% in the previous 12 months.

ComScore's stock, meanwhile, reached a 52-week high earlier this month, closing at $64.64 on Aug. 17. It has fallen off a bit since then but is still up about 40% from where it traded a year ago.

Granted, comScore released the mobile version of its validated Campaign Essentials (vCE) product for advertising analytics in the spring, and its Xmedia tool for measuring audiences across TV and digital media is now in beta. It stands to reason the company would have greater need for the swapped data sets in the quarters leading up to these product launches.

And while comScore has reported an annual net loss for the past five years, some analysts value it on the basis of free-cash flow, which would be unaffected by nonmonetary sales. Free-cash flow, defined as operating cash flow less capital expenditures and capital lease payments, climbed by 63% during the first half of 2015 and more than doubled in the second quarter.

Still, this doesn't change the fact that much of the company's reported top-line growth has come from revenue that brings no cash in the door. And, while comScore backs out noncash expenses such as stock-based compensation in its adjusted earnings calculations, it doesn't back out noncash revenue.

Indeed, the transactions raise eyebrows among accounting specialists. "**If nothing else, it makes the revenue growth suspect,"** said Charles Mulford, a professor of accounting at Georgia Tech's Scheller College of Business. **"They're adhering to the letter of commercial substance. But an investor should ask: Does it capture the economic substance?"**

A company swapping data with another company wouldn't see any benefit to future cash flows—a measure of commercial substance—unless it can go out and resell the data, Mr. Mulford said.

That remains something of an open question for comScore. It says its vCE business, of which vCE Mobile is a part, already accounts for about 10% of revenue and is expected to contribute $100 million in annual revenue by 2017. Xmedia has yet to fully launch, though, so the bulk of its cash flows remain hypothetical.

Investors have reason to be wary of nonmonetary revenue, says J. Edward Ketz, a professor of accounting at Penn State University. Standard setters didn't go far enough in modifying accounting rules after Internet companies swapping fiber optic capacity ran into trouble with their accounting early in the last decade, he argues.

Investors cheering comScore's top-line growth should take closer note of where it is coming from.

[Emphasis added].

21. On this news shares of comScore fell $5.31 per share or approximately 10% over the next two days to close at $48.15 per share on September 1, 2015, damaging investors.

22. On February 29, 2016, during aftermarket hours, the Company filed a Form NT 10-K with the SEC announcing that it is unable to timely file its Form 10-K for the period ended December 31, 2015 (the "2015 10-K"), stating in relevant part:

> State below in reasonable detail why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.
>
> **comScore, Inc. (the "Company") is unable to file, without unreasonable effort and expense, its Annual Report on Form 10-K for the fiscal year ended December 31, 2015 (the "Form 10-K") because it requires additional time to prepare its financial statements and complete the external audit of those statements included in the Form 10-K.** On February 19, 2016, the Audit Committee of the Company's Board of Directors (the "Audit Committee") received a message regarding certain potential accounting matters. In response, the Audit Committee immediately commenced a review of the matters with the assistance of independent counsel and advisors. As a result, the Company has not finalized its financial statements pending completion of the review, and the Company is not in a position to file its Form 10-K until after the completion of the Audit Committee's review. **The Company expects to file the Form 10-K by March 15, 2016, which is within the permitted 15-day extension of the prescribed due date of February 29, 2016.**
>
> [Emphasis added].

23. On this news shares of comScore fell $1.15 per share or approximately 3% from its previous closing price to close at $40.00 per share on March 1, 2016, further damaging investors.

24. On March 7, 2016, the Company filed an amended Form NT 10-K with the SEC, announcing that it is unable to timely file its 2015 10-K by March 15, 2016, the deadline for the 15-day extension period permitted under Rule 12b-25 of the Exchange Act, stating in relevant part:

State below in reasonable detail why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

On February 29, 2016, comScore, Inc. (the "Company") filed with the SEC a Form 12b-25, Notification of Late Filing, with regard to its Annual Report on Form 10-K for the year ended December 31, 2015 (the "Form 10-K") because the Audit Committee of the Company's Board of Directors (the "Audit Committee") had not finalized an ongoing review of certain potential accounting matters with the assistance of independent counsel and advisors. The Audit Committee continues to work vigorously with its independent counsel and advisors to complete its internal review as soon as possible. **On March 5, 2016, however, the Audit Committee advised the Company's Board of Directors that it did not expect to finalize its review before March 15, 2016. As a result, the Company has not finalized its financial statements pending completion of the review, and the Company is not in a position to file its Form 10-K until after the Audit Committee completes its review and the Company's independent public accountants assess the conclusions of the Audit Committee in connection with their audit of the Company's annual financial statements included in the Form 10-K.**

The Company proactively contacted the staff of the Securities and Exchange Commission regarding the Audit Committee's internal review. The Company does not expect to make further comment regarding the Audit Committee's review until its conclusion.

[Emphasis added].

25. On March 7, 2016, the Company issued a press release entitled, comScore, Inc. Delays Filing of Annual Report on Form 10-K, announcing that is unable to timely file its 2015 10-K by March 15, 2016, the deadline for the 15-day extension period permitted under Rule 12b-25 of the Exchange Act, and that the Company is suspending the previously announced share repurchase program, stating in relevant part:

comScore, Inc. Delays Filing of Annual Report on Form 10-K

Company Postpones Previously-Announced Investor Day Pending Completion of Internal Review

RESTON, VA - March 7, 2016 - comScore, Inc. (NASDAQ: SCOR) announced that it is delaying the filing of its Annual Report on Form 10-K for the year ended December 31, 2015.

On February 19, 2016, the Audit Committee of comScore's Board of Directors received a message regarding certain potential accounting matters. In response, the Audit Committee immediately commenced a review of the matters with the assistance of independent counsel and advisors. On February 29, 2016, comScore filed a Form 12b-25, Notification of Late Filing, with regard to the foregoing with the Securities and Exchange Commission. **At the time of that filing, comScore expected that it would be able to file its Annual Report on Form 10-K within the 15-day extension period provided by the form.**

comScore's Audit Committee continues to work vigorously with its independent counsel and advisors to complete its internal review as soon as possible. On March 5, 2016, however, the Audit Committee advised comScore's Board of Directors that it did not expect to finalize its review before March 15, 2016. As a result, comScore has not finalized its financial statements pending completion of the review, and it is not in a position to file its Form 10-K until after the Audit Committee completes its review and comScore's independent public accountants assess the conclusions of the Audit Committee in connection with their audit of comScore's annual financial statements to be included in its Form 10-K. On March 7, 2016, **comScore amended its Form 12b-25, Notification of Late Filing, to indicate it would not file the Form 10-K prior to the extended deadline of March 15, 2016. comScore does not expect to make further comment regarding its Audit Committee's review until its conclusion.**

Given the ongoing internal review by its Audit Committee, comScore announced it is postponing its Investor Day, previously scheduled for March 16, 2016, until such review is concluded and comScore has filed its Form 10-K.

comScore's Board of Directors also determined on March 5, 2016 out of an abundance of caution to suspend the company's previously announced share repurchase program. This will be reevaluated following the completion of the internal review and the filing of comScore's Form 10-K.

[Emphasis added].

26. On March 7, 2016, *The Wall Street Journal* published an article entitled, "ComScore: What's Behind Its Delayed Filing?", alluding that comScore's questionable revenue growth may have triggered comScore's decision to delay the filing of its 2015 10-K, stating in relevant part:

ComScore: What's Behind Its Delayed Filing?

The Internet measurement firm's aggressive accounting practices may have caught up with it

ComScore has pushed the envelope with its accounting. Now it seems it might have pushed it a bit too far.

The Internet analytics company said Monday it is delaying the filing of its annual report and postponing its investor day after receiving a message regarding "certain potential accounting matters" on Feb. 19. ComScore said its audit committee is working "vigorously" with independent counsel to complete a review but that it would suspend its previously announced share buyback program "out of an abundance of caution." **Shares fell more than 30%.**

It is unclear whether the accounting matters are related to comScore's "nonmonetary revenue." Last August, the Wall Street Journal called attention to the company's practice of recording such revenue, which is generated through sales booked from barter agreements and comes with no cash. ComScore has said the agreements allow it to access valuable data for use in developing its products. **But their fair value is based on subjective estimates, raising eyebrows among investors.**

ComScore has been reducing the portion of its revenue coming from nonmonetary sources. It got 12% of revenue from such sources in the second quarter of 2015, 10% in the third quarter and 5% in the fourth quarter. Nonmonetary revenue flattered sales growth in the second and third quarters. But sales growth actually would have been higher without it in the fourth quarter because the company relied more heavily on it in the year-earlier period.

Whether or not that issue triggered Monday's announcement, it should have raised red flags.

[Emphasis added].

27. On this news shares of comScore fell $13.67 per share or approximately 34% from its previous closing price to close at $27.04 per share on March 7, 2016, further damaging investors.

28. As a result of Defendants' wrongful acts and omissions, and the precipitous decline in the market value of the Company's securities, Plaintiff and other Class members have suffered significant losses and damages.

PLAINTIFF'S CLASS ACTION ALLEGATIONS

29. Plaintiff brings this action as a class action pursuant to Federal Rule of Civil Procedure 23(a) and (b)(3) on behalf of a Class, consisting of all those who purchased or otherwise acquired comScore securities trade on the NASDAQ during the Class Period (the "Class"); and were damaged upon the revelation of the alleged corrective disclosures. Excluded from the Class are Defendants herein, the officers and directors of the Company, at all relevant times, members of their immediate families and their legal representatives, heirs, successors or assigns and any entity in which Defendants have or had a controlling interest.

30. The members of the Class are so numerous that joinder of all members is impracticable. Throughout the Class Period, comScore securities were actively traded on the NASDAQ. While the exact number of Class members is unknown to Plaintiff at this time and can be ascertained only through appropriate discovery, Plaintiff believes that there are hundreds or thousands of members in the proposed Class. Record owners and other members of the Class may be identified from records maintained by comScore or its transfer agent and may be notified of the pendency of this action by mail, using the form of notice similar to that customarily used in securities class actions.

31. Plaintiff's claims are typical of the claims of the members of the Class as all members of the Class are similarly affected by Defendants' wrongful conduct in violation of federal law that is complained of herein.

32. Plaintiff will fairly and adequately protect the interests of the members of the Class and has retained counsel competent and experienced in class and securities litigation. Plaintiff has no interests antagonistic to or in conflict with those of the Class.

33. Common questions of law and fact exist as to all members of the Class and predominate over any questions solely affecting individual members of the Class. Among the questions of law and fact common to the Class are:

- whether the federal securities laws were violated by Defendants' acts as alleged herein;
- whether statements made by Defendants to the investing public during the Class Period misrepresented material facts about the business, operations and management of comScore;
- whether the Individual Defendants caused comScore to issue false and misleading public statements during the Class Period;
- whether Defendants acted knowingly or recklessly in issuing false and misleading public statements;
- whether the prices of comScore securities during the Class Period were artificially inflated because of the Defendants' conduct complained of herein; and,
- whether the members of the Class have sustained damages and, if so, what is the proper measure of damages.

34. A class action is superior to all other available methods for the fair and efficient adjudication of this controversy since joinder of all members is impracticable. Furthermore, as the damages suffered by individual Class members may be relatively small, the expense and burden of individual litigation make it impossible for members of the Class to individually redress the wrongs done to them. There will be no difficulty in the management of this action as a class action.

35. Plaintiff will rely, in part, upon the presumption of reliance established by the fraud-on-the-market doctrine in that:

- Defendants made public misrepresentations or failed to disclose material facts during the Class Period;
- the omissions and misrepresentations were material;

- comScore securities are traded in efficient markets;
- the Company's shares were liquid and traded with moderate to heavy volume during the Class Period;
- the Company traded on the NASDAQ, and was covered by multiple analysts;
- the misrepresentations and omissions alleged would tend to induce a reasonable investor to misjudge the value of the Company's securities; and
- Plaintiff and members of the Class purchased and/or sold comScore securities between the time the Defendants failed to disclose or misrepresented material facts and the time the true facts were disclosed, without knowledge of the omitted or misrepresented facts.

36. Based upon the foregoing, Plaintiff and the members of the Class are entitled to a presumption of reliance upon the integrity of the market.

37. Alternatively, Plaintiff and the members of the Class are entitled to the presumption of reliance established by the Supreme Court in *Affiliated Ute Citizens of the State of Utah v. United States*, 406 U.S. 128, 92 S. Ct. 2430 (1972), as Defendants omitted material information in their Class Period statements in violation of a duty to disclose such information, as detailed above.

COUNT I

Violation of Section 10(b) of The Exchange Act and Rule 10b-5
Against All Defendants

38. Plaintiff repeats and realleges each and every allegation contained above as if fully set forth herein.

39. This Count is asserted against Defendants and is based upon Section 10(b) of the Exchange Act, 15 U.S.C. § 78j(b), and Rule 10b-5 promulgated thereunder by the SEC.

40. During the Class Period, Defendants engaged in a plan, scheme, conspiracy and course of conduct, pursuant to which they knowingly or recklessly engaged in acts, transactions,

practices and courses of business which operated as a fraud and deceit upon Plaintiff and the other members of the Class; made various untrue statements of material facts and omitted to state material facts necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading; and employed devices, schemes and artifices to defraud in connection with the purchase and sale of securities. Such scheme was intended to, and, throughout the Class Period, did: (i) deceive the investing public, including Plaintiff and other Class members, as alleged herein; (ii) artificially inflate and maintain the market price of comScore securities; and (iii) cause Plaintiff and other members of the Class to purchase or otherwise acquire comScore securities and options at artificially inflated prices. In furtherance of this unlawful scheme, plan and course of conduct, Defendants, and each of them, took the actions set forth herein.

41. Pursuant to the above plan, scheme, conspiracy and course of conduct, each of the Defendants participated directly or indirectly in the preparation and/or issuance of the quarterly and annual reports, SEC filings, press releases and other statements and documents described above, including statements made to securities analysts and the media that were designed to influence the market for comScore securities. Such reports, filings, releases and statements were materially false and misleading in that they failed to disclose material adverse information and misrepresented the truth about comScore's finances and business prospects.

42. By virtue of their positions at comScore, Defendants had actual knowledge of the materially false and misleading statements and material omissions alleged herein and intended thereby to deceive Plaintiff and the other members of the Class, or, in the alternative, Defendants acted with reckless disregard for the truth in that they failed or refused to ascertain and disclose such facts as would reveal the materially false and misleading nature of the statements made,

although such facts were readily available to Defendants. Said acts and omissions of Defendants were committed willfully or with reckless disregard for the truth. In addition, each defendant knew or recklessly disregarded that material facts were being misrepresented or omitted as described above.

43. Information showing that Defendants acted knowingly or with reckless disregard for the truth is peculiarly within Defendants' knowledge and control. As the senior managers and/or directors of comScore, the Individual Defendants had knowledge of the details of comScore's internal affairs.

44. The Individual Defendants are liable both directly and indirectly for the wrongs complained of herein. Because of their positions of control and authority, the Individual Defendants were able to and did, directly or indirectly, control the content of the statements of comScore. As officers and/or directors of a publicly-held company, the Individual Defendants had a duty to disseminate timely, accurate, and truthful information with respect to comScore's businesses, operations, future financial condition and future prospects. As a result of the dissemination of the aforementioned false and misleading reports, releases and public statements, the market price for comScore's securities was artificially inflated throughout the Class Period. In ignorance of the adverse facts concerning comScore's business and financial condition which were concealed by Defendants, Plaintiff and the other members of the Class purchased or otherwise acquired comScore securities at artificially inflated prices and relied upon the price of the securities, the integrity of the market for the securities and/or upon statements disseminated by Defendants, and were damaged upon the revelation of the alleged corrective disclosures.

45. During the Class Period, comScore's securities were traded on an active and efficient market. Plaintiff and the other members of the Class, relying on the materially false and

misleading statements described herein, which the Defendants made, issued or caused to be disseminated, or relying upon the integrity of the market, purchased or otherwise acquired shares of comScore securities at prices artificially inflated by Defendants' wrongful conduct. Had Plaintiff and the other members of the Class known the truth, they would not have purchased or otherwise acquired said securities, or would not have purchased or otherwise acquired them at the inflated prices that were paid. At the time of the purchases and/or acquisitions by Plaintiff and the Class, the true value of comScore securities was substantially lower than the prices paid by Plaintiff and the other members of the Class. The market price of comScore's securities declined sharply upon public disclosure of the facts alleged herein to the injury of Plaintiff and Class members.

46. By reason of the conduct alleged herein, Defendants knowingly or recklessly, directly or indirectly, have violated Section 10(b) of the Exchange Act and Rule 10b-5 promulgated thereunder.

47. As a direct and proximate result of Defendants' wrongful conduct, Plaintiff and the other members of the Class suffered damages in connection with their respective purchases, acquisitions and sales of the Company's securities during the Class Period, upon the disclosure that the Company had been disseminating misrepresented financial statements to the investing public.

COUNT II

Violation of Section 20(a) of The Exchange Act Against The Individual Defendants

48. Plaintiff repeats and realleges each and every allegation contained in the foregoing paragraphs as if fully set forth herein.

49. During the Class Period, the Individual Defendants participated in the operation and management of comScore, and conducted and participated, directly and indirectly, in the conduct of comScore's business affairs. Because of their senior positions, they knew the adverse non-public information regarding comScore's business practices.

50. As officers and/or directors of a publicly owned company, the Individual Defendants had a duty to disseminate accurate and truthful information with respect to comScore's financial condition and results of operations, and to correct promptly any public statements issued by comScore which had become materially false or misleading.

51. Because of their positions of control and authority as senior officers, the Individual Defendants were able to, and did, control the contents of the various reports, press releases and public filings which comScore disseminated in the marketplace during the Class Period. Throughout the Class Period, the Individual Defendants exercised their power and authority to cause comScore to engage in the wrongful acts complained of herein. The Individual Defendants therefore, were "controlling persons" of comScore within the meaning of Section 20(a) of the Exchange Act. In this capacity, they participated in the unlawful conduct alleged which artificially inflated the market price of comScore securities.

52. Each of the Individual Defendants, therefore, acted as a controlling person of comScore. By reason of their senior management positions and/or being directors of comScore, each of the Individual Defendants had the power to direct the actions of, and exercised the same to cause, comScore to engage in the unlawful acts and conduct complained of herein. Each of the Individual Defendants exercised control over the general operations of comScore and possessed the power to control the specific activities which comprise the primary violations about which Plaintiff and the other members of the Class complain.

53. By reason of the above conduct, the Individual Defendants are liable pursuant to Section 20(a) of the Exchange Act for the violations committed by comScore.

PRAYER FOR RELIEF

WHEREFORE, Plaintiff demands judgment against Defendants as follows:

A. Determining that the instant action may be maintained as a class action under Rule 23 of the Federal Rules of Civil Procedure, and certifying Plaintiff as the Class representative;

B. Requiring Defendants to pay damages sustained by Plaintiff and the Class by reason of the acts and transactions alleged herein;

C. Awarding Plaintiff and the other members of the Class prejudgment and post-judgment interest, as well as their reasonable attorneys' fees, expert fees and other costs; and

D. Awarding such other and further relief as this Court may deem just and proper.

DEMAND FOR TRIAL BY JURY

Plaintiff hereby demands a trial by jury.

Dated: March __, 2016

Respectfully submitted,

THE ROSEN LAW FIRM, P.A.

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