COMSCORE, INC.
Form 10-K
February 18, 2014
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 10-K

(Mark One)
þ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2013
OR
¨ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
Commission File Number 001-33520

COMSCORE, INC.
(Exact Name of Registrant as Specified in its Charter)

Delaware	54-1955550
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification Number)

11950 Democracy Drive, Suite 600
Reston, Virginia 20190
(Address of Principal Executive Offices)
(703) 438-2000
(Registrant's Telephone Number, Including Area Code)
Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange on Which Registered
Common Stock, par value $0.001 per share	The NASDAQ Stock Market LLC

Securities registered pursuant to Section 12(g) of the Act:
None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ¨ No þ

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ¨ No þ

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes þ No ¨

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes þ No ¨

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter)is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ¨

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	þ	Accelerated filer	¨
Non-accelerated filer	o (Do not check if a smaller reporting company)	Smaller reporting company	¨

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ¨ No þ

The aggregate market value of the registrant's voting and non-voting common equity held by non-affiliates of the registrant on June 28, 2013, the last business day of the registrant's most recently completed second fiscal quarter, was approximately $869.2 million (based on the closing sales price of the registrant's common stock as reported by the NASDAQ Global Select Market on that date). Shares of the registrant's common stock held by each officer and director and each person who owns more than 10% or more of the outstanding common stock of the registrant have been excluded in that such persons may be deemed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date: As of February 14, 2014, there were 34,558,475 shares of the registrant's common stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Specified portions of the registrant's Proxy Statement with respect to its 2014 annual meeting of stockholders, anticipated to be filed with the Securities and Exchange Commission no later than 120 days following the registrant's fiscal year ended December 31, 2013, are incorporated by reference in Part III of this annual report on Form 10-K.

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COMSCORE, INC.
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FOR THE PERIOD ENDED DECEMBER 31, 2013
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CAUTIONARY NOTE REGARDING FORWARD LOOKING STATEMENTS

This Annual Report on Form 10-K, including the “Management’s Discussion and Analysis of Financial Condition and Results of Operations” section in Item 7 of this report, and other materials accompanying this Annual Report on Form 10-K contain forward-looking statements within the meaning of and safe harbor provided by Section 21E of the Securities Exchange Act of 1934, as amended, and Section 27A of the Securities Act of 1933, as amended. We attempt, whenever possible, to identify these forward- looking statements by words such as “intends,” “will,” “plans,” “anticipates,” “expects,” “may,” “estimates,” “believes,” “should,” “projects,” or “continue,” or the negative of those words and comparable words. Similarly, statements that describe our business strategy, goals, prospects, opportunities, outlook, objectives, plans or intentions are also forward-looking statements. These statements may relate to, but are not limited to, expectations of future operating results or financial performance, capital expenditures, introduction of new products, regulatory compliance, plans for growth, expected economic conditions, and future operations, as well as assumptions relating to the foregoing.

These statements are based on current expectations and assumptions regarding future events and business performance and involve known and unknown risks, uncertainties and other factors that may cause actual events or results to be materially different from any future events or results expressed or implied by these statements. These factors include those set forth in the following discussion and within Item 1A “Risk Factors” of this Annual Report on Form 10-K and elsewhere within this report.

You should not place undue reliance on these forward-looking statements, which apply only as of the date of this Annual Report on Form 10-K. You should carefully review the risk factors described in other documents that we file from time to time with the U.S. Securities and Exchange Commission, or SEC. Except as required by applicable law, including the rules and regulations of the SEC, we do not plan to publicly update or revise any forward-looking statements, whether as a result of any new information, future events or otherwise, other than through the filing of periodic reports in accordance with the Securities Exchange Act of 1934, as amended.

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PART I

ITEM 1. BUSINESS

Overview

We provide digital media analytics that enable our customers to make well-informed, data-driven decisions to effectively manage their business, build successful digital strategies and tactics, and optimize their marketing and advertising investments. We are a technology-driven company that measures what people do as they navigate the digital world across multiple technology platforms including personal computers, smartphones, tablets, televisions and interact with digital media, including Web sites, apps, video programming and advertising. We aspire to measure all digital interactions across all major digital platforms, at scale, on a global basis.

Our products and services provide customers with deep and actionable insight into consumer behavior including objective, detailed information about usage of digital content and advertising coupled with information on consumer demographic characteristics, attitudes, lifestyles and offline behavior. We are skilled in combining proprietary comScore data with our clients' own data, as well as data from partners, to provide uniquely valuable digital media analytics. We deliver on-demand and real-time products and services through a scalable Software-as-Service delivery model which supports both comScore branded products and also partner products integrating comScore data and services. During the year ended December 31, 2013, we provided service to approximately 2,400 customers worldwide with our broad geographic base of employees located in 31 locations in 23 countries.

Effective March 1, 2014, Serge Matta, our President, will become our President and Chief Executive Officer, and will serve as a director on our board of directors; Magid Abraham, our current Chief Executive Officer, will continue as chairman of our board of directors and will serve as our Executive Chairman; and Gian Fulgoni, our current Executive Chairman, will continue as a director on our board of directors, and serve as Chairman Emeritus.

Our Opportunity

Consumer interactions with content, advertising, brands, and businesses are increasingly delivered in digital formats to a broadening range of digital devices, and our business is propelled by this global digital trend. Data about these interactions and the types of consumers who are doing the interacting provide a valuable source of business intelligence to a wide range of companies including content publishers, broadcasters, consumer brands, network operators, and advertising agencies. The radical expansion of consumer choice in both content and the devices on which they consume it has fragmented consumer audiences and attention. Succeeding in this dynamic and fragmented consumer marketplace requires trusted, neutral digital media analytics to measure and optimize investments in content, marketing, and advertising.

Continued growth in digital devices, consumer access and usage of digital content and services, and spending on digital advertising and marketing create the need for our business. Founded in 1999, our initial corporate focus was on providing audience measurement of PC-based Internet audiences through a large-scale panel of PC owners who opted to allow passive metering of their online activities on that PC. While our panel remains an important and unique asset, we have continually invested in new approaches to data collection through research and development and corporate acquisitions to bring innovative products to market which address the growing and evolving opportunity in digital media analytics.

Our investments and innovation have been timed to take advantage of emerging digital media trends. In 2008, we acquired mobile-focused measurement company M:Metrics, adding metered-smartphone panels to our data collection assets. In 2009, we expanded beyond panel-based data collection and began building the comScore Census Network™ of tagged Web sites and apps, providing a rich data complement to our person-centric panels. We accelerated the development and expanded the global footprint of the comScore Census Network with the acquisition of the Latin American analytics firm Certifica in 2009 and European analytics firm NedStat in 2010. In 2011, we acquired the ad verification company, AdXpose, to provide additional technology and talent required to provide real-time advertising analytics. In 2012, in partnership with Arbitron and ESPN, we initiated the first five-platform measurement effort, "Project Blueprint," to deliver digital media analytics across television, smartphone, tablet, PC, and

radio. Most recently in 2014, we entered into an strategic agreement with Google to enhance our real-time advertising analytics offerings, and to integrate such offerings into the DoubleClick advertising management platform.
Our business leverages three interlinked trends in digital media consumption and monetization. The first is the rise of the multi-platform, cross-media consumer who interacts with digital content and advertising across multiple devices and platforms in different ways depending on the type of device, their demographic characteristics, geography, and time of day. The second is the rise of cross-media marketing campaigns which need to be calibrated to multi-platform consumer behavior. Brand marketers and their agencies for hire, need trusted digital media analytics to understand how best to reach targeted consumers in a fragmented digital landscape while content owners such as publishers and broadcasters need digital media analytics to

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understand how to best monetize their audience and assets. The third trend is the emergence of real-time buying and selling of digital advertising which requires that digital media analytics about audiences and advertising become embedded in the transactional infrastructure of the marketplace.

Digital Media Analytics

Traditional media research approaches have often relied on “single source” data collected exclusively from a panel of consumers under study-to provide insight. The fragmentation of media delivery platforms and consumer consumption of media in the digital age, requires a fundamentally different approach that first and foremost must reconcile and unify multiple data observations into a coherent set of digital media analytics. Our digital media analytics products and services are built on digital measurement and analytics platforms comprised of proprietary databases, internally developed software, and a computational infrastructure that measures, analyzes and reports on digital activity. With our technology, scale, analytical software sophistication, access to digital census data, our panel data and big data and research experience, we are uniquely positioned to identify critical trends and provide actionable insights to our customers.

Data Collection

Data collected through a variety of sources and means provides the inputs used to produce digital media analytics:

- We collect data from consumer panels of PC, tablet, and smartphone owners who have agreed to install passive metering software on their devices.
- We collect data from our census network produced by comScore software code content owners have implemented on Web sites and in mobile applications.
- We collect data from digital advertising campaigns which have incorporated comScore software code implemented by advertisers and agencies.
- We conduct consumer surveys to gather information not easily obtainable through passive behavioral measurement and to enumerate populations under study.
- Through partnerships:

  We integrate set-top-box and third party panel data, for example television data from the Arbitron Personal People Meter panel, and

  We integrate datasets with consumer demographic characteristics, attitudes, lifestyles and offline behavior.

Data Management

Integrating, managing, and analyzing very large quantities of data is a core competency. The comScore Census Network, just one of our data sources, generates more than 10 terabytes of new data each day from more than 50 billion daily tag events, which is roughly twice the number of internet page views each day in the United States. We have built a Big Data platform that provides us a significant scale and cost advantage and have architected our systems to protect consumer privacy and prevent data leakage. Our systems provide the flexibility for innovation in both data science and data delivery.

Data Science

Massive amounts of digital media data are useless unless that data can be transformed into meaningful and trusted digital media analytics. Among our innovations was the development of our Unified Digital Measurement™ methodology which allows us to combine person-centric panel data with machine-generated census data. Our formidable technological and data science expertise allows us to “deduplicate” the multi-platform audience using mathematical and statistical techniques which have been developed and tested in our unique Big Data environment.

Product Delivery

Our flexible system architecture allows us to deliver our data, products, and services through a scalable, Software-as-a-Service, or SaaS, delivery model. Each day our clients run more than more than 50 thousand reports through our platforms. With the exception of mobile operator enterprise solutions, which require on-premise deployment, all of our products and services are hosted and maintained by us, which significantly reduces the cost and complexity for our customers and provides significant operating efficiencies. We can quickly deploy or update our products with minimal lead time, which significantly enhances our customers’ productivity. Our Web-based analysis and reporting systems are used by thousands of active, unique users to produce more than several million reports each year.

In addition to delivery via our own Web-based systems, we also have the flexibility to provide our products and services in different formats depending on client needs. On request, we can make our data available via an application programming interface (API) to integrate directly into client systems. We also have integrated our products and services directly into partner systems, such as ad management platforms, to bring comScore data directly into existing client workflows.

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Products, Services, and Solutions

Our digital media analytics products are aimed primarily at content publishers, advertisers, advertising agencies and network operators. Although, we operate our business within one operating segment, we leverage our platforms to provide products organized around three major lines of business:

- Audience Measurement Products measure the size, behavior and characteristics of online audiences across multiple platforms including PCs, tablets, smartphones, televisions, game consoles and other connected devices;
- Advertising Products & Services provide end-to-end solutions for planning, optimization and evaluation of the effectiveness of digital advertising;
- Enterprise Solutions enable customers to use digital media analytics to optimize their business and, in the case of mobile operators, provide comprehensive market intelligence, customer care, and network solutions.

Audience Measurement Products

Our audience measurement products provide independent, third-party measurement of the size, behavior and characteristics of Internet users across media types (video, mobile apps, Web sites) and multiple devices (including TVs, PCs, smartphones and tablets). Our core product offerings are built around our Media Metrix ® product, available in 44 markets globally (known in some markets as MMX). Our audience measurement products also include Video Metrix ™, Mobile Metrix ™, Plan Metrix ™ and Ad Metrix ™.

Media Metrix ® Multi-Platform (MMX MP) provides a comprehensive view of digital consumer behavior across desktop computers, smartphones and tablets and is available in the United States, the United Kingdom, and soon in additional global markets. We are currently developing cross-media measurement products which will provide a comprehensive view of television and video consumption across all major delivery platforms including TVs, tablets, smartphones and PCs.

We typically deliver our audience analytics products electronically in the form of weekly, monthly or quarterly subscription-based reports. Customers can access current and historical data and analyze this data 24/7 through our online portal, My Metrix.

Advertising Products & Services

Our advertising products combine the proprietary information gathered from our comScore Census Network with the vertical industry expertise of comScore analysts to deliver digital media analytics, including the measurement of online advertising effectiveness, customized for specific industries. Our advertising products include the AdEffx ™ suite and Media Planner 2.0 ™, which provide a solution for developing, executing and evaluating online advertising campaigns across multiple platforms, including television, Web (display and video) and mobile (smartphones and tablets). These products are typically delivered on a monthly, quarterly or ad hoc basis.

Our flagship advertising service is Validated Campaign Essentials (vCE). comScore vCE provides digital media analytics about validated impressions, ads that are actually seen, shown in safe content and delivered to the right target audience. vCE provides the option of real-time data delivery to allow advertisers to adjust their campaigns "on the fly," something that's not possible in traditional advertising mediums. In January 2014, we entered into a partnership agreement with Google to integrate vCE directly into the DoubleClick ad management platform, allowing DoubleClick customers to add vCE to their ad campaigns with a single click. While vCE provides key analytics about advertising campaigns to ad buyers, we also offer Validated Media Essentials (vME) to advertising sellers, allowing them to evaluate their advertising inventory and optimize their monetization strategy with metrics comparable to those used by ad buyers.

Enterprise Solutions

Our enterprise solutions include Digital Analytix™ (DAx), our SaaS-based product for digital media businesses, and Subscriber Analytix™ (SAx), our software platform tailored to the needs of mobile network operators.

Digital Analytix™ integrates a client’s digital media data from multiple sources including web, mobile, video and social media interactions and is further enhanced by comScore audience measurement data. A key advantage of DAx is its ability to leverage our data science methods to provide a unified view of multi-platform consumers across a client’s digital media channels. Our data architecture provides clients with a flexible business intelligence tool for digital media analytics which can also be integrated with additional data from third party providers and internal systems used

for tasks such as customer relationship management (CRM). Customers can access DAx data sets and reports at any time via a secure online interface.
Our mobile operator solution suite connects mobile behavior, content merchandising, and device capabilities to provide comprehensive mobile market intelligence to mobile carriers worldwide. Our core software product, Subscriber Analytix™, powered by XPLORE™, provides mobile carriers with information on network optimization and capacity planning, customer experience, and market intelligence. Our SAx platform is designed to integrate data from multiple sources including web and

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mobile interactions as well as customer relationship management, call center and back office systems. Customers can access our mobile and network data sets and reports anytime online via our software-based delivery platform which is typically deployed inside a mobile operator's infrastructure.

Customers

As of December 31, 2013, we had approximately 2,400 customers, including approximately 90 Fortune 500 companies. Our customers include Internet-based companies such as Microsoft, AOL, Google and Yahoo!, as well as market leading companies in a variety of industries, including Internet service providers, investment banks, creative media agencies, consumer banks, wireless carriers, pharmaceutical manufacturers, credit card issuers and consumer packaged goods companies.

One of our customers, Microsoft Corporation, accounted for approximately 7%, 8% and 10% of our revenues in the years ended December 31, 2013, 2012 and 2011, respectively. No other customer accounted for more than 10% of our revenues during each of those periods.

Selling and Marketing

We sell the majority of our products through a direct sales force organized in teams focused on (1) new business development, (2) care, renewal, and new sales to existing clients, and (3) vertical specialists focused on selling into the consumer packaged goods, entertainment, financial services, media, pharmaceutical, retail, technology, telecommunications and travel industries. Our sales and account representatives receive a base salary and are eligible for bonuses or commissions based on performance.

Our marketing organization is composed of teams responsible for (1) corporate marketing and support, including digital marketing, marketing automation, brand and communication, (2) product marketing specialists with domain expertise about our audience, advertising, and enterprise offerings, and (3) regional marketers with responsibility for specific geographical markets. This matrixed organization allows us to both scale our efforts and retain flexibility to respond to market developments and new opportunities. A component of our marketing strategy focuses on driving comScore data and market insights into both general and industry-specific media outlets, building brand awareness on top of reporting about technology and media trends.

Privacy

We believe that a key factor differentiating our digital media analytics is our ability to track and analyze online usage behavior using the data collected from our panel. Since the founding of our company, we have endeavored to undertake such data collection and analysis responsibly and only with consumer permission. Participation in our research panel is voluntary. Our policies require that participants consent to our privacy and data security practices before our software collects information on the user's online activity. In addition, we provide panelists with multiple opportunities and methods to remove themselves from our panel. We try to limit the type of information that we collect by identifying and filtering certain personal information from the data collected. The collected data is secured using multiple layers of physical and digital security mechanisms. Moreover, we maintain a strict policy of not sharing comScore panelists' personally identifiable information with our customers. We also provide, and require that our partners provide, opt-out opportunities, for data collection through our tagging partners. We believe that these actions and policies are consistent with the AICPA/CICA WebTrust criteria for online privacy.

Technology and Infrastructure

Our technology and infrastructure is a competitive asset, as digital media analytics requires operation at a scale unprecedented in the media analytics industry. We operate one of the world's largest data collection platforms, gathering information from a diverse set of sources including our opt-in panels, our census network consisting of all calls from our tagging partners, and from third party sources such as mobile operators. Our operation leverages several distributed processing technologies, proprietary software and methodology, and operational control systems to process and publish our services in near-real time. Our technology infrastructure is operated in multiple, third-party Tier-1 co-location facilities (located in the United States and Europe). Our systems have multiple redundancies and are structured to ensure the continuation of business operations in the event of network failure or if one of our data centers has been rendered inoperable. As of December 31, 2013, our technology team (excluding employees devoted to research and development) was comprised of approximately 320 full-time employees working in different geographic locations, who design, develop, maintain and operate our technology infrastructure. In addition, we may outsource discrete responsibilities to third parties who have undergone a comprehensive vetting and training process and are subject to confidentiality and intellectual property restrictions.

Research and Development

Our research and development efforts focus on extending core capabilities in data collection across all digital platforms, driving efficiency into data processing at scale, and developing and deploying new research methodologies. These efforts drive

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both new product offerings and the extension of existing products to evolve with the digital media landscape and our customers' digital media analytics needs. As of December 31, 2013, we had approximately 250 full-time employees working on research and development activities (excluding employees on our technology team cited under "Technology and Infrastructure" above). In addition, we involve management and operations personnel in our research and development efforts. In 2013, 2012 and 2011, we spent $41.0 million, $34.0 million and $34.1 million, respectively, on research and development.

Intellectual Property

We rely on a combination of patent, trademark, copyright and trade secret laws in the United States and other jurisdictions together with confidentiality procedures and contractual provisions to protect our proprietary technology and our brand. We seek patent protection on inventions that we consider important to the development of our business, and we have also acquired patent portfolios covering various aspects of our business. We control access to our proprietary technology and enter into confidentiality and invention assignment agreements with our employees and consultants and confidentiality agreements with other third parties.

Our success depends in part on our ability to develop patentable products and obtain, maintain and enforce patent and trade secret protection for our products, including successfully defending these patents against any third-party challenges, both in the United States and in other countries. We may be able to protect our technologies from unauthorized use by third parties to the extent that we own or have licensed valid and enforceable patents or trade secrets that cover them. However, the degree of future protection of our proprietary rights is uncertain because legal means afford only limited protection and may not adequately protect our rights or permit us to gain or keep our competitive advantage.

Our intellectual property portfolio currently includes approximately 32 U.S. patents and 29 international patents. In addition, we also currently have approximately 70 U.S. and international patent applications pending. However, patents may not be issued for any pending or future pending patent applications owned by or licensed to us, and claims allowed under any issued patent or future issued patent owned or licensed by us may be declared invalid or may not be sufficiently broad to protect our technologies. Any issued patents owned by or licensed to us now or in the future may be challenged, invalidated, held unenforceable or circumvented, and the rights under such patents may not provide us with the expected benefits. In addition, competitors may design around our technology or develop competing technologies. Intellectual property rights may also be unavailable or limited in some foreign countries, which could make it easier for competitors to capture or increase their market share with respect to related technologies.

Under current U.S. law, the statutory term for a patent is 20 years from its earliest effective filing date. Various circumstances, such as the provisions under U.S. patent law for patent term adjustment and patent term extension, may extend the duration of patents. Similarly, various circumstances may shorten the duration of patents, such as a change in U.S. law or a need or decision on our part to terminally disclaim a portion of the statutory term of any of these patents.

In addition to patent and trade secret protection, we also rely on several trademarks and service marks to protect our intellectual property assets. We are the owner of numerous trademarks and service marks and have applied for registration of our trademarks and service marks in the United States and in certain other countries to establish and protect our brand names as part of our intellectual property strategy. Some of our registered marks include comScore, Media Metrix, MyMetrix, and vCE.

For additional, important information related to our intellectual property, please review the information set forth in Part I, Item 1A of this Annual Report on Form 10-K, "Risk Factors - Risks Related to Our Business and Our Technologies."

Competition

The market for digital marketing products is highly competitive and is evolving rapidly. We compete primarily with providers of digital media intelligence and related analytical products and services. We also compete with providers of marketing services and solutions, with full-service survey providers and with internal solutions developed by customers and potential customers. Our principal competitors include:

- Analytical services companies that provide customers with detailed information of behavior on their own data, content, or web traffic, including Omniture (owned by Adobe), Coremetrics (owned by IBM), and WebTrends; and systems providers including Accenture, EMC, and Terradata;
- Online advertising companies that provide measurement of online ad effectiveness and ad delivery used for billing purposes, including Nielsen, DoubleClick (owned by Google), Atlas (owned by Facebook), and Kantar (owned by WPP);
- Large and small companies that create proprietary data and analysis of consumers' online behavior, including Nielsen, Effective Measures, Gemius, Compete Inc. (owned by WPP), Google, Inc., Hitwise (owned by Experian), Quantcast, and Visible Measures;

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- Companies that provide audience ratings for TV, radio and other media that have extended or may extend their current services, particularly in certain international markets, to the measurement of digital media, including Nielsen, Arbitron, Kantar, and Taylor Nelson Sofres (owned by WPP);
- Full-service market research firms and survey providers that may measure online behavior and attitudes, including Harris Interactive (owned by Nielsen), Ipsos, Synnovate, GFK, Kantar (owned by WPP) and Nielsen;
- Companies that provide behavioral, attitudinal and qualitative advertising effectiveness, including Toluna/Nurago, Double Verify, MOAT, DataLogix, Context Web's Aperture, Ipsos OTX, Dynamic Logic, Insight Express and Marketing Evolution; and
- Specialty information providers for certain industries that we serve, including Manhattan Research (healthcare) and The Now Factory (telecommunications).

Some of our current competitors have longer operating histories, access to larger customer bases and substantially greater resources than we do. As a result, these competitors may be able to devote greater resources to marketing and promotional campaigns, panel retention, panel development or development of systems and technologies than we can. In addition, some of our competitors may adopt more aggressive pricing policies or have started to provide some services at no cost. Furthermore, large software companies, Internet portals and database management companies may enter our market or enhance their current offerings, either by developing competing services or by acquiring our competitors, and could leverage their significant resources and pre-existing relationships with our current and potential customers.

We believe the principal competitive factors in our markets include the following:

- the ability to provide analytics across multiple digital media platforms
- the ability to provide actual and perceived high-quality, accurate and reliable data regarding Internet and other digital media audience behavior and activity in a timely manner, including the ability to maintain a large and statistically representative sample panel;
- the ability to provide reliable and objective third party evidence that is widely accepted in the marketplace;
- the ability to adapt product offerings to emerging digital media technologies and standards;
- the breadth and depth of products and their flexibility and ease of use;
- the availability of data across various industry verticals and geographic areas and expertise across these verticals and in these geographic areas;
- the ability to offer survey-based information combined with digital media usage, eCommerce data and other online information collected from panelists;
- the ability to offer high-quality analytical services based on Internet and other digital media audience measurement information;
- the ability to offer products that meet the changing needs of customers and provide high-quality service; and
- the prices that are charged for products based on the perceived value delivered.

We believe that we compete favorably with our competitors on the basis of these factors. However, if we are unable to compete successfully against our current and future competitors, we may not be able to acquire and retain customers, and we may consequently experience a decline in revenues, reduced operating margins, loss of market share and diminished value from our products.

Government Regulation

Although we do not believe that significant existing laws or government regulations adversely impact us, our business could be affected by different interpretations or applications of existing laws or regulations, future laws or regulations, or actions by domestic or foreign regulatory agencies. For example, privacy concerns could lead to legislative, judicial and regulatory limitations on our ability to collect maintain and use information about Internet users in the United States and abroad. The costs of compliance with, and the other burdens imposed by, these and other laws or regulatory actions may prevent us from selling our products or increase the costs associated with selling our products, and may affect our ability to invest in or jointly develop products in the United States and in foreign jurisdictions. In addition, failure to comply with these and other laws and regulations may result in, among other things, administrative enforcement actions and fines, class action lawsuits and civil and criminal liability. State attorneys general, governmental and nongovernmental entities and private persons may bring legal actions asserting that our methods of collecting, using and distributing Web site visitor information are illegal or improper, which could require us to spend significant time and resources defending these claims. The impact of any of these current or future laws or regulations could make it more difficult or expensive to attract or maintain panelists, particularly in affected jurisdictions, and could adversely affect our business and results of operations.

Additionally, the adoption, modification or interpretation of laws or regulations relating to the Internet or our customers' digital operations could negatively affect the businesses of our customers and reduce their demand for our products. For

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additional, important information related to government regulation of our business, please review the information set forth in Part I, Item 1A of this Annual Report on Form 10K, “Risk Factors - Risks Related to Our Business and Our Technologies.”

Executive Officers of the Registrant

The following table sets forth the names and ages of our current executive officers(1):

Name	Age	Position
Magid M. Abraham, Ph.D.	55	Chief Executive Officer and Director
Gian M. Fulgoni	66	Executive Chairman of the Board of Directors
Kenneth J. Tarpey	61	Chief Financial Officer
Christiana L. Lin	44	EVP, General Counsel and Chief Privacy Officer
Serge Matta	39	President
Cameron Meierhoefer	42	Chief Operating Officer

(1) Effective March 1, 2014, Serge Matta, our President, will become our President and Chief Executive Officer, and will serve as a director on our Board of Directors; Magid M. Abraham, Ph.D., our current Chief Executive Officer, will continue as chairman of our Board of Directors and will serve as our Executive Chairman; and Gian M. Fulgoni, our current Executive Chairman, will continue as a director on our Board of Directors, and serve as Chairman Emeritus.

Magid M. Abraham, Ph.D. one of our co-founders, has served as our President, Chief Executive Officer and as a 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. Dr. Abraham received a Ph.D. in Operations Research and an M.B.A. from MIT. He also holds an Engineering degree from the École Polytechnique in France.

Gian M. Fulgoni, one of our co-founders, has served as our 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., a NASDAQ-listed online retailer, since 2002 and previously served from August 1999 through November 2000. Mr. Fulgoni has also served on the board of directors of the Advertising Research Foundation, an industry research organization, since 2008. Mr. Fulgoni has served on the board of directors of InXpo, Inc., a provider of technology for virtual events, since 2005, the board of Dynamic Signal, Inc., an Internet marketing services company since 2010 and Prophet, Inc., a brand and marketing consulting company, since May 2010. 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. Mr. Fulgoni holds an M.A. in Marketing from the University of Lancaster and a B.Sc. in Physics from the University of Manchester.

Kenneth J. Tarpey has served as our Chief Financial Officer since April 20, 2009. Prior to joining comScore, Mr. Tarpey was Executive Vice President, Chief Financial Officer and Chief Operating Officer of Objectvideo, Inc., a Reston, Virginia-based provider of video surveillance software, from 2003 until April 2009. From 2002 until 2003, Mr. Tarpey was Senior Vice President, Chief Financial Officer and Treasurer of Ai Metrix, Inc., a Herndon, Virginia-based provider of network optimization software. From 1997 until 2001, Mr. Tarpey was Executive Vice President and Chief Financial Officer of Proxicom, a NASDAQ-listed Internet business consulting and development company. Mr. Tarpey holds an M.B.A. from Babson College and a B.A. from College of the Holy Cross.

Christiana L. Lin has served as our EVP, General Counsel and Chief Privacy Officer since August 2009. Prior to that, she served as our Deputy General Counsel from February 2001 until March 2003, as our Corporate Counsel and Chief Privacy Officer from March 2003 until January 2006 and as our General Counsel and Chief Privacy Officer from January 2006 until August 2009. Ms. Lin holds a J.D. from the Georgetown University Law Center and a B.A. in

Political Science from Yale University.

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Serge Matta has served as the Company’s President since June 2013. From March 2012 to June 2013, Mr. Matta served as President, Commercial Solutions. Prior to that, he served in various senior positions at the Company, including as President, Mobile and Operator Solutions, and as Executive Vice President, overseeing the Company's worldwide Telecommunications and Mobile practice. Prior to joining the Company in 2000, Mr. Matta held positions at MicroStrategy within the consulting group. Mr. Matta holds a B.S. degree in Finance from George Mason University and an M.B.A. from American University.

Cameron Meierhoefer has served as our Chief Operating Officer since March 5, 2012. Prior to that, he has held various senior positions at comScore, most recently he served as Executive Vice President of Custom Analytics from January 2009 to March 2012 and as Senior Vice President of Custom Analytics from January 2006 to January 2009. Prior to joining comScore in 2001, he helped build PC Data Online, a division of the market research firm PC Data Inc. Mr. Meierhoefer holds a B.S. from Columbia University and a M.S. from the Georgia Institute of Technology.

Employees

As of December 31, 2013, we had 1,180 employees. None of our employees are represented by a labor union. We have experienced no work stoppages and believe that our employee relations are good.

Geographic Areas

Our primary geographic markets are the United States, Canada, Europe, Latin America and Asia. For information with respect to our geographic markets, see Note 14 to our Consolidated Financial Statements in Part II, Item 8 of this Annual Report on Form 10-K.

Company Information

We incorporated in August 1999 in Delaware. Our principal offices are located at 11950 Democracy Drive, Suite 600, Reston, Virginia 20190. Our telephone number is (703) 438-2000.

Available Information

We make our periodic and current reports along with amendments to such reports available, free of charge, on our website as soon as reasonably practicable after such material is electronically filed with the Securities and Exchange Commission. Our website address is www.comscore.com and such reports are filed under “SEC Filings” on the Investor Relations portion of our website. Information contained on our Web site is not part of this Annual Report on Form 10-K and is not incorporated in this Annual Report on Form 10-K by reference. Further, a copy of this annual report as well as our other periodic and current reports may be obtained from the SEC, located at the SEC’s public reference room at 100 F Street, NE, Washington, D.C. 20549. Information on the operation of the Public Reference Room can be obtained by calling the SEC at 1-800-SEC-0330. The SEC maintains an Internet site that contains reports, proxy and information statements, and other information regarding our filings at www.sec.gov.

ITEM 1A. RISK FACTORS

An investment in our common stock involves a substantial risk of loss. You should carefully consider these risk factors, together with all of the other information included herewith, before you decide to purchase shares of our common stock. The occurrence of any of the following risks could materially adversely affect our business, financial condition or operating results. In that case, the trading price of our common stock could decline, and you may lose part or all of your investment.

Risks Related to Our Business and Our Technologies

We derive a significant portion of our revenues from sales of our subscription-based digital media analytics products. If our customers terminate or fail to renew their subscriptions, our business could suffer.

We currently derive a significant portion of our revenues from our subscription-based digital media analytics products. Subscription-based products accounted for 87% of our revenues during each of the years ended December 31, 2013 and 2012. Uncertain economic conditions or other factors, such as the failure or consolidation of large financial institutions, may cause certain customers to terminate or reduce their subscriptions. If our customers terminate their subscriptions for our products, do not renew their subscriptions, delay renewals of their subscriptions or renew on terms less favorable to us, our revenues could decline and our business could suffer.

Our customers have no obligation to renew after the expiration of their initial subscription period, which is typically one year, and we cannot be assured that current subscriptions will be renewed at the same or higher dollar amounts, if at all. Some

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of our customers have elected not to renew their subscription agreements with us in the past. If we experience a change of control, as defined in such agreements, some of our customers also have the right to terminate their subscriptions. Moreover, some of our major customers have the right to cancel their subscription agreements without cause at any time. Moreover our new subscription products whose revenue are recognized based on impressions used, may be subject to higher fluctuations in revenue.

Given the current unpredictable economic conditions as well as our limited historical data with respect to rates of customer subscription renewals, and the usage volumes for our impression based products, we may have difficulty accurately predicting future customer renewal rates. Our customer renewal rates may decline or fluctuate as a result of a number of factors, including customer satisfaction or dissatisfaction with our products, the costs or functionality of our products, the prices or functionality of products offered by our competitors, the health of the digital advertising marketplace, mergers and acquisitions affecting our customer base, general economic conditions or reductions in our customers' spending levels. In this regard, we have seen a number of customers with weaker balance sheets choosing not to renew subscriptions with us during economic downturns.

Our quarterly results of operations may fluctuate in the future. As a result, we may fail to meet or exceed the expectations of securities analysts or investors, which could cause our stock price to decline.

Our quarterly results of operations may fluctuate as a result of a variety of factors, many of which are outside of our control. If our quarterly revenues or results of operations do not meet or exceed the expectations of securities analysts or investors, the price of our common stock could decline substantially. In addition to the other risk factors set forth in this "Risk Factors" section, factors that may cause fluctuations in our quarterly revenues or results of operations include:

- our ability to increase sales to existing customers and attract new customers;
- our failure to accurately estimate or control costs — including those incurred as a result of investments, other business or product development initiatives, litigation, and the integration of acquisitions;
- the timing of revenue recognition for usage-based or impression-based products;
- the potential loss or reduction in spending by significant customers;
- changes in our customers' subscription renewal behaviors and spending on projects;
- the impact on our contract renewal rates, for both our subscription and project-based products, caused by our customers' budgetary constraints, competition, customer dissatisfaction, customer corporate restructuring or change in control, or our customers' actual or perceived lack of need for our products;
- the timing of contract renewals, delivery of products and duration of contracts and the corresponding timing of revenue recognition as well as the effects of revenue derived from recently-acquired companies;
- the mix of subscription-based versus project-based revenues;
- the effect of revenues generated from significant one-time projects or the loss of such projects;
- the timing and success of new product introductions by us or our competitors;
- variations in the demand for our products and the implementation cycles of our products by our customers;
- changes in our pricing and discounting policies or those of our competitors;
- the challenges of persuading customers to switch from incumbent service providers;
- the impact of our decision to discontinue certain products;
- the amount and timing of capital expenditures and operating costs related to the maintenance and expansion of our operations and infrastructure;
- our ability to estimate revenues and cash flows associated with business operations acquired by us;
- the uncertainties associated with the integration of acquired new lines of business, and operations in countries in which we may have little or no previous experience;
- service outages, other technical difficulties or security breaches;
- limitations relating to the capacity of our networks, systems and processes;
- maintaining appropriate staffing levels and capabilities relative to projected growth, or retaining key personnel as a result of the integration of recent acquisitions;
- adverse judgments or settlements in legal disputes;
- the cost and timing of organizational restructuring, in particular in international jurisdictions;

- the extent to which certain expenses are more or less deductible for tax purposes, such as share-based compensation that fluctuates based on the timing of vesting and our stock price;

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- the timing of any additional reversal of our deferred tax valuation allowance;
- adoption of new accounting pronouncements; and
- general economic, political, industry and market conditions and those conditions specific to Internet usage and online businesses.

We believe that our quarterly revenues and results of operations on a year-over-year and sequential quarter-over-quarter basis may vary significantly in the future and that period-to-period comparisons of our operating results may not be meaningful. Investors are cautioned not to rely on the results of prior quarters as an indication of future performance.

Our business may be harmed if we deliver, or are perceived to deliver, inaccurate information to our customers, to the media or to the public generally.

If the information that we provide to our customers, to the media, or to the public is inaccurate, or perceived to be inaccurate, whether due to methodological approaches, errors, bias towards certain available data sources or partners, our brand may be harmed. The information that we collect or that is included in our databases and the statistical projections that we provide to our customers, to the media or to the public may contain or be perceived to contain inaccuracies. These projections may be viewed as an important measure for the success of certain businesses, especially those businesses with a large online presence. Any inaccuracy or perceived inaccuracy in the data reported by us about such businesses may potentially affect the market perception of such businesses and result in claims or litigation around the accuracy of our data, or the appropriateness of our methodology, may encourage aggressive action on the part of our competitors, and could harm our brand. Any dissatisfaction by our customers or the media with our digital media analytics, measurement or data collection and statistical projection methodologies, whether as a result of inaccuracies, perceived inaccuracies, or otherwise, could have an adverse effect on our ability to retain existing customers and attract new customers and could harm our brand. Additionally, we could be contractually required to pay damages, which could be substantial, to certain of our customers if the information we provide to them is found to be inaccurate. Any liability that we incur or any harm to our brand that we suffer because of actual or perceived irregularities or inaccuracies in the data we deliver to our customers could harm our business.

Material defects or errors in our data collection and analysis systems could damage our reputation, result in significant costs to us and impair our ability to sell our products.

Our data collection and analysis systems are complex and may contain material defects or errors. In addition, the large amount of data that we collect may make our data collection and analysis systems more susceptible to defects or errors. Moreover, as technology evolves across digital platforms, we may not be able to continue collection of certain data, due to technological, privacy or other reasons.

Our customers rely on our data collection and analysis software and systems to gain business intelligence or to gain a better understanding of their internal operations or performance . Any defect in our panelist data collection software, our census collection systems, our data collection capabilities, our enterprise focused software and systems, network systems, statistical projections or other methodologies could lead to consequences that could adversely impact operating results, including:

- loss of customers;
- damage to our brand;
- lost or delayed market acceptance and sales of our products;
- interruptions in the availability of our products;
- the incurrence of substantial costs to correct any material defect or error;
- sales credits, refunds or liability to our customers;
- diversion of development resources; and
- increased warranty and insurance costs.

We may lose customers or be liable to certain customers if we provide poor service or if our products do not comply with our customer agreements.

Errors in our systems resulting from the large amount of data that we collect, store and manage could cause the information that we collect to be incomplete or to contain inaccuracies that our customers regard as significant. The failure or inability of our systems, networks and processes to adequately handle the data in a high quality and consistent manner could result in the loss of customers. In addition, we may be liable to certain of our customers for damages they may incur resulting from these events, such as loss of business, loss of future revenues, breach of contract or loss of goodwill to their business.

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Our insurance policies may not cover any claim against us for loss of data, unauthorized use of data, improper access to data, inaccuracies in data or other indirect or consequential damages and defending a lawsuit, regardless of its merit, could be costly and divert management's attention. Adequate insurance coverage may not be available in the future on acceptable terms, or at all. Any such developments could adversely affect our business and results of operations.

If we are unable to provide cross-media analytics, or if our cross-media analytics are incomplete or inaccurate, our ability to grow or maintain our business may be harmed.

As the media and advertising industry looks to evaluate advertising campaigns across various forms of media, such as television, radio, online, and mobile, the ability to measure the combined size and composition of audiences across platforms is increasingly important and demanded. Companies who have historically held a dominant market position within individual media types: such as Nielsen in TV and, through its recent acquisition of Arbitron, in Radio; or MRI in magazine, are frequently relying on collaboration with partners in other media to measure multiple media platforms. We have entered into an agreement to acquire certain Arbitron panel data and technology, however, if such data and technology is not sufficiently maintained, we may suffer a reduction in the quality of our metrics.

If we are unable to accurately measure or gain access to information or technology measuring a media component or type at all or on commercially reasonable terms, our ability to meet our customers' demands and our business and financial performance may be harmed. Furthermore, even if we do have access to cross-media data, if we have insufficient technology, methodology or source materials to parse the information across such media components to avoid duplications at all or in a cost-effective manner, our products may be inferior to other offerings, and we may be unable to meet our customers' demands. In which case, our business and financial performance may be harmed. In particular as mobile devices and technology continue to proliferate, gaining cost-effective access to mobile data will become increasingly critical, and the difficulty in accessing these forms of data will continue to grow.

Our business may be harmed if we change our methodologies or the scope of information we collect.

We have in the past and may in the future change our methodologies, the methodologies of companies we acquire, or the scope of information we collect. Such changes may result from identified deficiencies in current methodologies, development of more advanced methodologies, changes in our business plans, changes in technology used by websites, browsers, applications, servers, or media we measure, integration of acquired companies or expressed or perceived needs of our customers or potential customers. Any such changes or perceived changes, or our inability to accurately or adequately communicate to our customers and the media such changes and the potential implications of such changes on the data we have published or will publish in the future, may result in customer dissatisfaction, particularly if certain information is no longer collected or information collected in future periods is not comparable with information collected in prior periods. As a result of future methodology changes, some of our existing customers or customers of acquired entities may refuse to participate, or participate only in a limited fashion, and other customers may become dissatisfied as a result of changes in our methodology and decide not to continue purchasing their subscriptions or may decide to discontinue providing us with their web beacon or other server-side information. Such customers may elect to publicly air their dissatisfaction with the methodological changes made by us, thereby damaging our brand and harming our reputation. Additionally, we expect that we will need to further integrate new capabilities with our existing methodologies if we develop or acquire additional products or lines of business in the future. The resulting future changes to our methodologies, the information we collect, or the strategy we implement to collect and analyze information, such as the movement away from pure panel-centric measurement to a hybrid of panel- and site-centric measurement, may cause additional customer dissatisfaction and result in loss of customers.

If we are not able to maintain panels of sufficient size and scope, or if the costs of maintaining our panels materially increase, our business could be harmed.

We believe that the quality, size and scope of our Internet, mobile and cross-media user panels are critical to our business. There can be no assurance, however, that we will be able to maintain panels of sufficient size and scope to provide the quality of marketing intelligence that our customers demand from our products. We anticipate that the cost of panel recruitment will increase with the proliferation of proprietary and secure digital media platforms (whether they be PC, mobile, tablet, or connected devices), and that the difficulty in collecting these forms of data will continue to grow. If we fail to maintain a panel of sufficient size and scope, including coverage of international markets and users of various forms of digital platforms, customers might decline to purchase our products or renew their subscriptions, our reputation could be damaged and our business could be materially and adversely affected. We expect that our panel costs may increase and may comprise a greater portion of our cost of revenues in the future. The costs associated with maintaining and improving the quality, size and scope of our panel are dependent on many factors, many of which are beyond our control, including the participation rate of potential panel members, the turnover among existing panel members and requirements for active participation of panel members, such as completing survey questionnaires. Concerns over the potential unauthorized disclosure of personal information or the

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classification of our software as “spyware” or “adware” may cause existing panel members to uninstall our software or may discourage potential panel members from installing our software. To the extent we experience greater turnover, or churn, in our panel than we have historically experienced, these costs would increase more rapidly. We also have terminated and may in the future terminate relationships with service providers whose practices we believe may not comply with our privacy policies, and have removed and may in the future remove panel members obtained through such service providers. Such actions may result in increased costs for recruiting additional panel members. In addition, publishing content on the Internet and purchasing advertising space on Web sites may become more expensive or restrictive in the future, which could decrease the availability and increase the cost of advertising the incentives we offer to panel members. Furthermore, the difficulty of collecting data from the growing variety of digital platforms used by panel members, may require that we undertake significant hardware and software investments, as well as significant increases to our panel incentive and panel management costs. To the extent that such additional expenses are not accompanied by increased revenues, our operating margins may be reduced and our financial results could be adversely affected. Finally, we are currently subject to privacy and data security related claims by certain panel members in a pending class action lawsuit, and we may be so again in the future. The outcome of this litigation or the negative public reaction to the details of the litigation may make it difficult for us to attract and retain panel members.

If we fail to respond to technological developments, our products may become obsolete or less competitive.

Our future success will depend in part on our ability to modify or enhance our products to meet customer needs, to add functionality and to address technological advancements. For example, if certain handheld mobile devices become the primary mode of receiving content and conducting transactions on the Internet, and we are unable to adapt to collect information from such devices, then we would not be able to report on online activity. To remain competitive, we will need to develop new products that address these evolving technologies and standards across the universe of digital media — including television, Internet, radio and mobile usage. However, we may be unsuccessful in identifying new product opportunities or in developing or marketing new products in a timely or cost-effective manner. In addition, our product innovations may not achieve the market penetration or price levels necessary for profitability. If we are unable to develop enhancements to, and new features for, our existing methodologies or products or if we are unable to develop new products that keep pace with rapid technological developments or changing industry standards, our products may become obsolete, less marketable and less competitive, and our business will be harmed.

Difficulties entering into arrangements with website owners, wireless communications operators and other entities supporting server- and census-based methodologies may negatively affect our methodologies and harm our business.

We believe that our methodologies are enhanced by the ability to collect information using server-based web beacon information and other census-level approaches. There can be no assurance, however, that we will be able to maintain relationships with a sufficient number and scope of websites in order to provide the quality of marketing intelligence that our customers demand from our products. If we fail to continue to expand the scope of our server-based data collection approaches, customers might decline to purchase our products or renew their subscriptions, our reputation could be damaged and our business could be adversely affected.

If we are unable to sell additional products to our existing customers or attract new customers, our revenue growth will be adversely affected.

To increase our revenues, we believe we must sell additional products to existing customers, including existing customers of acquired businesses, and regularly add new customers. If our existing and prospective customers do not perceive our products to be of sufficient value and quality, we may not be able to increase sales to existing customers and attract new customers, or we may have difficulty retaining existing customers, and our operating results will be adversely affected.

If we are unable to effectively persuade prospective customers to buy our services in substitution for those of an incumbent service provider.

Some of our newer products and initiatives, require that we persuade prospective customers, or customers of our existing products, to buy our newer products in substitution for those of an incumbent service provider. In some instances, the prospective customer may have build their systems and processes around the incumbent's products. Persuading such prospective customers to switch service providers may be difficult and require longer sales cycles, that will affect our ability to increase revenue in these areas. Moreover, the incumbent service provider may have the ability to significantly discount its services or enter into long-term agreements, which would further impede our ability to increase our revenues.

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We may expand through investments in, acquisitions of, or the development of new products with assistance from other companies, any of which may not be successful and may divert our management's attention.

In recent years, we acquired M:Metrics, the Certifica group of companies located in Latin America, ARSgroup, Nexius, Nedstat and AdXpose. We also expect to continue to evaluate and enter into discussions regarding a wide array of potential strategic transactions, including acquiring complementary products, technologies or businesses. We also have entered into relationships with other businesses such as Google or Acxiom, in order to expand our product offerings. These relationships or transactions could involve preferred or exclusive licenses, discount pricing or investments in other businesses, or to expand our sales capabilities. These transactions could be material to our financial condition and results of operations, and though these transactions may provide additional benefits, they may not be profitable immediately or in the long term. Negotiating any such transactions could be time-consuming, difficult and expensive, and our ability to close these transactions may be subject to regulatory or other approvals and other conditions that are beyond our control. Consequently, we can make no assurances that any such transactions, investments or relationships, if undertaken and announced, would be completed.

An acquisition, investment or business relationship may result in unforeseen operating difficulties and expenditures. In particular, we may encounter difficulties assimilating or integrating the businesses, technologies, products, personnel or operations of the acquired companies, particularly if the key personnel of the acquired company choose not to be employed by us, and we may have difficulty retaining the customers of any acquired business due to changes in management and ownership. Acquisitions may also disrupt our ongoing business, divert our resources and require significant management attention that would otherwise be available for ongoing development of our business. Moreover, we cannot assure you that the anticipated benefits of any acquisition, investment or business relationship would be realized or that we would not be exposed to unknown liabilities. In connection with any such transaction, we may:

- encounter difficulties retaining key employees of the acquired company or integrating diverse business cultures;
- issue additional equity securities that would dilute the common stock held by existing stockholders;
- incur large charges or substantial liabilities, including without limitation, liabilities associated with products or technologies accused or found to infringe third party intellectual property;
- become subject to adverse tax consequences, substantial depreciation or deferred compensation charges;
- use cash that we may need in the future to operate our business;
- enter new geographic markets that subject us to different laws and regulations that may have an adverse impact on our business;
- experience difficulties effectively utilizing acquired assets;
- encounter difficulties integrating the information and financial reporting systems of acquired foreign businesses, particularly those that operated under accounting principles other than those generally accepted in the United States prior to the acquisition by us; and
- incur debt on terms unfavorable to us or that we are unable to repay.

The impact of any one or more of these factors could adversely affect our business or results of operations or cause the price of our common stock to decline substantially.

Following an acquisition of another business, we may also be required to defer the recognition of revenue that we receive from the sale of products that we acquired, or from the sale of bundles products that include products that we acquired. For instance, if we acquire a software company and are not able to establish vendor specific objective evidence, or VSOE, for any undelivered elements in the arrangement, we may be required to defer substantial portions of revenue. If we are unable to establish VSOE for transactions related to acquired products and services in future periods, we may be required to delay the recognition of current and future revenue sources. This may result in fluctuations in our operating results and may adversely affect both revenues and operating margins in a given period or periods.

Future acquisitions or dispositions could also result in dilutive issuances of our equity securities, the incurrence of debt, contingent liabilities, amortization expenses, or write-offs of goodwill, any of which could harm our financial condition. In addition, acquisitions will generally result in us recognizing significant amounts of intangible assets. If we experience significant declines in operating results associated with past, of future, acquisitions, and the anticipated benefits of an acquisition is not expected to materialize, we may be required to perform impairment testing of our long-lived assets, and ultimately may be required to record an impairment charge.

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Concern over spyware and privacy, including any violations of privacy laws, perceived misuse of personal information, or failure to adhere to the privacy commitments that we make, could cause public relations problems, regulatory scrutiny, and potential class action lawsuits and could impair our ability to recruit panelists or maintain panels of sufficient size and scope, which in turn could adversely affect our ability to provide our products.

Any perception of our practices as an invasion of privacy, whether legal or illegal, may subject us to public criticism, regulatory scrutiny, and potential class action lawsuits. Media coverage and public discourse initiated by lawmakers and regulators have increased the sensitivity of consumers to the collection or use of personal information and online usage information, especially through the use of third party cookies, and the possibility of an unauthorized use or disclosure of this information may create negative public reaction related to our business practices. A shift in public acceptance of measurement technologies such as third party cookies may have a chilling effect on businesses that collect or use online usage information generally or substantially increase the cost of maintaining a business that collects or uses online usage information, increase regulatory scrutiny and increase the potential of class action lawsuits. In response to marketplace concerns about the usage of third party cookies and web beacons to track user behaviors, the major browsers have enabled features that allow the user to limit the collection of certain data. We actively seek to prevent the inclusion of our cookies and beacons on the lists of companies whose activities are automatically blocked without prior individual review of those cookies and beacons by the end user. Additionally, public concern has grown regarding certain kinds of downloadable software known as “spyware” and “adware.” These concerns might cause users to refrain from downloading software from the Internet, including our proprietary technology, if they inaccurately believe our software is “spyware” or “adware.” This could make it difficult to recruit additional panelists or maintain a panel of sufficient size and scope to provide meaningful marketing intelligence. In response to general spyware and adware concerns in the marketplace, numerous programs are available, many of which are available for free, and that claim to identify, remove or block such software or activity. Some anti-spyware programs have in the past identified, and may in the future identify, our software as spyware or potential spyware applications. We actively seek to prevent the inclusion of our software on lists of spyware applications or potential spyware applications and apply best industry practices for obtaining appropriate consent from panelists, protect the privacy and confidentiality of our panelist data, and comply with existing privacy laws. However, to the extent that we are not successful, and anti-spyware programs classify our software as spyware, a potential spyware application, or third party service providers fail to comply with our privacy or data security requirements, our brand may be harmed and users may refrain from downloading these programs, may uninstall our software or pursue actions against us for damages. For example, we received notice in August 2011 that two individuals, filing individually and on behalf of a class of similarly situated individuals, filed a lawsuit against us in the United States District Court for the Northern District of Illinois, Eastern Division, alleging among other things, violations by us of the Stored Communications Act, the Electronic Communications Privacy Act, Computer Fraud and Abuse Act and the Illinois Consumer Fraud and Deceptive Practices Act as well as unjust enrichment. The complaint seeks unspecified damages, including statutory damages per violation and punitive damages, injunctive relief and reasonable attorneys’ fees of the plaintiffs. Based on an initial review of these claims, we believe that these claims are without merit, and we intend to vigorously protect and defend ourselves. In October 2012, the plaintiffs filed an amended complaint, which, among other things, removed the claim relating to alleged violations of the Illinois Consumer Fraud and Deceptive Practices Act. The court has ruled on certification of the class, and discovery has been completed, with trial anticiapted in the middle of 2014. Any resulting reputational harm, potential claims asserted against us or decrease in the size or scope of our panel could reduce the demand for our products, increase the cost of recruiting panelists, adversely affect our ability to provide our products to our customers or result in additional costs in the form of settlement, judgments, restrictions on our business or diversion of resources to address and defend the claims. Any of these adverse effects could harm our business and our operating results.

Domestic or foreign laws, regulations or enforcement actions may limit our ability to collect and use information about Internet users or restrict or prohibit our product offerings, causing a decrease in the value of our products and an adverse impact on the sales of our products.

Our business could be adversely impacted by existing or future laws or regulations of, or actions by, domestic or foreign regulatory agencies. For example, privacy concerns could lead to legislative, judicial and regulatory limitations on our ability to collect, maintain and use information about Internet users in the United States and abroad. Various state legislatures have enacted legislation designed to protect Internet users' privacy, for example, by prohibiting spyware. In recent years, similar legislation has been proposed in other states and at the federal level and has been enacted in foreign countries, most notably by the European Union, which adopted a privacy directive regulating the collection of personally identifiable information online and more recently, restricting the use of cookies without opt-in consent by the user. Recently, the U.S. Congress and regulators have expressed concern over the collection of Internet usage information, which started as part of a larger initiative to regulate online behavioral advertising, but which has expanded in scope to a general concern over online tracking. A similar concern has been raised by regulatory agencies in Europe. In addition, U.S. and European lawmakers and regulators have expressed concern over the use of third party cookies or web beacons to understand Internet usage. Additionally, the European Commission has issued a new directive requiring the regulation of cookies throughout the European Union, which will likely lead to the introduction of additional regulations that may vary from country to country. These laws and regulations, if drafted or interpreted broadly, could be deemed to apply to the technology we use, and could restrict our information collection methods, and the collection methods of third parties from whom we may obtain data, or decrease the amount and utility of the information that we would be permitted to collect. Even if such laws and regulations are not enacted, lawmakers and regulators may publicly call into question the collection and use of Internet or mobile usage data and may affect vendors and customers' willingness to do business with us. In addition, our ability to conduct business in certain foreign jurisdictions, including China, is restricted by the laws, regulations and agency actions of those jurisdictions. The costs of compliance with, and the other burdens imposed by, these and other laws or regulatory actions may prevent us from selling our products or increase the costs associated with selling our products, and may affect our ability to invest in or jointly develop products in the United States and in foreign jurisdictions.

In addition, failure to comply with these and other laws and regulations may result in, among other things, administrative enforcement actions and fines, class action lawsuits and civil and criminal liability. State attorneys general, governmental and non-governmental entities and private persons may bring legal actions asserting that our methods of collecting, using and distributing Web site visitor information are illegal or improper, which could require us to spend significant time and resources defending these claims. For example, some companies that collect, use and distribute Web site visitor information have been the subject of governmental investigations and class-action lawsuits. Any such regulatory or civil action that is brought against us, even if unsuccessful, may distract our management's attention, divert our resources, negatively affect our public image or reputation among our panelists and customers and harm our business.

The impact of any of these current or future laws or regulations could make it more difficult or expensive to attract or maintain panelists, particularly in affected jurisdictions, and could adversely affect our business and results of operations.

Any unauthorized disclosure or theft of private information we gather could harm our business.

Unauthorized disclosure of personally identifiable information regarding Web site visitors, whether through breach of our secure network by an unauthorized party, employee theft or misuse, or otherwise, could harm our business. If there were an inadvertent disclosure of personally identifiable information, or customer confidential information, or if a third party were to gain unauthorized access to the personally identifiable or customer confidential information we possess, our operations could be seriously disrupted and we could be subject to claims or litigation arising from damages suffered by panel members or pursuant to the agreements with our customers. In addition, we could incur significant costs in complying with the multitude of state, federal and foreign laws regarding the unauthorized disclosure of personal information. Finally, any perceived or actual unauthorized disclosure of the information we collect could harm our reputation, substantially impair our ability to attract and retain panelists and have an adverse impact on our business.

The success of our business depends in large part on our ability to protect and enforce our intellectual property rights.

We rely on a combination of patent, copyright, service mark, trademark and trade secret laws, as well as confidentiality procedures and contractual restrictions, to establish and protect our proprietary rights, all of which provide only limited protection. In addition, where we determine necessary, we pursue enforcement of our intellectual property rights. Such enforcement action may cause us to incur costs, distract the attention of management, and result in unfavorable public opinion or outcomes that are not in our favor, each of which could adversely affect our brand, business and results of operations. While we have filed a number of patent applications and own approximately 60 issued patents worldwide, we cannot assure you that any additional patents will be issued with respect to any of our pending or future patent applications, nor can we assure you that any patent issued to us will provide adequate protection, or that any patents issued to us will not be challenged, invalidated, circumvented, or held to be unenforceable in actions against alleged infringers. Also, we cannot assure you that any future trademark or service mark registrations will be issued with respect to pending or future applications or that any of our registered trademarks and service marks will be enforceable or provide adequate protection of our proprietary rights. Furthermore, adequate (or any) patent, trademark, service mark, copyright and trade secret protection may not be available in every country in which our services are available.

We endeavor to enter into agreements with our employees and contractors and with parties with whom we do business in order to limit access to and disclosure of our proprietary information. We cannot be certain that the steps we have taken will prevent unauthorized use of our technology or the reverse engineering of our technology. Moreover, third parties might independently develop technologies that are competitive to ours or that infringe upon our intellectual property. In addition, the legal standards relating to the validity, enforceability and scope of protection of intellectual property rights in Internet-related industries are uncertain and still evolving, both in the United States and in other countries. The protection of our intellectual property rights may depend on our legal actions against any infringers being successful. We cannot be sure any such actions will be successful, and any such action may be expensive and divert considerable attention of our management team from the normal operation of our business.

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An assertion from a third party that we are infringing its intellectual property, whether such assertions are valid or not, could subject us to costly and time-consuming litigation or expensive licenses.

The Internet, mobile media, software and technology industries are characterized by the existence of a large number of patents, copyrights, trademarks and trade secrets and by frequent litigation based on allegations of infringement or other violations of intellectual property rights, domestically or internationally. As we grow and face increasing competition, the probability that one or more third parties will make intellectual property rights claims against us increases. In such cases, our technologies may be found to infringe on the intellectual property rights of others. Additionally, many of our subscription agreements may require us to indemnify our customers for third-party intellectual property infringement claims, which would increase our costs if we have to defend such claims and may require that we pay damages and provide alternative services if there were an adverse ruling in any such claims. Intellectual property claims could harm our relationships with our customers, deter future customers from subscribing to our products or expose us to litigation, which could be expensive and divert considerable attention of our management team from the normal operation of our business. Even if we are not a party to any litigation between a customer and a third party, an adverse outcome in any such litigation could make it more difficult for us to defend against intellectual property claims by the third party in any subsequent litigation in which we are a named party. Any of these results could adversely affect our brand, business and results of operations.

With respect to any intellectual property rights claim against us or our customers, we may have to pay damages or stop using technology found to be in violation of a third party's rights. We may have to seek a license for the technology, which may not be available on reasonable terms or at all, may significantly increase our operating expenses or may significantly restrict our business activities in one or more respects. We may also be required to develop alternative non-infringing technology, which could require significant effort and expense. Any of these outcomes could adversely affect our business and results of operations. Even if we prove successful in defending ourselves against such claims, we may incur substantial expenses and the active defense of such claims may divert considerable attention of our management team from the normal operation of our business.

The market for digital media analytics is developing, and if it does not develop, or develops more slowly than expected, our business will be harmed.

The market for digital media analytics products is still developing, and it is uncertain whether these products will maintain high levels of demand and increased market acceptance. Our success will depend to a substantial extent on the willingness of companies to increase their use of such products and to continue use of such products on a long-term basis. Factors that may affect market acceptance include:

- the reliability of digital media analytics products;
- public concern regarding privacy and data security;
- decisions of our customers and potential customers to develop digital media analytics internally rather than purchasing such products from third-party suppliers like us;
- decisions by industry associations in the United States or in other countries that result in association-directed awards, on behalf of their members, of digital measurement contracts to one or a limited number of competitive vendors;
- the ability to maintain high levels of customer satisfaction; and
- the rate of growth in eCommerce, online advertising and digital media.

The market for our products may not develop further, or may develop more slowly than we expect or may even contract, all of which could adversely affect our business and operating results.

Because our long-term success depends, in part, on our ability to expand the sales of our products to customers located outside of the United States, our business will become increasingly susceptible to risks associated with international operations.

In recent years, we acquired various businesses with substantial presence or clientele in multiple Latin American, European, Asian and Middle Eastern countries. Prior to these acquisitions, we otherwise had limited experience operating in markets outside of the United States. Our inexperience in operating our business outside of the United States may increase the risk that the international expansion efforts in which we are engaged will not be successful. In addition, conducting international operations subjects us to risks that we have not generally faced in the United States.

These risks include:

- recruitment and maintenance of a sufficiently large and representative panel both globally and in certain countries;
- expanding the adoption of our server- or census-based web beacon data collection in international countries;
- different customer needs and buying behavior than we are accustomed to in the United States;

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- difficulties and expenses associated with tailoring our products to local markets, including their translation into foreign languages;
- difficulties in staffing and managing international operations — including complex and costly hiring, disciplinary, and termination requirements;
- longer accounts receivable payment cycles and difficulties in collecting accounts receivable;
- potentially adverse tax consequences, including the complexities of foreign value-added taxes and restrictions on the repatriation of earnings;
- reduced or varied protection for intellectual property rights in some countries;
- the burdens of complying with a wide variety of foreign laws and regulations;
- fluctuations in currency exchange rates;
- increased accounting and reporting burdens and complexities; and
- political, social and economic instability abroad, terrorist attacks and security concerns.

Additionally, operating in international markets requires significant management attention and financial resources. We cannot be certain that the investments and additional resources required to establish and maintain operations in other countries will hold their value or produce desired levels of revenues or profitability. We cannot be certain that we will be able to maintain and increase the size of the Internet user panel that we currently have in various countries, that we will be able to recruit a representative sample for our audience measurement products, or that we will be able to enter into arrangements with a sufficient number of website owners to allow us to collect server-based information for inclusion in our digital media analytics products. In addition, there can be no assurance that Internet usage and eCommerce will continue to grow in international markets. In addition, governmental authorities in various countries have different views regarding regulatory oversight of the Internet. For example, the Chinese government has taken steps in the past to restrict the content available to Internet users in China.

The impact of any one or more of these risks could negatively affect or delay our plans to expand our international business and, consequently, our future operating results.

If the digitally-based or cross-platform focused advertising and eCommerce markets develop more slowly than we expect, our business will suffer.

Our future success will depend on continued growth in the use of the digitally based advertising, a cross-platform focus to buying advertisement campaigns, a continued increase in eCommerce spending and the proliferation of the Internet across platforms, including mobile and connected devices, for a wide variety of consumer activities. These markets are evolving rapidly, and it is not certain that their current growth trends will continue.

The adoption of advertising across digital platforms, particularly by advertisers that have historically relied on traditional offline media, requires the acceptance of new approaches to conducting business and a willingness to invest in such new approaches. Moreover the decision to adopt a cross-platform approach to buying advertisement campaigns, requires a change to buying approaches and a willingness to adopt new data analytics to assist in evaluating such approaches, by advertisement buyers who traditionally focus on buying advertising campaigns through one medium. Advertisers may perceive such new approaches to advertising or understanding advertising to be less effective than traditional methods for marketing their products. They may also be unwilling to pay premium rates for advertising that is targeted at specific segments of validated uses based on their demographic profile or Internet behavior across digital media platforms. The digital media advertising and eCommerce markets may also be adversely affected by privacy issues relating to such targeted advertising, including that which makes use of personalized information, or online behavioral information. Furthermore, merchants using new digital media platforms may not be able to establish digital commerce models that are cost effective and may not learn how to effectively compete with other established Web sites or offline merchants. In addition, consumers may not continue to shift their spending on goods and services from offline outlets to other forms of digital media. As a result, growth in the use of digital media for eCommerce may not continue at a rapid rate, or digital media may not be adopted as a medium of commerce by a broad base of customers or companies worldwide. Because of the foregoing factors, among others, the market for cross-platform-focused digital media advertising and eCommerce, may not continue to grow at significant rates. If these markets do not continue to develop, or if they develop more slowly than expected, our business may suffer.

Our growth depends upon our ability to retain existing large customers and add new large customers; however, to the extent we are not successful in doing so, our ability to maintain profitability and positive cash flow may be impaired. Our success depends in part on our ability to sell our products to large customers and on the renewal of the subscriptions of those customers in subsequent years. For the years ended December 31, 2013, 2012 and 2011, we derived approximately

21%, 22% and 26%, respectively, of our total revenues from our top 10 customers. Uncertain economic conditions or other factors, such as the failure or consolidation of large customer companies, or internal reorganization or changes in focus, may cause certain large customers to terminate or reduce their subscriptions. Moreover, certain recently acquired companies, have revenues highly concentrated in a few large customers. The loss of any one or more of those customers could decrease our revenues and harm our current and future operating results. The addition of new large customers or increases in sales to existing large customers may require particularly long implementation periods and other significant upfront costs, which may adversely affect our profitability. To compete effectively, we have in the past been, and may in the future be, forced to offer significant discounts to maintain existing customers or acquire other large customers. In addition, we may be forced to reduce or withdraw from our relationships with certain existing customers or refrain from acquiring certain new customers in order to acquire or maintain relationships with important large customers. As a result, new large customers or increased usage of our products by large customers may cause our profits to decline and our ability to sell our products to other customers could be adversely affected.

We derive a significant portion of our revenues from a single customer, Microsoft Corporation. For example, during the years ended December 31, 2013, 2012 and 2011, we derived approximately 7%, 8% and 10%, respectively, of our total revenues from Microsoft. If Microsoft were to cease or substantially reduce its use of our products, our revenues and earnings might decline.

As our international operations grow, changes in foreign currencies could have an increased effect on our operating results.

We operate in several countries in South America, including Brazil, Chile and Argentina as well as countries in Europe and the United Kingdom. As such, a portion of our revenues and expenses from business operations in foreign countries are derived from transactions denominated in currencies other than the functional currency of our operations in those countries. As such, we have exposure to adverse changes in exchange rates associated with revenues and operating expenses of our foreign operations, but we do not currently enter into any hedging instruments that hedge foreign currency exchange rate risk. As we grow our international operations, and acquire companies with established business in international regions, our exposure to foreign currency risk could become more significant. For example, at the beginning of 2013, the U.S. Dollar to euro exchange rate was approximately $1.00 to €0.76. However, during 2013, the U.S. Dollar to euro exchange rate dropped as low as $1.00 to €0.72 and rose as high as $1.00 to €0.78. During the year ended December 31, 2013, the average U.S. Dollar to euro exchange rate was approximately $1.00 to €0.75. There can be no guarantee that exchange rates will remain constant over the long-term. In addition to the impact from the U.S. Dollar to euro exchange rate movements, we are also impacted by movements in the exchange rates between the U.S. Dollar and various South American currencies as well as the Pound Sterling.

Conditions and changes in the national and global economic environment may adversely affect our business and financial results.

Adverse economic conditions in markets in which we operate can harm our business. If the economies of the United States and other countries continue to experience prolonged global market uncertainty, customers may delay or reduce their purchases of digital media analytics products and services. In recent years, economic conditions in the countries in which we operate and sell products have been negative, and global financial markets have experienced significant volatility stemming from a multitude of factors, including adverse credit conditions impacted by concerns about the credit worthiness of U.S. treasury securities, the subprime-mortgage crisis, slower economic activity, inflation and deflation, decreased consumer confidence, increased unemployment, reduced corporate profits and capital spending, adverse business conditions, liquidity and other factors. Notwithstanding certain signs of economic recovery in recent periods, economic growth was slow in 2013 with and may continue to stagnate into 2014 in the U.S. and internationally, particularly in view of recent economic turmoil in Europe, increasing energy costs, Federal government budget uncertainties in the United States and increased concerns about economic slowdown in Asia, particularly in China. During challenging economic times, and in tight credit markets, many customers have and may continue to delay or reduce spending. Additionally, some of our customers may be unable to fully pay for purchases or may discontinue their businesses, resulting in the incurrence of uncollectible receivables for us. This could result in reductions in our sales, longer sales cycles, difficulties in collection of accounts receivable, slower adoption of new technologies and increased price competition. This downturn may also impact our available resources for financing new and existing operations. If global economic and market conditions, or economic conditions in the United States or other key markets begin to deteriorate, we may experience a material and adverse impact on our business, results of operations and financial condition.

Changes and instability in the national and global political environments may adversely affect our business and financial results.

Recent turmoil in the political environment in many parts of the world, including terrorist activities, military actions, political unrest and increases in energy costs due to instability in oil-producing regions may continue to put pressure on global economic conditions. If global economic and market conditions, or economic conditions in the United States or other key markets further deteriorate, we may experience material impacts on our business, operating results, and financial condition.

The market for digital marketing products is highly competitive, and if we cannot compete effectively, our revenues will decline and our business will be harmed.

The market for digital marketing products is highly competitive and is evolving rapidly. We compete primarily with providers of digital media intelligence and related analytical products and services. We also compete with providers of marketing services and solutions, with full-service survey providers and with internal solutions developed by customers and potential customers. Our principal competitors include:

- analytical services companies that provide customers with detailed information of behavior on their own data, content, or web traffic, including Omniture (owned by Adobe), Coremetrics (owned by IBM), and WebTrends; and systems providers including Accenture, EMC, and Terradata;
- online advertising companies that provide measurement of online ad effectiveness and ad delivery used for billing purposes, including Nielsen, DoubleClick (owned by Google), Atlas (owned by Microsoft), and Kantar (owned by WPP);
- large and small companies that create proprietary data and analysis of consumers' online behavior, including Nielsen, Effective Measures, Gemius, Compete Inc. (owned by WPP), Google, Inc., Hitwise (owned by Experian), Quantcast, and Visible Measures;
- companies that provide audience ratings for TV, radio and other media that have extended or may extend their current services, particularly in certain international markets, to the measurement of digital media, including Nielsen, Arbitron (owned by Nielsen), Kantar, Rentrack and Taylor Nelson Sofres (owned by WPP);
- full-service market research firms and survey providers that may measure online behavior and attitudes, including Harris Interactive, Ipsos, Synnovate, GFK, Kantar (owned by WPP) and Nielsen;
- companies that provide behavioral, attitudinal and qualitative advertising effectiveness, including Toluna/Nurago, Double Verify, MOAT, DataLogix, Context Web's Aperture, Ipsos OTX, Dynamic Logic, Insight Express and Marketing Evolution; and
- specialty information providers for certain industries that we serve, including Manhattan Research (healthcare) and The Now Factory (telecommunications).

Some of our current competitors have longer operating histories, access to larger customer bases and substantially greater resources than we do. As a result, these competitors may be able to devote greater resources to marketing and promotional campaigns, panel retention, panel development or development of systems and technologies than we can. In addition, some of our competitors may adopt more aggressive pricing policies or have started to provide some services at no cost. Furthermore, large software companies, Internet portals and database management companies may enter our market or enhance their current offerings, either by developing competing services or by acquiring our competitors, and could leverage their significant resources and pre-existing relationships with our current and potential customers. Finally, consolidation of our competitors could make it difficult for us to compete effectively.

If we are unable to compete successfully against our current and future competitors, we may not be able to retain and acquire customers, and we may consequently experience a decline in revenues, reduced operating margins, loss of market share and diminished value from our products.

We may encounter difficulties managing our growth and costs, which could adversely affect our results of operations.

We have experienced significant growth over the past several years in the U.S. and internationally. We have substantially expanded our overall business, customer base, headcount, data collection and processing infrastructure and operating procedures as our business has grown through both organic growth and acquisitions. We increased our total number of full time employees to 1,180 employees as of December 31, 2013 from 588 employees as of December 31, 2008. As a result of downward adjustments to compensation and reductions in our workforce made in recent periods, however, we may encounter decreased employee morale and increased employee turnover. Moreover, as a result of acquisition integration initiatives, we may reduce the workforce of an acquired company or reassign personnel. Such actions may expose us to disruption by dissatisfied employees or employee-related claims, including without limitation, claims by terminated employees that believe they are owed more compensation than we believe these employees are due under our compensation and benefit plans, or claims maintained internationally in jurisdictions whose laws and procedures differ from those in the United States. In addition, during this same period, we made substantial investments in our network infrastructure operations as a result of our growth and the growth of our panel, and we have also undertaken certain strategic acquisitions.

We believe that we will need to continue to effectively manage and expand our organization, operations and facilities in order to accommodate potential future growth or acquisitions and to successfully integrate acquired businesses. If we continue to grow, either organically or through acquired businesses, our current systems and facilities may not be adequate. Our need to effectively manage our operations and cost structure requires that we continue to assess and improve our operational, financial and management controls, reporting systems and procedures. For example, we may be required to enter into leases for additional facilities or commit to significant investments in the build out of current or new facilities to support our growth. If we are unable to effectively forecast our facilities needs or if we are unable to sublease or terminate leases for unused space, we may experience increased unexpected costs. If we are not able to efficiently and effectively manage our cost structure or are unable to find appropriate space to support our needs, our business may be impaired.

Failure to effectively expand our sales and marketing capabilities could harm our ability to increase our customer base and achieve broader market acceptance of our products.

Increasing our customer base and achieving broader market acceptance of our products will depend to a significant extent on our ability to expand our sales and marketing operations. We expect to continue to rely on our direct sales force to obtain new customers. We may expand or enhance our direct sales force both domestically and internationally. We believe that there is significant competition for direct sales personnel with the sales skills and technical knowledge that we require. Our ability to achieve significant growth in revenues in the future will depend, in large part, on our success in recruiting, training and retaining sufficient numbers of direct sales personnel, and our ability to cross train our existing sales force with the sales forces of acquired businesses so that the sales personnel have the necessary information and ability to sell or develop sales prospects for both our products and the products of recently-acquired companies. In general, new hires require significant training and substantial experience before becoming productive. Our recent hires and planned hires may not become as productive as we require, and we may be unable to hire or retain sufficient numbers of qualified individuals in the future in the markets where we currently operate or where we seek to conduct business. Our business will be seriously harmed if the efforts to expand our sales and marketing capabilities are not successful or if they do not generate a sufficient increase in revenues.

If we fail to develop our brand, our business may suffer.

We believe that building and maintaining awareness of comScore and our portfolio of products in a cost-effective manner is critical to achieving widespread acceptance of our current and future products and is an important element in attracting new customers. We will also need to carefully manage the brands used by recently acquired businesses as we integrate such businesses into our own. We rely on our relationships with the media and the exposure we receive from numerous citations of our data by media outlets to build brand awareness and credibility among our customers and the marketplace. Furthermore, we believe that brand recognition will become more important for us as competition in our market increases. Our brand's success will depend on the effectiveness of our marketing efforts and on our ability to provide reliable and valuable products to our customers at competitive prices. Our brand marketing activities may not yield increased revenues, and even if they do, any increased revenues may not offset the expenses we incur in attempting to build our brand. If we fail to successfully market our brand, we may fail to attract new customers, retain existing customers or attract media coverage to the extent necessary to realize a sufficient return on our brand-building efforts, and our business and results of operations could suffer.

We have a history of significant net losses, may incur significant net losses in the future and may not achieve profitability.

Although we have generated profits in prior periods, we incurred net losses of $2.3 million, $11.8 million, and $15.8 million for the years ended December 31, 2013, 2012 and 2011, respectively. As such we cannot assure you that we will be able to achieve, sustain or increase profitability in the future, particularly if we engage in additional acquisition activity as we did in 2011 and 2010. As of December 31, 2013, we had an accumulated deficit of $83.2 million. Because a large portion of our costs are fixed, we may not be able to reduce our expenses in response to any decrease in our revenues, which would adversely affect our operating results. In addition, we expect operating expenses to increase as we implement certain growth initiatives, which include, among other things, the development of new products, expansion of our infrastructure, plans for international expansion and general and administrative expenses associated with being a public company. If our revenues do not increase to offset these expected increases in costs and operating expenses, our operating results would be materially and adversely affected. If we continue to incur significant net losses, we may not be able to realize certain deferred tax assets associated with our net operating loss carryforwards. As of December 31, 2013, we estimate our federal and state net operating loss carryforwards for tax purposes are approximately $37.2 million and $38.3 million, respectively. You should not consider our revenue growth in recent periods as indicative of our future performance, as our operating results for future periods are subject to numerous uncertainties.

We have limited experience with respect to our pricing model, and if the fees we charge for our products are unacceptable to our customers, our revenues and operating results will be harmed.

We have limited experience in determining the fees that our existing and potential customers will find acceptable for our products, the products of companies that we recently acquired, and any potential products that are developed as a result of the integration of our company with acquired companies. The majority of our customers purchase specifically tailored subscription packages that are priced in the aggregate. Due to the level of customization of such subscription packages, the pricing of contracts or individual product components of such packages may not be readily comparable across customers or periods. Existing and potential customers may have difficulty assessing the value of our products and services when comparing it to competing products and services. As the market for our products matures, or as new competitors introduce new products or services that compete with ours, we may be unable to renew our agreements with existing customers or attract new customers with the fees we have historically charged. As a result, it is possible that future competitive dynamics in our market as well as global economic pressures may require us to reduce our fees, which could have an adverse effect on our revenues, profitability and operating results.

We depend on third parties for data that is critical to our business, and our business could suffer if we cannot continue to obtain data from these suppliers.

We rely on third-party data sources for information regarding certain digital activities such as television viewing and mobile usage, as well as for information about offline activities of and demographic information regarding our panelists. The availability and accuracy of this data is important to the continuation and development of our cross-media products, products that use server- or census-based information as part of the research methodology, and products that link online and offline activity. If this information is not available to us at commercially reasonable terms, or is found to be inaccurate, it could harm our reputation, business and financial performance.

System failures or delays in the operation of our computer and communications systems may harm our business.

Our success depends on the efficient and uninterrupted operation of our computer and communications systems and the third-party data centers we use. Our ability to collect and report accurate data may be interrupted by a number of factors, including our inability to access the Internet, the failure of our network or software systems, computer viruses, security breaches or variability in user traffic on customer Web sites. A failure of our network or data gathering procedures could impede the processing of data, cause the corruption or loss of data or prevent the timely delivery of our products.

In the future, we may need to expand our network and systems at a more rapid pace than we have in the past. Our network or systems may not be capable of meeting the demand for increased capacity, or we may incur additional unanticipated expenses to accommodate these capacity demands. In addition, we may lose valuable data, be unable to obtain or provide data on a timely basis or our network may temporarily shut down if we fail to adequately expand or maintain our network capabilities to meet future requirements. Any lapse in our ability to collect or transmit data may decrease the value of our products and prevent us from providing the data requested by our customers. Any disruption in our network processing or loss of Internet user data may damage our reputation and result in the loss of customers, and our business and results of operations could be adversely affected.

We rely on a small number of third-party service providers to host and deliver our products, and any interruptions or delays in services from these third parties could impair the delivery of our products and harm our business.

We host our products and serve all of our customers from data center facilities located throughout the United States and Europe. While we operate our equipment inside these facilities, we do not control the operation of these facilities, and, depending on service level requirements, we may not continue to operate or maintain redundant data center facilities for all of our products or for all of our data, which could increase our vulnerability. These facilities are vulnerable to damage or interruption from earthquakes, hurricanes, floods, fires, power loss, telecommunications failures and similar events. They are also subject to break-ins, computer viruses, sabotage, intentional acts of vandalism and other misconduct. A natural disaster or an act of terrorism, a decision to close the facilities without adequate notice or other unanticipated problems could result in lengthy interruptions in availability of our products. We may also encounter capacity limitations at our third-party data centers. Additionally, our data center facility agreements are of limited durations, and our data center facilities have no obligation to renew their agreements with us on commercially reasonable terms, if at all. Our agreements for our various data center facilities expire at various dates through December 2017. We believe that we have good relationships with our data center facility vendors and believe that we will be able to renew, or find alternative data center facilities, at commercially reasonable terms. Although we are not substantially dependent on our data center facilities because of planned redundancies, and although we currently are able to migrate to alternative data centers, such a migration may result in an interruption or delay in service. If we are unable to renew our agreements with the owners of the facilities on commercially reasonable terms, or if we migrate to a new data center, we may experience delays in delivering our products until an agreement with another data center facility can be arranged or the migration to a new facility is completed.

We currently leverage a large content delivery network, or CDN, to provide services that allow us to offer a more efficient tagging methodology for certain subscription based measurement and analytics product offerings. If that service faced

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unplanned outage or the service became immediately unavailable, an alternate CDN provider or additional capacity in our data centers would need to be established to support the large volume of tag requests that we currently manage which would either require additional investments in equipment and facilities or a transition plan. This could unexpectedly raise the costs and could contribute to delays or losses in tag data that could affect the quality and reputation of our Media Metrix 360 data products.

Further, we depend on access to the Internet through third-party bandwidth providers to operate our business. If we lose the services of one or more of our bandwidth providers for any reason, we could experience disruption in the delivery of our products or be required to retain the services of a replacement bandwidth provider. It may be difficult for us to replace any lost bandwidth on commercially reasonable terms, or at all, due to the large amount of bandwidth our operations require.

Our operations also rely heavily on the availability of electrical power and cooling capacity, which are also supplied by third-party providers. If we or the third-party data center operators that we use to deliver our products were to experience a major power outage or if the cost of electrical power increases significantly, our operations and profitability would be harmed. If we or the third-party data centers that we use were to experience a major power outage, we would have to rely on back-up generators, which may not function properly, and their supply may be inadequate. Such a power outage could result in the disruption of our business. Additionally, if our current facilities fail to have sufficient cooling capacity or availability of electrical power, we would need to find alternative facilities.

Any errors, defects, disruptions or other performance problems with our products caused by third parties could harm our reputation and may damage our business. Interruptions in the availability of our products may reduce our revenues due to increased turnaround time to complete projects, cause us to issue credits to customers, cause customers to terminate their subscription and project agreements or adversely affect our renewal rates. Our business would be harmed if our customers or potential customers believe our products are unreliable.

Laws related to the regulation of the Internet could adversely affect our business.

Laws and regulations that apply to communications and commerce over the Internet are becoming more prevalent. In particular, the growth and development of the market for eCommerce has prompted calls for more stringent tax, consumer protection and privacy laws in the United States and abroad that may impose additional burdens on companies conducting business online. The adoption, modification or interpretation of laws or regulations relating to the Internet or our customers' digital operations could negatively affect the businesses of our customers and reduce their demand for our products. Even if such laws and regulations are not enacted, lawmakers and regulators may publicly call into question the collection and use of Internet or mobile usage data and may affect vendors and customers' willingness to do business with us.

Taxing authorities may successfully assert that we should have collected or in the future should collect sales and use, value added or similar taxes, and we could be subject to liability with respect to past or future sales, which could adversely affect our results of operations.

We do not collect sales and use, value added and similar taxes in all jurisdictions in which we have sales. Sales and use, value added and similar tax laws and rates vary greatly by jurisdiction. Certain jurisdictions in which we do not collect such taxes may assert that such taxes are applicable, which could result in tax assessments, penalties and interest, and we may be required to collect such taxes in the future. Such tax assessments, penalties and interest or future requirements may adversely affect the results of our operations.

If we fail to respond to evolving industry standards, our products may become obsolete or less competitive.

The market for our products is characterized by rapid technological advances, changes in customer requirements, changes in protocols and evolving industry standards. For example, industry associations such as the Advertising Research Foundation, the Council of American Survey Research Organizations, the Internet Advertising Bureau, or IAB, and the Media Rating Council have independently initiated efforts to either review online market research methodologies or to develop minimum standards for online market research. In April 2011, comScore Direct was accredited by the Media Rating Council. Any standards adopted by U.S or internationally based industry associations may lead to costly changes to our procedures and methodologies. As a result, the cost of developing our digital media analytics products could increase. If we do not adhere to standards prescribed by the IAB or other industry associations, our customers could choose to purchase products from competing companies that meet such standards. Furthermore, industry associations based in countries outside of the United States often endorse certain vendors or methodologies. If our methodologies fail to receive an endorsement from an important industry association located in a foreign country, advertising agencies, media companies and advertisers in that country may not purchase our products. As a result, our efforts to further expand internationally could be adversely affected.

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The success of our business depends on the continued growth of the Internet as a medium for commerce, content, advertising and communications.

Expansion in the sales of our products depends on the continued acceptance of the digital media as a platform for commerce, content, advertising and communications. The use of the digital media as a medium for commerce, content, advertising and communications could be adversely impacted by delays in the development or adoption of new standards and protocols to handle increased demands of digital media activity, security, reliability, cost, ease-of-use, accessibility and quality-of-service. The performance of the Internet and its acceptance as a medium for commerce, content, advertising and communications has been harmed by viruses, worms, and similar malicious programs, and the Internet has experienced a variety of outages and other delays as a result of damage to portions of its infrastructure. If for any reason digital media does not remain a medium for widespread commerce, content, advertising and communications, the demand for our products would be significantly reduced, which would harm our business.

We rely on our management team and may need additional personnel to grow our business; the loss of one or more key employees or the inability to attract and retain qualified personnel could harm our business.

Our success and future growth depends to a significant degree on the skills and continued services of our management team, including our founders, Magid M. Abraham, Ph.D. and Gian M. Fulgoni, and our management team. Our future success also depends on our ability to retain, attract and motivate highly skilled technical, managerial, marketing and customer service personnel, including members of our management team. All of our employees work for us on an at-will basis. We plan to hire additional personnel in all areas of our business, particularly for our sales, marketing and technology development areas, both domestically and internationally, which will likely increase our recruiting and hiring costs. Competition for these types of personnel is intense, particularly in the Internet and software industries. As a result, we may be unable to successfully attract or retain qualified personnel. Our inability to retain and attract the necessary personnel could adversely affect our business.

Changes in, or interpretations of, accounting rules and regulations, could result in unfavorable accounting charges.

Accounting methods and policies, including policies governing revenue recognition, expenses and accounting for stock options are continually subject to review, interpretation, and guidance from relevant accounting authorities, including the Financial Accounting Standards Board, or FASB, and the SEC. Changes to, or interpretations of, accounting methods or policies in the future may require us to reclassify, restate or otherwise change or revise our financial statements.

Investors could lose confidence in our financial reports, and our business and stock price may be adversely affected, if our internal control over financial reporting is found by management or by our independent registered public accounting firm not to be adequate or if we disclose significant deficiencies or material weaknesses in those controls.

Section 404 of the Sarbanes-Oxley Act of 2002 requires us to include a report on our internal control over financial reporting in our Annual Report on Form 10-K. That report includes management's assessment of the effectiveness of our internal control over financial reporting as of the end the fiscal year. Additionally, our independent registered public accounting firm is required to issue a report on their evaluation of the operating effectiveness of our internal control over financial reporting.

We continue to evaluate our existing internal controls against the standards adopted by the Public Company Accounting Oversight Board, or PCAOB. During the course of our ongoing evaluation of our internal controls, we have in the past identified, and may in the future identify, areas requiring improvement, and may have to design enhanced processes and controls to address issues identified through this review. Remedying any significant deficiencies or material weaknesses that we or our independent registered public accounting firm may identify could require us to incur significant costs and expend significant time and management resources. We cannot assure you that any of the measures we may implement to remedy any such deficiencies will effectively mitigate or remedy such deficiencies. Further, if we are not able to complete the assessment under Section 404 in a timely manner or to remedy any identified material weaknesses, we and our independent registered public accounting firm would be unable to conclude that our internal control over financial reporting is effective at the required reporting deadlines. If our internal control over financial reporting is found by management or by our independent registered public accountant to not be adequate or if we disclose significant existing or potential deficiencies or material weaknesses in those controls, investors could lose confidence in our financial reports, we could be subject to sanctions or investigations by The NASDAQ Global Market, the Securities and Exchange Commission or other regulatory authorities and our stock price could be adversely affected.

In future periods, we may upgrade our financial reporting systems and implement new information technology systems to better manage our business, streamline our financial reporting and enhance our existing internal controls. We may experience difficulties if we transition to new or upgraded systems, including loss of data and decreases in productivity as our personnel become familiar with new systems. In addition, we expect that our existing management information systems may require

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modification and refinement as we grow and our business needs change. Any modifications could prolong difficulties we experience with systems transitions, and we may not always employ the most efficient or effective systems for our purposes. If upgrades cost more or take longer than we anticipate, our operating results could be adversely affected. Moreover, if we experience difficulties in implementing new or upgraded information systems or experience system failures, or if we are unable to successfully modify our management information systems to respond to changes in our business needs, our ability to timely and effectively process analyze and prepare financial statements could be adversely affected.

A determination that there is a significant deficiency or material weakness in the effectiveness of our internal control over financial reporting could also reduce our ability to obtain financing or could increase the cost of any financing we obtain and require additional expenditures to comply with applicable requirements.

Our net operating loss carryforwards may expire unutilized or underutilized, which could prevent us from offsetting future taxable income.

We have previously experienced “changes in control” that have triggered the limitations of Section 382 of the Internal Revenue Code on a portion of our net operating loss carryforwards. As a result, we may be limited in the amount of net operating loss carryforwards that we can use in the future to offset taxable income for U.S. Federal income tax purposes.

As of December 31, 2013, we estimate our federal and state net operating loss carryforwards for tax purposes are approximately $37.2 million and $38.3 million, respectively. These net operating loss carryforwards will begin to expire in 2022 for federal income tax reporting purposes and in 2014 for state income tax reporting purposes.

In addition, at December 31, 2013 we estimate our aggregate net operating loss carryforwards for tax purposes related to our foreign subsidiaries are $20.8 million, which began to expire in 2017.

We apply a valuation allowance to certain deferred tax assets when management does not believe that it is more-likely-than-not that they will be realized. In assessing the need for any valuation allowances, we consider the reversal of existing temporary differences associated with deferred tax assets and liabilities, future taxable income, tax planning strategies and historical and future pre-tax book income (as adjusted for permanent differences between financial and tax accounting items) in order to determine if it is more likely than not that the deferred tax asset will be realized. For example, we have had several recent years of pre-tax losses, and further losses may present evidence that our net operating loss carryforwards may not be realized in future periods.

As of December 31, 2013, we had a valuation allowance related to the deferred tax assets of the foreign subsidiaries (primarily net operating loss carryforwards) that are either loss companies or are in their start-up phases, including entities in Spain and the Czech Republic, and the deferred tax asset related to certain state net operating loss carryforwards. Management will continue to evaluate the deferred tax position of our U.S. and foreign companies to determine the appropriate level of valuation allowance required against our deferred tax assets.

Restrictive Covenants in the Agreements Governing Our Current and Future Indebtedness Could Restrict Our Operating Flexibility.

The agreements governing our existing debt, and debt we may incur in the future, contain, or may contain, affirmative and negative covenants that materially limit our ability to take certain actions, including our ability to incur debt, pay dividends and repurchase stock, make certain investments and other payments, enter into certain mergers and consolidations, and encumber and dispose of assets. Credit market turmoil, adverse events affecting our business or industry, the tightening of lending standards or other factors could negatively impact our ability to obtain future financing or to refinance our outstanding indebtedness on terms acceptable to us or at all.

Our Ability To Draw On Our Loan Facility May Be Adversely Affected by Conditions in the U.S. and International Capital Markets.

If financial institutions that have extended credit to us are adversely affected by the conditions of the U.S. and international capital and credit markets, they may be unable to fund borrowings under credit commitments to us. For example, we currently have a $100.0 million revolving line of credit, with a $10.0 million sublimit for standby letters of credit with several banks (the "Lenders") with Bank of America as administrative agent and lead lender. As of December 31, 2013, no amounts are outstanding under the terms of our revolving credit facility. If the Lenders are adversely affected by capital and credit market conditions and are unable to make loans to us when requested, there could be a corresponding adverse impact on our financial condition and our ability to borrow additional funds, if needed, for working capital and general corporate purposes.

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We may require additional capital to support business growth, and this capital may not be available on acceptable terms or at all.

We intend to continue to make investments to support our business growth and may require additional funds to respond to business challenges, including the need to develop new products or enhance our existing products, enhance our operating infrastructure and acquire complementary businesses and technologies.

Accordingly, we may need to engage in equity or debt financings to secure additional funds. If we raise additional funds through further issuances of equity or convertible debt securities, our existing stockholders could suffer significant dilution, and any new equity securities we issue could have rights, preferences and privileges superior to those of holders of our common stock. Any debt financing secured by us in the future could include restrictive covenants relating to our capital raising activities and other financial and operational matters, which may make it more difficult for us to obtain additional capital and to pursue business opportunities, including potential acquisitions. In addition, we may not be able to obtain additional financing on terms favorable to us or at all. If we are unable to obtain adequate financing or financing on terms satisfactory to us when we require it, our ability to continue to support our business growth and to respond to business challenges could be significantly limited. In addition, the terms of any additional equity or debt issuances may adversely affect the value and price of our common stock.

Risks Related to the Securities Market and Ownership of our Common Stock

The trading price of our common stock may be subject to significant fluctuations and volatility, and our new stockholders may be unable to resell their shares at a profit.

The stock markets, in general, and the markets for technology stocks in particular, have experienced high levels of volatility. The market for technology stocks has been extremely volatile and frequently reaches levels that bear no relationship to the past or present operating performance of those companies. These broad market fluctuations may adversely affect the trading price of our common stock. In addition, the trading price of our common stock has been subject to significant fluctuations and may continue to fluctuate or decline.

The price of our common stock in the market may be higher or lower than the price you pay, depending on many factors, some of which are beyond our control and may not be related to our operating performance. It is possible that, in future quarters, our operating results may be below the expectations of analysts or investors. As a result of these and other factors, the price of our common stock may decline, possibly materially. These fluctuations could cause you to lose all or part of your investment in our common stock. Factors that could cause fluctuations in the trading price of our common stock include the following:

- price and volume fluctuations in the overall stock market from time to time;
- volatility in the market price and trading volume of technology companies and of companies in our industry;
- actual or anticipated changes or fluctuations in our operating results;
- actual or anticipated changes in expectations regarding our performance by investors or securities analysts;
- the failure of securities analysts to cover our common stock or changes in financial estimates by analysts;
- actual or anticipated developments in our competitors' businesses or the competitive landscape;
- actual or perceived inaccuracies in, or dissatisfaction with, information we provide to our customers or the media;
- litigation involving us, our industry or both;
- regulatory developments;
- privacy and security concerns, including public perception of our practices as an invasion of privacy;
- general economic conditions and trends;
- major catastrophic events;
- sales of large blocks of our stock;
- the timing and success of new product introductions or upgrades by us or our competitors;
- changes in our pricing policies or payment terms or those of our competitors;
- concerns relating to the security of our network and systems;
- our ability to expand our operations, domestically and internationally, and the amount and timing of expenditures related to this expansion; or
- departures of key personnel.

In the past, following periods of volatility in the market price of a company's securities, securities class action litigation has often been brought against that company. If our stock price is volatile, we may become the target of securities litigation,

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which could result in substantial costs and divert our management's attention and resources from our business. In addition, volatility, lack of positive performance in our stock price or changes to our overall compensation program, including our equity incentive program, may adversely affect our ability to retain key employees.

We cannot assure you that a market will continue to develop or exist for our common stock or what the market price of our common stock will be.

We cannot assure you that a public trading market for our common stock will continue to develop or be sustained. If a market is not sustained, it may be difficult for you to sell your shares of common stock at an attractive price or at all. We cannot predict the prices at which our common stock will trade.

If securities or industry analysts do not publish research or reports about our business or if they issue an adverse or misleading opinion regarding our stock, our stock price and trading volume could decline.

The trading market for our common stock will be influenced by the research and reports that industry or securities analysts publish about us or our business. If any of the analysts who cover us issue an adverse or misleading opinion regarding our stock, our stock price would likely decline. If one or more of these analysts cease coverage of our company or fail to publish reports on us regularly, we could lose visibility in the financial markets, which in turn could cause our stock price or trading volume to decline.

Future sales of shares by existing stockholders or new issuances of securities by us could cause our stock price to decline.

If we or our existing stockholders sell, or indicate an intention to sell, substantial amounts of our common stock or other securities in the public market, the trading price of our common stock could decline. Sales of substantial amounts of shares of our common stock or other securities by us or our existing stockholders could lower the market price of our common stock and impair our ability to raise capital through the sale of new securities in the future at a time and price that we deem appropriate.

We have incurred and will continue to incur increased costs and demands upon management as a result of complying with the laws and regulations affecting a public company, which could adversely affect our operating results.

As a public company, we have incurred and will continue to incur significant legal, accounting and other expenses that we would not otherwise incur if we were a private company. In addition, the Sarbanes-Oxley Act of 2002 and the Dodd-Frank Wall Street Reform and Consumer Protection Act, as well as rules implemented by the Securities and Exchange Commission and The NASDAQ Stock Market, requires certain corporate governance practices for public companies. Our management and other personnel devote a substantial amount of time to public reporting requirements and corporate governance. These rules and regulations have significantly increased our legal and financial compliance costs and made some activities more time-consuming and costly. We also have incurred additional costs associated with our public company reporting requirements. If these costs do not continue to be offset by increased revenues and improved financial performance, our operating results would be adversely affected. These rules and regulations also make it more difficult and more expensive for us to obtain director and officer liability insurance, and we may be required to accept reduced policy limits and coverage or incur substantially higher costs to obtain the same or similar coverage if these costs continue to rise. As a result, it may be more difficult for us to attract and retain qualified people to serve on our board of directors or as executive officers.

Provisions in our certificate of incorporation and bylaws and under Delaware law might discourage, delay or prevent a change of control of our company or changes in our management and, therefore, depress the trading price of our common stock.

Our certificate of incorporation and bylaws contain provisions that could depress the trading price of our common stock by acting to discourage, delay or prevent a change of control of our company or changes in our management that the stockholders of our company may deem advantageous. These provisions:

- provide for a classified board of directors so that not all members of our board of directors are elected at one time;
- authorize "blank check" preferred stock that our board of directors could issue to increase the number of outstanding shares to discourage a takeover attempt;
- prohibit stockholder action by written consent, which means that all stockholder actions must be taken at a meeting of our stockholders;

- prohibit stockholders from calling a special meeting of our stockholders;
- provide that the board of directors is expressly authorized to make, alter or repeal our bylaws; and
- provide for advance notice requirements for nominations for elections to our board of directors or for proposing matters that can be acted upon by stockholders at stockholder meetings.

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Additionally, we are subject to Section 203 of the Delaware General Corporation Law, which prohibits a Delaware corporation from engaging in any of a broad range of business combinations with any “interested” stockholder for a period of three years following the date on which the stockholder became an “interested” stockholder and which may discourage, delay or prevent a change of control of our company.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

Our corporate headquarters and executive offices are located in Reston, Virginia, where we occupy approximately 96,000 square feet of office space under a lease that initially expires in 2022, although we have an option to extend until up to 2032, subject to certain conditions. We also lease space in various locations throughout the United States, North America, South America, Europe, and Asia for sales and other personnel. If we require additional space, we believe that we would be able to obtain such space on commercially reasonable terms.

ITEM 3. LEGAL PROCEEDINGS

In addition to the following matters, we may, from time to time, become a party to a variety of legal proceedings that arise in the normal course of our business. While the results of such normal course legal proceedings cannot be predicted with certainty, management believes that, based on current knowledge, the final outcome of the current pending matters will not have a material adverse effect on our financial position, results of operations or cash flows. We are otherwise not presently a party to any pending legal proceedings the outcome of which we believe, if determined adversely to us, would individually or in the aggregate have a material adverse impact on our consolidated results of operations, cash flows or financial position. Regardless of the outcome, legal proceedings can have an adverse effect on us because of defense costs, diversion of management resources and other factors.

Privacy Class Action Litigation

On August 23, 2011, we received notice that Mike Harris and Jeff Dunstan, individually and on behalf of a class of similarly situated individuals, filed a lawsuit against us in the United States District Court for the Northern District of Illinois, Eastern Division, alleging, among other things, violations by us of the Stored Communications Act, the Electronic Communications Privacy Act, Computer Fraud and Abuse Act and the Illinois Consumer Fraud and Deceptive Practices Act as well as unjust enrichment. The complaint seeks unspecified damages, including statutory damages per violation and punitive damages, injunctive relief and reasonable attorneys’ fees of the plaintiffs. Based on a review of these claims, we believe that they are without merit, and we intend to vigorously protect and defend ourselves. In October 2012, the plaintiffs filed an amended complaint which, among other things, removed the claim relating to alleged violations of the Illinois Consumer Fraud and Deceptive Practices Act. The court has certified a class, with trial expected in the second quarter of 2014.

ITEM 4. MINE SAFETY DISCLOSURES

None

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PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

PRICE RANGE OF COMMON STOCK

Our common stock has been traded on the NASDAQ Global Market under the symbol "SCOR" since our initial public offering in June 2007. The following table sets forth the high and low sales prices of our common stock for each period indicated and are as reported by the NASDAQ Global Market.

	2013		2012	
Fiscal Period	High	Low	High	Low
First Quarter	$17.44	$13.98	$23.68	$20.61
Second Quarter	$24.39	$15.67	$21.48	$15.86
Third Quarter	$29.79	$24.63	$17.15	$12.21
Fourth Quarter	$29.09	$25.83	$16.26	$12.41

HOLDERS

As of February 14, 2014 there were 94 stockholders of record of our common stock, although we believe that there may be a significantly larger number of beneficial owners of our common stock. We derived the number of stockholders by reviewing the listing of outstanding common stock recorded by our transfer agent as of February 14, 2014.

STOCK PERFORMANCE GRAPH

The following graph compares the cumulative total stockholder return on our common stock between December 31, 2008 and December 31, 2013 to the cumulative total returns of the NASDAQ Composite Index and NASDAQ Computer Index over the same period. This graph assumes the investment of $100 at the closing price of the markets on December 31, 2008 in our common stock, the NASDAQ Composite Index and the NASDAQ Computer Index, and assumes the reinvestment of dividends, if any. We have never paid dividends on our common stock and have no present plans to do so.

The comparisons shown in the following graph are based upon historical data. We caution that the stock price performance shown in the graph below is not necessarily indicative of, nor is it intended to forecast, the potential future performance of our common stock.

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COMPARISON OF CUMULATIVE TOTAL RETURN*
among comScore, Inc., The NASDAQ Composite Index
and The NASDAQ Computer Index

* $100 invested upon market close of the NASDAQ Global Market on December 31, 2008, including reinvestment of dividends.

The preceding Stock Performance Graph is not deemed filed with the Securities and Exchange Commission and shall not be incorporated by reference in any of our filings under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date hereof and irrespective of any general incorporation language in any such filing.

DIVIDEND POLICY

Since our inception, we have not declared or paid any cash dividends. We currently expect to retain cash generated from operations for use in the operation and expansion of our business and therefore do not anticipate paying any cash dividends in the foreseeable future. There is no restriction to pay dividends under our current credit agreement.

EQUITY COMPENSATION PLANS

The information required by this item regarding equity compensation plans is set forth in Part III, Item 12 “Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters” of this Annual Report on Form 10-K.

UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

On June 3, 2013 the Company announced that its board of directors had approved the repurchase of up to $50 million of the Company's common stock. Such repurchases may be made from time to time subject to pre-determined price and volume guidelines established by the Company's board of directors.

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Share repurchase activity under our share repurchase program for each of the three months ended December 31, 2013, was as follows:

Fiscal Period	Total Number of Shares Purchased	Average Price Per Share (or Unit)	Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs	Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs (in millions)
October 1 - October 31, 2013	40,000	$26.91	40,000	$48,430
November 1 - November 30, 2013	300,000	$27.25	300,000	40,268
December 1 - December 31, 2013	120,000	$28.03	120,000	36,910
Total	460,000		460,000	$36,910

Unregistered Sales of Equity Securities during the Three Months Ended December 31, 2013

None.

Use of Proceeds from Sale of Registered Equity Securities

Not applicable.

PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS

During the three months ended December 31, 2013, we repurchased the following shares of common stock in connection with certain restricted stock and restricted stock unit awards issued under our Equity Incentive Plans:

	Total Number of Shares (or Units) Purchased(1)	Average Price Per Share (or Unit)	Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs	Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs
October 1 - October 31, 2013	18,464	$16.95	—	—
November 1 - November 30, 2013	21,944	$16.22	—	—
December 1 - December 31, 2013	635	$—	—	—
Total	41,043		—	—

(1) The shares included in the table above were repurchased either in connection with (i) our exercise of the repurchase right afforded to us in connection with certain employee restricted stock awards or (ii) the forfeiture of shares by an employee as payment of the minimum statutory withholding taxes due upon the vesting of certain employee restricted stock and restricted stock unit awards.

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(i) For the three months ended December 31, 2013, the shares repurchased in connection with our exercise of the repurchase right afforded to us upon the cessation of employment consisted of the following:

	Total Number of Shares Purchased	Average Price Per Share
October 1 - October 31, 2013	6,750	$—
November 1 - November 30, 2013	9,005	$—
December 1 - December 31, 2013	635	$—
Total	16,390	

(ii) The shares we repurchased in connection with the payment of minimum statutory withholding taxes due upon the vesting of certain restricted stock and restricted stock unit awards were repurchased at the then current fair market value of the shares. For the three months ended December 31, 2013, these shares consisted of the following:

	Total Number of Shares Purchased	Average Price Per Share
October 1 - October 31, 2013	11,714	$26.72
November 1 - November 30, 2013	12,939	$27.50
December 1 - December 31, 2013	—	$—
Total	24,653	

ITEM 6. SELECTED FINANCIAL DATA

The following selected consolidated financial data should be read in conjunction with our consolidated financial statements and the accompanying notes and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” included elsewhere in this report. The selected data in this section is not intended to replace the consolidated financial statements.

The consolidated statements of operations data and the consolidated statements of cash flows data for each of the three years ended December 31, 2013, 2012 and 2011 as well as the consolidated balance sheet data as of December 31, 2013 and 2012 are derived from and should be read together with our audited consolidated financial statements and related notes appearing in this report. The consolidated statements of operations data and the consolidated statements of cash flows data for the years ended December 31, 2010 and 2009 as well as the consolidated balance sheet data as of December 31, 2011, 2010 and 2009 are derived from our audited consolidated financial statements not included in this report. Our historical results are not necessarily indicative of results to be expected for future periods.

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	Year Ended December 31,				
	2013	2012	2011	2010	2009
	(In thousands, except share and per share data)				
Consolidated Statement of Operations Data:					
Revenues	$286,860	$255,193	$232,392	$174,999	$127,740
Cost of revenues (1)	89,963	86,379	75,103	51,953	38,730
Selling and marketing (1)	99,947	91,849	78,289	59,641	41,954
Research and development (1)	41,025	33,994	34,050	26,377	17,827
General and administrative (1)	46,449	38,134	48,514	33,953	18,232
Amortization of intangible assets	7,957	9,289	9,301	4,534	1,457
Impairment of intangible assets	—	3,349	—	—	—
Gain on asset disposition	(214)	—	—	—	—
Settlement of litigation	(1,360)	—	5,175	—	—
Total expenses from operations	283,767	262,994	250,432	176,458	118,200
Income (loss) from operations	3,093	(7,801)	(18,040)	(1,459)	9,540
Interest and other (expense) income, net	(938)	(870)	(525)	53	410
Loss from foreign currency transactions	(62)	(744)	(410)	(347)	(132)
Gain on sale of marketable securities	—	—	211	—	89
Income (loss) before income taxes	2,093	(9,415)	(18,764)	(1,753)	9,907
(Provision) benefit for income taxes	(4,426)	(2,374)	2,974	177	(5,938)
Net (loss) income	$(2,333)	$(11,789)	$(15,790)	$(1,576)	$3,969
Net (loss) income per common share:					
Basic	$(0.07)	$(0.35)	$(0.49)	$(0.05)	$0.13
Diluted	$(0.07)	$(0.35)	$(0.49)	$(0.05)	$0.13
Weighted-average number of shares used in per share calculations:					
Basic	34,443,126	33,244,798	32,289,877	31,070,018	30,014,085
Diluted	34,443,126	33,244,798	32,289,877	31,070,018	30,970,642

(1) Amortization of stock-based compensation is included in the line items above as follows

Cost of revenues	$3,346	$2,481	$1,976	$1,494	$1,186
Selling and marketing	$11,062	$12,283	$8,512	$6,217	$4,617
Research and development	$3,021	$1,919	$1,988	$1,868	$1,111
General and administrative	$9,606	$8,213	$8,784	$8,195	$2,942

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	December 31, 2013	2012	2011	2010 (In thousands)	2009
Consolidated Balance Sheet Data:					
Cash, cash equivalents and short-term investments	$67,795	$61,764	$38,071	$ 33,736	$88,117
Total current assets	$178,799	$148,929	$126,509	$ 103,097	$136,419
Total assets	$363,413	$336,485	$320,057	$ 283,079	$217,539
Total current liabilities	$134,973	$121,306	$112,390	$ 97,228	$59,409
Equipment loan and capital lease obligations, long-term	$13,330	$6,478	$6,676	$ 7,959	$674
Stockholders' equity	$198,802	$195,643	$190,567	$ 165,832	$147,939

	Year Ended December 31, 2013	2012	2011	2010 (In thousands)	2009
Consolidated Statement of Cash Flows Data:					
Net cash provided by operating activities	$44,574	$44,872	$26,750	$ 25,410	$25,031
Depreciation and amortization	$24,734	$23,448	$22,653	$ 12,956	$8,001
Capital expenditures	$4,597	$7,590	$7,235	$ 5,119	$6,472

Please see “Critical Accounting Policies and Estimates” under Part II, Item 7 of this Annual Report on Form 10-K for further discussion of key accounting changes which occurred during the years covered in the above table. Additional information regarding business combinations and dispositions for the relevant periods above may be found in the notes accompanying our consolidated financial statements included in Part II, Item 8 of this Annual Report on Form 10-K.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our consolidated financial statements and the related notes to those statements included elsewhere in Part II Item 8 of this Annual Report on Form 10-K. In addition to historical financial information, the following discussion and analysis contains forward-looking statements that involve risks, uncertainties and assumptions. Our actual results and timing of selected events may differ materially from those anticipated in these forward-looking statements as a result of many factors, including those discussed under Item 1A, “Risk Factors” and elsewhere in this Annual Report on Form 10-K. See also “Cautionary Statement Regarding Forward-Looking Statements” at the beginning of this Form 10-K.

Overview

We provide digital media analytics that enable our customers to make well-informed, data-driven decisions to effectively manage their business, build successful digital strategies and tactics, and optimize their marketing and advertising investments. We are a technology-driven company that measures what people do as they navigate the digital world across multiple technology platforms including personal computers, smartphones, tablets, televisions and interact with digital media, including Web sites, apps, video programming and advertising. We aspire to measure all digital interactions across all major digital platforms, at scale, on a global basis.

Our products and services provide customers with deep and actionable insight into consumer behavior including objective, detailed information about consumer usage of digital content and advertising coupled with information on consumer demographic characteristics, attitudes, lifestyles and offline behavior. We are skilled in combining proprietary comScore data with our clients' own data, as well as data from partners, to provide uniquely valuable digital media analytics. We deliver on-demand and real-time products and services through a scalable

Software-as-Service delivery model which supports both comScore-branded products and also partner products integrating comScore data and services. During the year ended December 31, 2013, we provided service to approximately 2,400 customers worldwide with our broad geographic base of employees located in 31 locations in 23 countries.

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Key Metrics

	Year ended December,		
	2013	2012	2011
	(dollars in thousands)		
Revenue	$286,860	$255,193	$232,292
Adjusted EBITDA*	$60,071	$42,801	$47,096
Adjusted EBITDA Margin*	21 %	17 %	20 %

* Adjusted EBITDA is not calculated in accordance with generally accepted accounting principles, or GAAP. A reconciliation of this non-GAAP measure to the most directly comparable GAAP-based measure along with a summary of the definition and its material limitation are included in the section titled "-Non-GAAP Financial Measures."

We monitor the key financial and operating metrics set forth in the preceding table to help us evaluate trends and measure the effectiveness and efficiency of our operations. We discuss our revenue in the section titled "Our Revenues" and "Results of Operations" and Adjusted EBITDA and Adjusted EBITDA margin in the section titled "Non-GAAP Financial Measures."

Non-GAAP Financial Measures

To provide investors with additional information regarding our financial results, we have disclosed these adjusted EBITDA and adjusted EBITDA margin, which are both non-GAAP financial measures.

We present these non-GAAP financial measures because they are key measures used by our management and board of directors to understand and evaluate our core operating performance and trends. We believe that these non-GAAP financial measures provide useful information to investors and others in understanding and evaluating our operating results in the same manner as our management and board of directors.

We define adjusted EBITDA as net income (loss) plus; amortization of intangible assets, impairment of intangible assets, stock-based compensation, costs related to acquisitions, restructuring and other non-recurring items, settlement of litigation, gain on ARS disposition, pro-forma adjustment to exclude the non-Health Copy-Testing and Configuration Manager products and deferred tax provision, current cash tax provision, depreciation, and interest expense (income), net. Adjusted EBITDA margin is the quotient of Adjusted EBITDA divided by total revenue.

Our use of these non-GAAP financial measures has limitations as an analytical tool, and you should not consider them in isolation or as a substitute for analysis of our results as reported under GAAP. These limitations are:

- although depreciation and amortization are non-cash charges, the assets being depreciated may have to be replaced in the future, and adjusted EBITDA does not reflect cash capital expenditure requirements for such replacements or for new capital expenditure requirements;
- adjusted EBITDA does not reflect changes in, or cash requirements for, our working capital needs;
- adjusted EBITDA does not consider the impact of equity-based compensation;
- adjusted EBITDA does not reflect tax payments that may represent a reduction in cash available to us; and
- other companies, including companies in our industry, may calculate adjusted EBITDA differently, which reduces its usefulness as a comparative measure.

Because of these and other limitations, you should consider adjusted EBITDA alongside other GAAP-based financial performance measures, including various cash flow metrics, net income (loss) and our other GAAP financial results. Management addresses the inherent limitations associated with using adjusted EBITDA through disclosure of such limitations, presentation of our financial statements in accordance with GAAP and reconciliation of adjusted EBITDA to the most directly comparable GAAP measure, net income (loss). Further, management also reviews GAAP measures, and evaluates individual measures that are not included in adjusted EBITDA such as our level of capital expenditures and interest expense, among other items.

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The following table presents a reconciliation of adjusted EBITDA to net loss, the most comparable GAAP measure, for each of the periods identified:

	Year ended December,					
	2013		2012		2011	
	(dollars in thousands)					
Net loss	(2,333	)	(11,789	)	(15,790	)
Amortization of intangible assets	7,957		9,289		9,301	
Impairment of intangible assets	—		3,349		—	
Stock-based compensation	27,035		24,896		21,260	
Costs related to acquisitions, restructuring and other non-recurring items	7,015		1,437		3,405	
Settlement of litigation	(1,360	)	—		5,175	
Gain on ARS disposition	(214	)	—		—	
Adjustment to exclude non-Health Copy-Testing and Configuration Manager products	(170	)	(1,572	)	(3,070	)
Deferred tax provision	2,381		896		(4,356	)
Current cash tax provision	2,045		1,478		1,382	
Depreciation	16,777		14,159		13,352	
Interest expense (income), net	938		658		(525	)
Adjusted EBITDA	60,071		42,801		30,134	
Adjusted EBITDA margin(1)	21	%	17	%	14	%

(1) Management estimates pro forma revenues of $1,330, $8,328 and $14,348 in 2013, 2012 and 2011, respectively, and total pro forma expenses of $1,160, $6,756 and $11,278 in 2013, 2012 and 2011, respectively, related to the non-Health Copy-Testing and Configuration Manager products in 2013, 2012 and 2011, respectively, which we disposed of in March 2013. Calculating based on revenues excluding those amounts, adjusted EBITDA margin would have been 21%, 18% and 15% during the years ended December 31, 2013, 2012 and 2011, respectively.

Our Revenues

We derive our revenues primarily from the fees that we charge for subscription-based products, customized projects, and software licenses. We define subscription-based revenues as revenues that we generate from products that we deliver to a customer on a recurring basis, as well as arrangements where a customer is committing up-front to purchase a series of deliverables over time, which includes revenue from software licenses as further discussed below. We define project revenues as revenues that we generate from customized projects that are performed for a specific customer on a non-recurring basis. A significant characteristic of our SaaS-based business model is our large percentage of subscription-based contracts. Subscription-based revenues accounted for 87%, 85% and 85% of total revenues in the years ended December 31, 2013, 2012, and 2011, respectively. Many of our customers who initially purchased a customized project have subsequently purchased one of our subscription-based products. Similarly, many of our subscription-based customers have subsequently purchased additional customized projects.

Historically, we have generated most of our revenues from the sale and delivery of our products to companies and organizations located within the United States. We continue to expand our international revenues by selling our products and deploying our direct sales force model in additional international markets in the future. For the year ended December 31, 2013, our international revenues were $84.1 million, an increase of $12.3 million, or 17% over international revenues of $71.8 million for the year ended December 31, 2012. International revenues comprised approximately 29%, 28% and 26% of our total revenues for the fiscal years ended December 31, 2013, 2012 and 2011, respectively.

We anticipate that revenues from our U.S. customers will continue to constitute a substantial portion of our revenues in future periods, but we expect that revenues from customers outside of the U.S. will increase as a percentage of total revenues as we build greater international recognition of our brand and expand our sales operations globally.

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Subscription Revenues

We generate a significant portion of our subscription-based revenues from our Media Metrix ® product suite. Products within the Media Metrix ® suite include: Video Metrix ™, Mobile Metrix ™, Plan Metrix ™, Ad Metrix ™ and Media Metrix ® Multi-Platform (MMX MP). These product offerings provide subscribers with intelligence on digital media usage, audience characteristics, audience demographics and online and offline purchasing behavior. Customers who subscribe to our Media Metrix products are provided with login IDs to our web site, have access to our database and can generate reports at anytime.

In recent years, we began generating additional subscription revenues from our flagship advertising service, Validated Campaign Essentials (vCE). In January 2014, we entered into a partnership agreement with Google to integrate vCE directly into the DoubleClick ad management platform, allowing DoubleClick customers to add vCE to their ad campaigns with a single click. While vCE provides key analytics about advertising campaigns to ad buyers, we also offer Validated Media Essentials (vME) to advertising sellers, allowing them to evaluate their advertising inventory and optimize their monetization strategy with metrics comparable to those used by ad buyers.

We also generate subscription-based revenues from certain reports and analyses provided through our customer research product, if that work is procured by customers on a recurring basis. Through our customer research products, we deliver digital media analytics relating to specific industries, such as automotive, consumer packaged goods, entertainment, financial services, media, pharmaceutical, retail, technology, telecommunications and travel. This marketing intelligence leverages our global consumer panel and extensive database to deliver information unique to a particular customer's needs on a recurring schedule, as well as on a continual-access basis. Our Marketing Solutions customer agreements typically include a fixed fee with an initial term of at least one year. We also provide these products on a non-subscription basis as described under "Project Revenues" below.

In addition, we generate subscription-based revenues from survey products that we sell to our customers. In conducting our surveys, we generally use our global Internet user panel. After questionnaires are distributed to the panel members and completed, we compile their responses and then deliver our findings to the customer, who also has ongoing access to the survey response data as they are compiled and updated over time. This data include responses and information collected from the actual survey questionnaires and can also include behavioral information that we passively collect from our panelists. If a customer has a history of purchasing survey products in each of the last four quarters, then we believe this indicates the surveys are being conducted on a recurring basis, and we classify the revenues generated from such survey products as subscription-based revenues. Our contracts for survey services typically include a fixed fee with terms that range from two months to one year.

Our acquisition of Nedstat resulted in additional revenue sources, including software subscriptions, server calls, and professional services. Our arrangements generally contain multiple elements, consisting of the various service offerings. Our acquisition of AdXpose resulted in additional revenue sources, including fees for the use of the AdXpose platform. Customers using the AdXpose platform generally pay a fixed fee for each impression that is generated using the AdXpose technology. Revenue is recognized on a usage basis when the impression is delivered and reported via the AdXpose service portal.

Project Revenues

We generate project revenues by providing customized reports to our customers on a nonrecurring basis through comScore Marketing Solutions. For example, a customer in the media industry might request a custom report that profiles the behavior of the customer's active online users and contrasts their market share and loyalty with similar metrics for a competitor's online user base. If this customer continues to request the report beyond an initial project term of at least nine months and enters into an agreement to purchase the report on a recurring basis, we begin to classify these future revenues as subscription-based.

Critical Accounting Policies and Estimates

Our discussion and analysis of our financial condition and results of operations are based on our consolidated financial statements, which have been prepared in accordance with U.S. generally accepted accounting principles. The preparation of these financial statements requires us to make estimates, assumptions and judgments that affect the amounts reported in our consolidated financial statements and the accompanying notes. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances. Actual results may differ from these estimates.

While our significant accounting policies are described in more detail in the notes to our consolidated financial statements included in Part II, Item 8 of this Annual Report on Form 10-K, we believe the following accounting policies to be the most critical to the judgments and estimates used in the preparation of our consolidated financial statements.

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Revenue Recognition

We recognize revenues when the following fundamental criteria are met: (i) persuasive evidence of an arrangement exists, (ii) delivery has occurred or the services have been rendered, (iii) the fee is fixed or determinable, and (iv) collection of the resulting receivable is reasonably assured.

We generate revenues by providing access to our online database or delivering information obtained from our database, usually in the form of periodic reports. Revenues are typically recognized on a straight-line basis over the period in which access to data or reports is provided, which generally ranges from three to twenty four months. Sales taxes remitted to government authorities are recorded on a net basis.

We also generate revenues through survey services under contracts ranging in term from two months to one year. Our survey services consist of survey and questionnaire design with subsequent data collection, analysis and reporting. At the outset of an arrangement, we allocate total arrangement consideration between the development of the survey questionnaire and subsequent data collection, analysis and reporting services based on relative selling price. We recognize revenue allocated to the survey questionnaire when it is delivered and we recognize revenue allocated to the data collection, analysis and reporting services on a straight-line basis over the estimated data collection period once the survey or questionnaire design has been delivered. Any change in the estimated data collection period results in an adjustment to revenues recognized in future periods.

Certain of our arrangements contain multiple elements, consisting of the various services we offer. Multiple element arrangements typically consist of either subscriptions to multiple online product solutions or a subscription to our online database combined with customized services. We recognize revenue under these arrangements in accordance with Financial Accounting Standards Board (“FASB”) Accounting Standards Update (“ASU”) 2009-13, Multiple Deliverable Revenue Arrangements, which requires us to allocate arrangement consideration at the inception of an arrangement to all deliverables, if they represent a separate unit of accounting, based on their relative selling prices. The guidance establishes a hierarchy to determine the selling price to be used for allocating arrangement consideration to deliverables: (i) vendor-specific objective evidence of fair value (“VSOE”), (ii) third-party evidence of selling price (“TPE”) if VSOE is not available, or (iii) an estimated selling price (“ESP”) if neither VSOE nor TPE are available. VSOE generally exists only when we sell the deliverable separately and is the price actually charged by us for that deliverable on a stand-alone basis. ESP reflects our estimate of what the selling price of a deliverable would be if it was sold regularly on a stand-alone basis.

We have concluded that we do not have VSOE, for these types of arrangements, and TPE is generally not available because our service offerings are highly differentiated and we are unable to obtain reliable information on the products and pricing practices of our competitors. As such, ESP is used to allocate the total arrangement consideration at the arrangement inception based on each element’s relative selling price.

Our process for determining ESP involves management’s judgments based on multiple factors that may vary depending upon the unique facts and circumstances related to each product suite and deliverable. We determine ESP by considering several external and internal factors including, but not limited to, current pricing practices, pricing concentrations (such as industry, channel, customer class or geography), internal costs and market penetration of a product or service. The total arrangement consideration is allocated to each of the elements based on the relative selling price. If the ESP is determined as a range of selling prices, the mid-point of the range is used in the relative-selling-price method. Once the total arrangement consideration has been allocated to each deliverable based on the relative allocation of the arrangement fee, we commence revenue recognition for each deliverable on a stand-alone basis as the data or service is delivered. In the future, as our pricing strategies and market conditions change, modifications may occur in the determination of ESP to reflect these changes. As a result, the future revenue recognized for these arrangements could differ from the results in the current period.

Generally, our contracts are non-refundable and non-cancelable. In the event a portion of a contract is refundable, revenue recognition is delayed until the refund provisions lapse. A limited number of customers have the right to cancel their contracts by providing us with written notice of cancellation. In the event that a customer cancels its contract, it is not entitled to a refund for prior services, and it will be charged for costs incurred plus services performed up to the cancellation date.

In connection with our acquisition of Nexius, Inc., we acquired additional revenue sources, including software licenses, professional services (including software customization implementation, training and consulting services), and maintenance and technical support contracts. Our arrangements generally contain multiple elements, consisting of the various service offerings. We recognize software license arrangements that include significant modification and customization of the software in accordance with ASC 985-605, Software Recognition and ASC 605-35, Revenue Recognition-Construction-Type and Certain Production-Type Contracts, using either the percentage-of-completion or the completed-contract method. Under the percentage-of-completion method, we use the input method to measure progress, which is based on the ratio of costs incurred to date to total estimated costs at completion. The percentage-of-completion method is used when reliable estimates of progress and completion under the contract can be made. Under the completed-contract method, billings and costs (to the extent they are recoverable) are accumulated on the balance sheet, but no profit or income is recorded before user acceptance of the software license. The completed-contract method is used when reliable estimates cannot be made or other terms under the contract require it. To the extent estimated costs are expected to exceed revenue, we accrue for costs immediately. completed contract method. During the quarter ended June 30, 2011, we established VSOE of fair value for post contract support services for a group of certain Nexius customers. For these specific arrangements, we allocate the total consideration to the various elements in the arrangement based on VSOE of fair value and recognize revenue when the fundamental revenue recognition criteria above are met. For the remainder of the Nexius customers, we currently do not have VSOE for the multiple deliverables and account for all elements in these arrangements as a single unit of accounting, recognizing the entire arrangement fee as revenue over the service period of the last delivered element.

We account for nonmonetary transactions under ASC 845, Nonmonetary Transactions. Nonmonetary transactions with commercial substance are recorded at the estimated fair value of assets surrendered including cash, if cash is less than 25% of the fair value of the overall exchange, unless the fair value of the assets received is more clearly evident, in which case the fair value of the asset received is used to estimate fair value for the exchange.

In the fourth quarter of 2013, we entered into an agreement to exchange certain data assets with a corporation. A member of our Board of Directors also serves as a member of the Board of Directors of that corporation and therefore, we have considered the corporation to be a related party. The transaction was considered to have commercial substance under the guidance in ASC 845 and we estimated the fair value of the services delivered based on similar monetary transactions with third parties. No cash was exchanged in this transaction. We also considered the guidance in ASC 850, Related Party Disclosures.

During the year ended December 31, 2013, we recognized $3.2 million in revenue related to nonmonetary transactions of which $1.8 million is attributable to this related party transaction. Due to timing differences in the delivery and receipt of the respective nonmonetary assets exchanged, the expense recognized in each period is different from the amount of revenue recognized. As a result, during the year ended December 31, 2013, we recognized $1.8 million in expense related to nonmonetary transactions, though no expense was recognized for this related party transaction since data assets have not yet been received.

Business Combinations

We recognize all of the assets acquired, liabilities assumed, contractual contingencies, and contingent consideration at their fair value on the acquisition date. Acquisition-related costs are recognized separately from the acquisition and expensed as incurred. Generally, restructuring costs incurred in periods subsequent to the acquisition date are expensed when incurred. All subsequent changes to an income tax valuation allowance or uncertain tax position that relate to the acquired company and existed at the acquisition date that occur both within the measurement period and as a result of facts and circumstances that existed at the acquisition date are recognized as an adjustment to goodwill. All other changes in income tax valuation allowances are recognized as a reduction or increase to income tax expense or as a direct adjustment to additional paid-in capital as required. Acquired in-process research and development is capitalized as an intangible asset and amortized over its estimated useful life.

Goodwill and Intangible Assets

We record goodwill and intangible assets when we acquire other businesses. The allocation of the purchase price to intangible assets and goodwill involves the extensive use of management’s estimates and assumptions, and the result of the allocation process can have a significant impact on our future operating results. We estimate the fair value of identifiable intangible assets acquired using several different valuation approaches, including relief from royalty method, and income and market approaches. The relief from royalty method assumes that if we did not own the intangible asset or intellectual property, we would be willing to pay a royalty for its use. We generally use the relief from royalty method for estimating the value of acquired technology/methodology assets. The income approach converts the anticipated economic benefits that we assume will be realized from a given asset into value. Under this approach, value is measured as the present worth of anticipated future net cash flows generated by an asset. We generally use the income approach to value customer relationship assets and non-compete agreements. The market approach compares the acquired asset to similar assets that have been sold. We generally use the income approach to value trademarks and brand assets.

Intangible assets with finite lives are amortized over their useful lives while goodwill and indefinite lived assets are not amortized, but rather are periodically tested for impairment. An impairment review generally requires developing assumptions and projections regarding our operating performance. We have determined that all of our goodwill is associated with one reporting unit as we do not operate separate lines of business with respect to our services. Accordingly, on an annual basis we perform the impairment assessment for goodwill at the enterprise level by comparing the fair value of our reporting unit to its

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carrying value including goodwill recorded by the reporting unit. If the carrying value exceeds the fair value, impairment is measured by comparing the implied fair value of the goodwill to its carrying value and any impairment determined is recorded in the current period. If our estimates or the related assumptions change in the future, we may be required to record impairment charges to reduce the carrying value of these assets, which could be material. There were no impairment charges to Goodwill recognized during the years ended December 31, 2013, 2012 or 2011.
During the three months ended June 30, 2012, we noted a significant decline in revenues from ARS, which we acquired in February 2010. As a result, we performed an impairment test of the long-lived assets of ARS. The long-lived assets of ARS consist of customer relationships and acquired methodologies and technology. The first step in testing the long-lived assets of ARS for impairment was to compare the sum of the undiscounted cash flows expected to result from the use and eventual disposition of ARS to the carrying value of ARS's long-lived assets. Based on this analysis, we determined as of June 30, 2012 that the sum of the expected undiscounted cash flows to be generated from ARS was less than the carrying value of the ARS intangible assets. As such, we concluded that the ARS intangible assets were impaired as of June 30, 2012. To measure the amount of the impairment, we then estimated the fair value of the intangible assets as of June 30, 2012. In determining the fair value of the intangible assets, we prepared a discounted cash flow ("DCF") analysis for each intangible asset. In preparing the DCF analysis, we used a combination of income approaches including the relief from royalty approach and the excess earnings approach. Determining fair value requires the exercise of significant judgment, including judgments about appropriate discount rates, terminal growth rates, royalty rates and the amount and timing of expected future cash flows. The cash flows employed in the DCF analysis were based on our most recent budgets, forecasts and business plans as well as growth rate assumptions for years beyond the current business plan period. Significant assumptions used include a discount rate of 18.5%, which is based on an assessment of the risk inherent in the future revenue streams and cash flows of ARS, as well as a royalty rate of 3.0%, which is based on an analysis of royalty rates in similar, market transactions. Based on the DCF analysis, we estimated the fair value of the intangible assets of ARS to be $2.5 million as of June 30, 2012, which resulted in an impairment charge of $3.3 million during the year ended December 31, 2012. The impairment charge had a negative impact on net loss of $3.3 million and an impact on earnings per share of $0.10 per share during the year ended December 31, 2012. In addition, these intangible assets will be amortized over a remaining estimated useful life of eighteen months, beginning July 1, 2012. There were no impairment charges to Intangible Assets recognized during the years ended 2012 or 2011.

Long-lived assets

Our long-lived assets primarily consist of property and equipment and intangible assets. We evaluate the recoverability of our long-lived assets for impairment whenever events or changes in circumstances indicate the carrying value of such assets may not be recoverable. If an indication of impairment is present, we compare the estimated undiscounted future cash flows to be generated by the asset to its carrying amount.

Recoverability measurement and estimation of undiscounted cash flows are grouped at the lowest level for which identifiable cash flows are largely independent of the cash flows of other assets and liabilities. If the undiscounted future cash flows are less than the carrying amount of the asset group, we record an impairment loss equal to the excess of the asset group's carrying amount over its fair value. The fair value is determined based on valuation techniques such as a comparison to fair values of similar assets or using a discounted cash flow analysis. Although we believe that the carrying values of our long-lived assets are appropriately stated, changes in strategy or market conditions or significant technological developments could significantly impact these judgments and require adjustments to recorded asset balances. Other than the impairment charge for ARS discussed above, there were no impairment charges recognized during the years ended December 31, 2013, 2012 or 2011.

Allowance for Doubtful Accounts

We manage credit risk on accounts receivable by performing credit evaluations of our customers for existing customers coming up for renewal as well as all prospective new customers, by reviewing our accounts and contracts and by providing appropriate allowances for uncollectible amounts. Allowances are based on management's judgment, which considers historical experience and specific knowledge of accounts that may not be collectible. We make provisions based on our historical bad debt experience, a specific review of all significant outstanding invoices and an assessment of general economic conditions. If the financial condition of a customer deteriorates, resulting in an impairment of its ability to make payments, additional allowances may be required.

Income Taxes

We account for income taxes using the asset and liability method. We estimate our tax liability through calculations we perform for the determination of our current tax liability, together with assessing temporary differences resulting from the different treatment of items for income tax and financial reporting purposes. These differences result in deferred tax assets and liabilities, which are recorded on our balance sheets. We then assess the likelihood that deferred tax assets will be recovered in future periods. In assessing the need for a valuation allowance against the deferred tax assets, we consider factors such as future reversals of existing taxable temporary differences, taxable income in prior carryback years, if carryback is permitted under the tax law, tax planning strategies and future taxable income exclusive of reversing temporary differences and carryforwards. In evaluating projections of future taxable income, we consider our history of profitability, the competitive environment, the overall outlook for the online marketing industry and general economic conditions. In addition, we consider the time frame over which it would take to utilize the deferred tax assets prior to their expiration. To the extent we cannot conclude that it is more-likely-than-not that the benefit of such assets will be realized, we establish a valuation allowance to adjust the carrying value of such assets.

As of December 31, 2013 and 2012, we recorded valuation allowances against certain deferred tax assets of $1.2 million and $4.0 million, respectively. At December 31, 2013, the valuation allowance was related to the deferred tax assets (primarily net operating loss carryforwards) of the foreign subsidiaries that are either loss companies or are in their start-up phases, including entities in Spain and the Czech Republic, the deferred tax asset related to the U.S. capital loss carryforwards, and the deferred tax asset related to certain state net operating loss carryforwards. At December 31, 2012, the valuation allowance was related to the deferred tax assets (primarily net operating loss carryforwards) of the foreign subsidiaries that are either loss companies or are in their start-up phases, including entities in Mexico, Singapore, Spain, Australia, Czech Republic, Netherlands and China, the deferred tax asset related to the U.S. capital loss carryforwards and the deferred tax asset related to certain state net operating loss carryforwards.

As of December 31, 2013, we concluded that it was more-likely-than-not that a substantial portion of our deferred tax assets related to certain state and foreign net operating losses would be realized and that an increase to the valuation allowance of $0.1 million was necessary. We also concluded that it was not more-likely-than-not that a substantial portion of our deferred tax assets in certain other foreign jurisdictions, primarily the Netherlands, would be realized and determined that it was appropriate to release the valuation allowance of $2.9 million. In making that determination, we considered the income generated in these foreign jurisdictions during 2013, the guaranteed profit margins in place for these entities as a result of our transfer pricing model, the tax impact of the restructuring that is currently being implemented, the current overall economic environment, and the projected income of these entities in future years. In addition, during 2013, we wrote-off certain deferred tax assets related to net operating losses that will never be realized. As these deferred tax assets had a full valuation allowance recorded against them, the associated valuation allowance of $0.1 million was released.

As of December 31, 2012, we concluded that it was not more-likely-than-not that a substantial portion of our deferred tax assets related to certain state net operating losses would be realized and determined that it was appropriate to establish a valuation allowance of $0.3 million against our state deferred tax assets. We also concluded that it was not more-likely-than-not that a substantial portion of our deferred tax assets in certain other foreign jurisdictions, primarily the Netherlands, would be realized and that an increase to the valuation allowance of $1.2 million was necessary. In making that determination, we considered the losses incurred in these foreign jurisdictions during 2012, the current overall economic environment, and the uncertainty regarding the profitability of certain foreign operations currently in start-up phase. In addition, during 2012, we wrote-off certain deferred tax assets related to net operating losses that will never be realized. As these deferred tax assets had a full valuation allowance recorded against them, the associated valuation allowance of $0.2 million was released. As of December 31, 2013, we estimate our federal and state net operating loss carryforwards for tax purposes are approximately $37.2 million and $38.3 million, respectively. These net operating loss carryforwards will begin to expire in 2022 for federal income tax purposes and in 2014 for state income tax purposes. In addition, at December 31, 2013, we estimate our aggregate net operating loss carryforwards for tax purposes related to our foreign subsidiaries is $20.8 million, which begins to expire in 2017.The exercise of certain stock options and the vesting of certain restricted stock awards during the years ended December 31, 2013 and 2012 generated income tax deductions equal to the excess of the fair market value over the exercise price or grant date fair value, as applicable. We will not recognize a deferred tax asset with respect to the excess of tax over book stock compensation deductions until the tax deductions actually reduce our current taxes payable. As such, we have not recorded a deferred tax asset in the accompanying financial statements related to the additional net operating losses generated from the windfall tax deductions associated with the exercise of these stock options and the vesting of the restricted stock awards. If and when we utilize these net operating losses to reduce income taxes payable, the tax benefit will be recorded as an increase in additional paid-in capital. As of December 31, 2013 and December 31, 2012, the cumulative amount of net operating losses relating to such option exercises and vesting events that have been included in the gross net operating loss carryforwards above is $32.5 million and $28.9 million, respectively. During the years ended December 31, 2013 and 2012, we recognized windfall tax benefits of approximately $0.1 million related to certain state and foreign tax jurisdictions, which were recorded as an increase to additional paid-in capital.

During the years ended December 31, 2013 and 2012, certain stock options were exercised and certain shares related to restricted stock awards vested at times when our stock price was substantially lower than the fair value of those shares at the time of grant. As a result, the income tax deduction related to such shares is less than the expense previously recognized for book purposes. Such shortfalls reduce additional paid-in capital to the extent relevant windfall tax benefits have been previously recognized. As described above, we recognized a portion of the windfall tax benefits in 2013 and recorded an increase to additional paid-in capital. Therefore, $0.1 million of shortfalls has not been included in income tax expense but has reduced additional paid-in capital for the year ended December 31, 2013. The remaining impact of the shortfalls totaling $0.9 million has been included in income tax expense. As of December 31, 2012, we recognized a portion of the windfall tax benefits and recorded an increase to additional paid-in capital. Therefore, the impact of the shortfalls totaling $0.2 million was not included in income tax expense but reduced additional paid-in capital for the year ended December 31, 2012. Looking forward we cannot predict the stock compensation shortfall impact because of dependency upon future market price performance of our stock.

For uncertain tax positions, we use a more-likely-than-not recognition threshold based on the technical merits of the tax position taken. Tax positions that meet the more-likely-than-not recognition threshold are measured as the largest amount of tax benefits determined on a cumulative probability basis, which are more-likely-than-not to be realized upon ultimate settlement in the financial statements. As of December 31, 2013, 2012 and 2011, we had unrecognized tax benefits of $1.4 million on a tax-effected basis. It is our policy to recognize interest and penalties related to income tax matters in income tax expense. As of December 31, 2013 and 2012, the amount of accrued interest and penalties on unrecognized tax benefits was $0.7 million. We or one of our subsidiaries files income tax returns in the U.S. Federal jurisdiction and various state and foreign jurisdictions. For income tax returns filed by us, we are no longer subject to U.S. Federal examinations by tax authorities for years before 2010 or state and local tax examinations by tax authorities for years before 2009, although tax attribute carryforwards generated prior to these years may still be adjusted upon examination by tax authorities.

Stock-Based Compensation

We estimate the fair value of share-based awards on the date of grant. The fair value of stock options is determined using the Black-Scholes option-pricing model. The fair value of market-based stock options and restricted stock units is determined using a Monte Carlo simulation embedded in a lattice model. The fair value of restricted stock awards is based on the closing price of our common stock on the date of grant. The determination of the fair value of stock option awards and restricted stock awards is based on a variety of factors including, but not limited to, the our common stock price, expected stock price volatility over the expected life of awards, and actual and projected exercise behavior. Additionally we estimate forfeitures for share-based awards at the dates of grant based on historical experience, adjusted for future expectation. The forfeiture estimate is revised as necessary if actual forfeitures differ from these estimates.

We issue restricted stock awards whose restrictions lapse upon either the passage of time (service vesting), achieving performance targets, or some combination of these restrictions. For those restricted stock awards with only service conditions, we recognize compensation cost on a straight-line basis over the explicit service period. For awards with both performance and service conditions, we start recognizing compensation cost over the remaining service period when it is probable the performance condition will be met. Stock awards that contain performance or market vesting conditions, are excluded from diluted earnings per share computations until the contingency is met as of the end of that reporting period. If factors change and we employ different assumptions in future periods, the compensation expense we record may differ significantly from what we have previously recorded.

At December 31, 2013, total estimated unrecognized compensation expense related to unvested stock-based awards granted prior to that date was $27.1 million, which is expected to be recognized over a weighted-average period of 1.18 years.

The actual amount of stock-based compensation expense we record in any fiscal period will depend on a number of factors, including the number of shares subject to restricted stock and/or stock options issued, the fair value of our common stock at the time of issuance and the expected volatility of our stock price over time. In addition, changes to our incentive compensation plan that heavily favor stock-based compensation are expected to cause stock-based compensation expense to increase in absolute dollars. If factors change and we employ different assumptions in future period, the compensation expense we record may differ significantly from what we have previously recorded.

Seasonality

Historically, a higher percentage of our customers have renewed their subscription products with us during the fourth quarter.

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Results of Operations

The following table sets forth selected consolidated statements of operations data as a percentage of total revenues for each of the periods indicated.

	Year Ended December 31, 2013		2012		2011	
Revenues	100.0	%	100.0	%	100.0	%
Cost of Revenues	31.3		33.9		32.3	
Selling and marketing expenses	34.8		36.0		33.7	
Research and development	14.3		13.3		14.7	
General and administrative	16.2		14.9		20.9	
Amortization of intangible assets	2.8		3.7		4.0	
Impairment of intangible assets	—		1.3		—	
Settlement of litigation	(0.5	)	—		2.2	
Total expenses from operations	98.9		103.1		107.8	
Income (loss) from operations	1.1		(3.1	)	(7.8	)
Interest and other (expense) income, net	(0.4	)	(0.3	)	(0.2	)
Loss from foreign currency transactions	—		(0.3	)	(0.2	)
Gain on sale of marketable securities	—		—		0.1	
Income (loss) before income tax (benefit) provision	0.7		(3.7	)	(8.1	)
Income tax (benefit) provision	(1.5	)	(0.9	)	1.3	
Net loss attributable to common stockholders	(0.8	)%	(4.6	)%	(6.8	)%

Year Ended December 31, 2013 Compared to Year Ended December 31, 2012

Revenues

	Year Ended December 31, 2013	2012	Change $	%	
	(In thousands)				
Revenues	$286,860	$255,193	$31,667	12.4	%

Total revenues increased by approximately $31.7 million during the year ended December 31, 2013 as compared to the year ended December 31, 2012. We attribute the revenue growth to increased sales to our existing customer base and continued growth of our customer base during the period. Revenue from existing customers increased $29.3 million from $228.0 million for the year ended December 31, 2012 to $257.3 million for the year ended December 31, 2013, while revenue from new customers increased $2.3 million from $27.2 million for the year ended December 31, 2012 to $29.5 million for the year ended December 31, 2013. Revenue from new customers increased due to a significant focus on the selling of new products, especially vCE, to our current customer base.

We experienced continued revenue growth in subscription revenues, which increased by approximately $33.8 million during the year ended December 31, 2013, from $216.0 million in the prior year period. We experienced a decrease in revenue from our project-based revenues which decreased by approximately $2.2 million during the year ended December 31, 2013, from $39.2 million in the prior year period.

Revenues from U.S. customers were $202.7 million for the year ended December 31, 2013, or approximately 71% of total revenues, while revenues from customers outside of the U.S. were $84.1 million for the year ended December 31, 2013, or approximately 29% of total revenues. Our focus on organic growth efforts in international markets resulted in increased international revenues of $12.3 million, comprised of increases of $6.0 million in Europe, $1.0 million in Canada, $3.2 million in Asia and $2.7 million in Latin America, offset by a decrease of $0.6 million in the Middle East and Africa during the year ended December 31, 2013 as compared to the prior year period.

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Operating Expenses

The majority of our operating expenses consist of employee salaries and related benefits, stock compensation expense, professional fees, rent and other facility related costs, depreciation expense, and amortization and impairment of acquired intangible assets. Our single largest operating expense relates to our people. In order to effectively motivate our employees and to provide them with proper long-term incentives, we pay the vast majority of our annual bonus arrangements using our common stock. In addition, three of our most senior executives, including our Chief Executive Officer, have agreed to receive shares of our common stock instead of a cash salary.

Our total operating expenses increased by approximately $20.8 million, or approximately 8%, during the year ended December 31, 2013 as compared to the year ended December 31, 2012. This increase is primarily attributable to increased expenditures for employee salaries and related benefits of $11.0 million associated with our increased headcount, increased commissions and sales incentives of $5.4 million related to compensating our employees and strategic partners to continually garner new clients and better serve our existing clients with our expanding suite of products, increased use of professional services firms in the amount of $4.2 million associated with obtaining accounting and legal services to support our rapidly growing global business and for certain ongoing litigation, increased rent and other facilities related costs and depreciation expense of $2.6 million. These increases were partially offset by proceeds from the settlements of litigation in the amount of $1.4 million and decreased amortization expense of $1.3 million.

Cost of Revenues

	Year Ended December 31,		Change	
	2013	2012	$	%
	(In thousands)			
Cost of revenues	$89,963	$86,379	$3,584	4.1 %
As a percentage of revenues	31.3 %	33.9 %		

Cost of revenues consists primarily of expenses related to operating our network infrastructure, producing our products, and the recruitment, maintenance and support of our consumer panels. Expenses associated with these areas include the salaries, stock-based compensation, and related personnel expenses of network operations, survey operations, custom analytics and technical support, all of which are expensed as they are incurred. Cost of revenues also includes data collection costs for our products, operational costs associated with our data centers, including depreciation expense associated with computer equipment that supports our panel and systems, and allocated overhead, which is comprised of rent and other facilities related costs, and depreciation expense related to general purpose equipment and software.

Cost of revenues increased by $3.6 million during the year ended December 31, 2013 compared to the year ended December 31, 2012. This increase is primarily attributable to third-party data costs of $2.6 million associated with our data collection efforts, increased depreciation expense of $1.2 million, and employee salaries and related benefits of $1.0 million. These increases were offset by a decrease of $1.2 million associated with reduced usage of third-party customer service providers.

Cost of revenues decreased as a percentage of revenues during the year ended December 31, 2013 as compared to the year ended December 31, 2012 due to increased operating leverage and the reallocation of certain operating resources to research and development activities.

Selling and Marketing Expenses

	Year Ended December 31,		Change	
	2013	2012	$	%
	(In thousands)			
Selling and marketing	$99,947	$91,849	$8,098	8.8 %

As a percentage of revenues	34.8	%	36.0	%

Selling and marketing expenses consist primarily of salaries, benefits, commissions, bonuses, and stock-based compensation paid to our direct sales force and industry analysts, as well as costs related to online and offline advertising, industry conferences, promotional materials, public relations, other sales and marketing programs, and allocated overhead, which is comprised of rent and other facilities related costs, and depreciation expense related to general purpose equipment and

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software. All selling and marketing costs are expensed as they are incurred. Commission plans are developed for our account managers with criteria and size of sales quotas that vary depending upon the individual's role. Commissions are expensed as selling and marketing costs when a sales contract is executed by both the customer and us. Selling and marketing expenses have increased because we hired additional salespeople in order to support international growth, especially in our Digital Analytix and vCE product offerings.

Selling and marketing expenses increased by $8.1 million during the year ended December 31, 2013 compared to the year ended December 31, 2012. This increase is primarily attributable to increased commissions and sales incentives of $5.4 million related to compensating our employees and strategic partners to continually garner new clients and better serve our existing clients with our expanding suite of products and increased revenues coupled with an increase in employee salaries and related benefits of $4.0 million. These costs were offset by a decrease in stock-based compensation of $1.3 million associated with a change in our sales incentive plans that took effect in 2013.

Selling and marketing expenses decreased as a percentage of revenues during the year ended December 31, 2013 as compared to the year ended December 31, 2012 due to faster than expected revenue growth.

Research and Development Expenses

	Year Ended December 31,		Change	
	2013	2012	$	%
		(In thousands)		
Research and development	$41,025	$33,994	$7,031	20.7 %
As a percentage of revenues	14.3 %	13.3 %		

Research and development expenses include new product development costs, consisting primarily of salaries, benefits, stock-based compensation and related costs for personnel associated with research and development activities, fees paid to third parties to develop new products and allocated overhead, which is comprised of rent and other facilities related costs, and depreciation expense related to general purpose equipment and software.

Research and development expenses increased by $7.0 million during the year ended December 31, 2013 as compared to the year ended December 31, 2012. This increase is primarily attributable to employee salaries and related benefits of $4.9 million associated with activities to support the development and implementation of new products, and increased stock compensation expense of $1.1 million and increased rent, other facility related costs and depreciation of $0.7 million.

Research and development expenses increased as a percentage of revenues for the year ended December 31, 2013 compared to the year ended December 31, 2012 due to the reallocation of human resources to research and development activities.

General and Administrative Expenses

	Year Ended December 31,		Change	
	2013	2012	$	%
		(In thousands)		
General and administrative	$46,449	$38,134	$8,315	21.8 %
As a percentage of revenues	16.2 %	14.9 %		

General and administrative expenses consist primarily of salaries, benefits, stock-based compensation, and related expenses for executive management, finance, accounting, human capital, legal and other administrative functions, as well as professional fees, overhead, including allocated overhead, which is comprised of rent and other facilities related costs, and depreciation expense related to general purpose equipment and software, and expenses incurred for other general corporate purposes.

General and administrative expenses increased by $8.3 million during the year ended December 31, 2013 as compared to the year ended December 31, 2012. This increase is primarily attributable to the use of professional services firms in the amount of $4.2 million associated with obtaining accounting and legal services to support our rapidly growing global business and for certain ongoing litigation, increased stock compensation of $1.4 million associated with high levels of achievement pertaining to our 2013 management performance compensation plans, increased employee salaries, benefits and related costs of

$1.2 million associated with our increased headcount. These costs were partially offset by a decrease in bad debt expense of $1.0 million associated with more effective collections practices in 2013.
General and administrative expenses increased as a percentage of revenues during the year ended December 31, 2013 as compared to the year ended December 31, 2012, due to increased headcount, professional services fees, ongoing litigation and an increase in our stock compensation.
Amortization Expense

	Year Ended December 31,		Change	
	2013	2012	$	%
		(In thousands)		
Amortization expense	$7,957	$9,289	$(1,332)	(14.3)%
As a percentage of revenues	2.8%	3.7%		

Amortization expense consists of charges related to the amortization of intangible assets associated with acquisitions. Amortization expense decreased by $1.3 million during the year ended December 31, 2013, as compared to the year ended December 31, 2012, due to the impact of the disposition of the ARS Non-Health-Copy-Testing and Equity Tracking business.
Impairment of Intangible Assets
During the three months ended June 30, 2012, we noted a significant decline in revenues from ARS, which we acquired in February 2010. As a result, we performed an impairment test of the long-lived assets of ARS. The long-lived assets of ARS consist of customer relationships and acquired methodologies and technology. The first step in testing the long-lived assets of ARS for impairment was to compare the sum of the undiscounted cash flows expected to result from the use and eventual disposition of ARS to the carrying value of ARS's long-lived assets. Based on this analysis, we determined as of June 30, 2012 that the sum of the expected undiscounted cash flows to be generated from ARS was less than the carrying value of the ARS intangible assets. As such, we concluded that the intangible assets of ARS were impaired. To measure the amount of the impairment, we then estimated the fair value of the ARS intangible assets as of June 30, 2012. In determining the fair value of the intangible assets, we prepared a discounted cash flow (“DCF”) analysis for each intangible asset. In preparing the DCF analysis, we used a combination of income approaches, including the relief from royalty approach and the excess earnings approach. Determining fair value requires the exercise of significant judgment, including judgments about appropriate discount rates, terminal growth rates, royalty rates and the amount and timing of expected future cash flows. The cash flows employed in the DCF analysis are based on our most recent budgets, forecasts and business plans as well as growth rate assumptions for years beyond the current business plan period. Significant assumptions used include a discount rate of 18.5%, which is based on an assessment of the risk inherent in the future revenue streams and cash flows of ARS, as well as a royalty rate of 3.0%, which is based on an analysis of royalty rates in similar, market transactions. Based on the DCF analysis, we have estimated the fair value of the intangible assets of ARS to be $2.5 million as of June 30, 2012, which resulted in an impairment charge of $3.3 million during the year ended December 31, 2012. In addition, these intangible assets will be amortized over a remaining estimated useful life of eighteen months, beginning July 1, 2012.
During the three months ended March 31, 2013, we completed the sale of certain assets related to our ARS Non-Health Copy-Testing and Equity Tracking business. In connection with the disposition, we received total proceeds of $1.0 million. In addition, we entered into a license agreement in which we will retain the right to use the necessary intellectual property to continue to provide the ARS Copy-Testing and Equity Tracking services to our Health related customers and recorded an intangible asset of $1.2 million based on the estimated fair value of the licensed intellectual property. In determining the fair value of the intangible asset, the Company prepared a discounted cash flow (“DCF”) analysis using a combination of income approaches including the relief from royalty approach and the excess earnings approach. The cash flows employed in the DCF analysis were based on the Company’s most recent budgets, forecasts and business plans as well as growth rate assumptions for years beyond the current business plan period. Significant assumptions used include a discount rate of 18.5%, which is based on an assessment of the risk inherent in the future revenue streams and cash flows associated with the health related customers of ARS, as well as a

royalty rate of 3.0%, which is based on an analysis of royalty rates in similar, market transactions. This intangible asset will be amortized on a straight-line basis over its estimated useful life of 3 years beginning April 1, 2013. The assets disposed of included computer equipment, furniture and fixtures, intellectual property and the intangible assets associated with the ARSgroup. Due to the fact that we will continue to provide the ARS Copy-Testing and Equity Tracking services to its Health related customers and have therefore not eliminated the operations and cash flows of the ARSgroup, we have concluded that the disposition does not qualify for presentation as discontinued operations. In connection with this transaction we recorded a gain on the disposition of $0.2 million.

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Interest and Other Income, Net

Interest and other income/expense, net, consists of interest income, interest expense and gains or losses on disposals of fixed assets.

Interest income consists of interest earned from our cash and cash equivalent balances. Interest expense is incurred due to capital leases pursuant to several equipment loan and security agreements to finance the lease of various hardware and other equipment purchases and our revolving credit facility. Our capital lease obligations are secured by a senior security interest in eligible equipment.

Interest and other income (expense), net remained relatively constant for the years ended December 31, 2013 and December 31, 2012 with a net expense of $0.9 million.

Loss From Foreign Currency

The functional currency of our foreign subsidiaries is the local currency. All assets and liabilities are translated at the current exchange rates as of the end of the period, and revenues and expenses are translated at average rates in effect during the period. The gain or loss resulting from the process of translating the foreign currency financial statements into U.S. dollars is included as a component of other comprehensive (loss) income.

We recorded a transaction loss of $0.1 million for the year ended December 31, 2013 as compared to a transaction loss of $0.7 million during the year ended December 31, 2012.

Provision for Income Taxes

As of December 31, 2013, we had federal and state net operating loss carryforwards for tax purposes of approximately $37.2 million and $38.3 million, respectively. These net operating loss carryforwards begin to expire in 2022 for federal income tax purposes and begin to expire in 2014 for state income tax purposes. In the future, we intend to utilize any carryforwards available to us to reduce our tax payments. A portion of our net operating loss carryforwards are subject to an annual limitation under Section 382 of the Internal Revenue Code. We do not expect that this limitation will impact our ability to utilize all of our net operating losses prior to their expiration. We recognized income tax expense of approximately $4.4 million during the year ended December 31, 2013, which is comprised of current tax expense of $0.5 million related to federal alternative minimum tax and state income tax liabilities, $1.5 million of foreign income tax expense, and deferred tax expense of approximately $2.4 million related to temporary differences between the tax treatment and financial reporting treatment for certain items. Included within the total deferred tax expense of $2.4 million is $2.3 million of deferred tax expense related to the establishment of a deferred tax liability for Subpart F income that will be recognized in a future year and $2.9 million of deferred tax benefit related to the release of valuation allowances in certain foreign jurisdictions.

Year Ended December 31, 2012 Compared to Year Ended December 31, 2011

Revenues

	Year Ended December 31,		Change	
	2012	2011	$	%
	(In thousands)			
Revenues	$255,193	$232,392	$22,801	9.8 %

Total revenues increased by approximately $22.8 million during the year ended December 31, 2012 as compared to the year ended December 31, 2011. We attribute the revenue growth to increased sales to our existing customer base and continued growth of our customer base during the period. Revenue from existing customers increased $25.4 million from $202.6 million for the year ended December 31, 2011 to $228.0 million for the year ended December 31, 2012, while revenue from new customers decreased $2.6 million from $29.8 million for the year ended December 31, 2011 to $27.2 million for the year ended December 31, 2012. Revenue from new customers decreased due to a significant focus on the selling of new products, especially vCE, to our current customer base. In addition, revenue associated with the ARS copy testing products decreased $6.3 million to $9.4 million during the year ended December 31, 2012 from $15.7 million during the year ended December 31, 2011.

We experienced continued revenue growth in subscription revenues, which increased by approximately $19.2 million during the year ended December 31, 2012, from $196.8 million in the prior year period. We also experienced continued revenue

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growth from our project-based revenues which increased by approximately $3.6 million during the year ended December 31, 2012, from $35.6 million in the prior year period.

Revenues from U.S customers were $183.4 million for the year ended December 31, 2012, or approximately 72% of total revenues, while revenues from customers outside of the U.S. were $71.8 million for the year ended December 31, 2012, or approximately 28% of total revenues. Our focus on organic growth efforts in international markets resulted in increased international revenues of $11.8 million, comprised of increases of $7.7 million in Europe, $1.8 million in Canada, $1.8 million in Asia and $1.7 million in Latin America, offset by a decrease of $1.2 million in the Middle East and Africa during the year ended December 31, 2012 as compared to the prior year period.

Operating Expenses

The majority of our operating expenses consist of employee salaries and related benefits, stock compensation expense, professional fees, rent and other facility related costs, depreciation expense, and amortization and impairment of acquired intangible assets. Our single largest operating expense relates to our people. In order to effectively motivate our employees and to provide them with proper long-term incentives, we pay the vast majority of our annual bonus arrangements using our common stock. In addition, three of our most senior executives, including our Chief Executive Officer, have agreed to receive shares of our common stock instead of a cash salary.

Our total operating expenses increased by approximately $12.6 million, or approximately 5%, during the year ended December 31, 2012 as compared to the year ended December 31, 2011. This increase is primarily attributable to increased expenditures for employee salaries, benefits and related costs of $11.5 million associated with our increased headcount, increased use of stock based compensation of $3.6 million, an impairment charge of $3.3 million related to a decline in value of intangible assets acquired as part of the ARS acquisition, increased royalties and reseller fees of $2.4 million associated with an increase in the usage of third parties to sell our products, increased rent and other facilities related costs and depreciation expense of $2.4 million, increased travel and airfare of $1.6 million associated with our sales efforts, and increased bad debt expense of $1.2 million associated with the write-off of accounts receivable deemed uncollectible. The increases were partially offset by a decrease in professional fees of $11.3 million associated with patent infringement litigation that occurred in 2011 and the related settlement expense of $5.2 million.

Cost of Revenues

	Year Ended December 31,		Change	
	2012	2011	$	%
		(In thousands)		
Cost of revenues	$86,379	$75,103	$11,276	15.0 %
As a percentage of revenues	33.9 %	32.3 %		

Cost of revenues consists primarily of expenses related to operating our network infrastructure, producing our products, and the recruitment, maintenance and support of our consumer panels. Expenses associated with these areas include the salaries, stock-based compensation, and related personnel expenses of network operations, survey operations, custom analytics and technical support, all of which are expensed as they are incurred. Cost of revenues also includes data collection costs for our products, operational costs associated with our data centers, including depreciation expense associated with computer equipment that supports our panel and systems, and allocated overhead, which is comprised of rent and other facilities related costs, and depreciation expense related to general purpose equipment and software.

Cost of revenues increased by approximately $11.3 million during the year ended December 31, 2012 compared to the year ended December 31, 2011. This increase is primarily attributable to increased expenditures for employee salaries, benefits and related costs of $5.6 million associated with our increased headcount, increased royalties and reseller fees of $2.4 million associated with an increase in the usage of third-parties to sell our products, increased panel recruitment costs of $1.3 million associated with new panels in the UK and Spain, increased third-party sample costs of $1.1 million associated with specific projects, such as the 2012 NBC summer Olympics coverage, and increased incentive costs of $0.5 million associated with compensating members of our panels. These costs were partially offset by a decrease of $1.9 million associated with a reduction in the usage of third-party providers for customer service and support related to our data collection efforts.

Cost of revenues increased as a percentage of revenues during the year ended December 31, 2012 as compared to the year ended December 31, 2011 reflecting our increased expenses for additional employees and infrastructure in anticipation of increased growth in 2013 and beyond coupled with costs associated with our expanding panel.

Selling and Marketing Expenses

	Year Ended December 31,		Change	
	2012	2011	$	%
	(In thousands)			
Selling and marketing	$91,849	$78,289	$13,560	17.3 %
As a percentage of revenues	36.0 %	33.7 %		

Selling and marketing expenses consist primarily of salaries, benefits, commissions, bonuses, and stock-based compensation paid to our direct sales force and industry analysts, as well as costs related to online and offline advertising, industry conferences, promotional materials, public relations, other sales and marketing programs, and allocated overhead, which is comprised of rent and other facilities related costs, and depreciation expense related to general purpose equipment and software. All selling and marketing costs are expensed as they are incurred. Commission plans are developed for our account managers with criteria and size of sales quotas that vary depending upon the individual's role. Commissions are expensed as selling and marketing costs when a sales contract is executed by both the customer and us. Selling and marketing expenses have increased because we have been recruiting additional salespeople in order to support international growth, especially in our Digital Analytix and vCE product offerings.

Selling and marketing expenses increased by $13.6 million during the year ended December 31, 2012 compared to the year ended December 31, 2011. This increase is primarily attributable to increased employee salaries, benefits and related costs of $5.5 million and increased stock-based compensation of $3.8 million associated with our increased headcount as well as a decision to pay certain sales related bonuses with our common stock, increased travel and airfare of $1.6 million associated with our sales efforts, increased rent and other facility related costs and depreciation expense allocations of $1.6 million, and increased sales commissions of $0.5 million associated with our increased sales level. These costs were partially offset by severance costs of $0.4 million that occurred in 2011 but not in 2012.

Selling and marketing expenses increased as a percentage of revenues during the year ended December 31, 2012 as compared to the year ended December 31, 2011 due to slower than expected revenue growth.

Research and Development Expenses

	Year Ended December 31,		Change	
	2012	2011	$	%
	(In thousands)			
Research and development	$33,994	$34,050	$(56)	(0.2)%
As a percentage of revenues	13.3 %	14.7 %		

Research and development expenses include new product development costs, consisting primarily of salaries, benefits, stock-based compensation and related costs for personnel associated with research and development activities, fees paid to third parties to develop new products and allocated overhead, which is comprised of rent and other facilities related costs, and depreciation expense related to general purpose equipment and software.

Research and development expenses decreased by $0.1 million during the year ended December 31, 2012 as compared to the year ended December 31, 2011. This decrease is primarily attributable to decreased employee salaries, benefits and related costs of $0.8 million associated with a reallocation of resources away from research and development activities offset by higher costs of $0.8 million related to certain data licensing contracts associated with new products in development.

Research and development expenses decreased as a percentage of revenues for the year ended December 31, 2012 compared to the year ended December 31, 2011 due to the fact that overall research and development costs remained relatively constant coupled with the increase in revenues.

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General and Administrative Expenses

	Year Ended December 31,		Change	
	2012	2011	$	%
		(In thousands)		
General and administrative	$38,134	$48,514	$(10,380)	(21.4)%
As a percentage of revenues	14.9%	20.9%		

General and administrative expenses consist primarily of salaries, benefits, stock-based compensation, and related expenses for executive management, finance, accounting, human capital, legal and other administrative functions, as well as professional fees, overhead, including allocated overhead, which is comprised of rent and other facilities related costs, and depreciation expense related to general purpose equipment and software, and expenses incurred for other general corporate purposes.

General and administrative expenses decreased by $10.4 million during the year ended December 31, 2012 as compared to the year ended December 31, 2011. This decrease is primarily attributable to a decrease in professional fees of $11.3 million associated with patent infringement litigation that occurred in 2011 and was settled in the fourth quarter of 2011, partially offset by increased employee salaries, benefits and related costs of $1.2 million associated with our increased headcount and increased bad debt expense of $1.2 million associated with the write-off of accounts receivable deemed uncollectible and an increase in our allowance for doubtful accounts due to our continued international expansion. In particular, during the year we wrote-off approximately $0.3 million in accounts receivable from two customers located in the Middle East. As a result, we have modified our sales practices in certain countries by going to a reseller type model whereby we contract with one customer in the region as opposed to contracting directly with multiple customers. In addition, based on our recent historical experience we have increased our allowance for doubtful accounts.

General and administrative expenses decreased as a percentage of revenues during the year ended December 31, 2012 as compared to the year ended December 31, 2011, due to the overall reduction in costs coupled with the increase in revenues.

Amortization Expense

	Year Ended December 31,		Change	
	2012	2011	$	%
	(In thousands)			
Amortization expense	$9,289	$9,301	$(12)	(0.1)%
As a percentage of revenues	3.7%	4.0%		

Amortization expense consists of charges related to the amortization of intangible assets associated with acquisitions.

Amortization expense remained constant at $9.3 million during the year ended December 31, 2012, as compared to the year ended December 31, 2011 due principally to certain intangible assets whose useful life ended as of December 31, 2011, offset by increased amortization of intangible assets that were acquired as part of the AdXpose acquisition in the third quarter of 2011, the acquisition of certain patent intangible assets acquired in the fourth quarter of 2011, and the shortening of the useful life of the ARS intangible assets.

Impairment of Intangible Assets

During the three months ended June 30, 2012, we noted a significant decline in revenues from ARS, which we acquired in February 2010. As a result, we performed an impairment test of the long-lived assets of ARS. The long-lived assets of ARS consist of customer relationships and acquired methodologies and technology. The first step in testing the long-lived assets of ARS for impairment was to compare the sum of the undiscounted cash flows expected to result from the use and eventual disposition of ARS to the carrying value of ARS's long-lived assets. Based on this analysis, we determined as of June 30, 2012 that the sum of the expected undiscounted cash flows to be generated from ARS was less than the carrying value of the ARS intangible assets. As such, we concluded that the intangible assets of ARS were impaired. To measure the amount of the impairment, we then estimated the fair value of the ARS intangible assets as of June 30, 2012. In determining the fair value of the intangible assets, we prepared a discounted cash flow ("DCF") analysis for each intangible asset. In preparing the DCF analysis, we used a combination of income approaches, including the relief from royalty approach and the excess earnings approach. Determining fair value requires the exercise of significant judgment, including judgments about appropriate discount rates, terminal growth rates, royalty rates and the amount and timing of expected future cash flows. The cash flows employed in

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the DCF analysis are based on our most recent budgets, forecasts and business plans as well as growth rate assumptions for years beyond the current business plan period. Significant assumptions used include a discount rate of 18.5%, which is based on an assessment of the risk inherent in the future revenue streams and cash flows of ARS, as well as a royalty rate of 3.0%, which is based on an analysis of royalty rates in similar, market transactions. Based on the DCF analysis, we have estimated the fair value of the intangible assets of ARS to be $2.5 million as of June 30, 2012, which resulted in an impairment charge of $3.3 million during the year ended December 31, 2012. In addition, these intangible assets will be amortized over a remaining estimated useful life of eighteen months, beginning July 1, 2012.

Interest and Other Income, Net

Interest and other income/expense, net, consists of interest income, interest expense and gains or losses on disposals of fixed assets.

Interest income consists of interest earned from our cash and cash equivalent balances. Interest expense is incurred due to capital leases pursuant to several equipment loan and security agreements to finance the lease of various hardware and other equipment purchases and our revolving credit facility. Our capital lease obligations are secured by a senior security interest in eligible equipment.

Interest and other income (expense), net for the year ended December 31, 2012 resulted in net expense of $0.9 million as compared to net expense of $0.5 million for the year ended December 31, 2011. The increase in interest expense was due to our increased use of capital leases to finance the expansion of our technology infrastructure along with fees associated with our revolving credit facility coupled with a reduction in interest income associated with the sale of our auction rate securities in 2011.

Loss From Foreign Currency

The functional currency of our foreign subsidiaries is the local currency. All assets and liabilities are translated at the current exchange rates as of the end of the period, and revenues and expenses are translated at average rates in effect during the period. The gain or loss resulting from the process of translating the foreign currency financial statements into U.S. dollars is included as a component of other comprehensive (loss) income.

We recorded a transaction loss of $0.7 million for the year ended December 31, 2012 as compared to a transaction loss of $0.4 million during the year ended December 31, 2011, respectively, due to our increased international presence in Europe and Latin America.

Provision for Income Taxes

As of December 31, 2012, we had federal and state net operating loss carryforwards for tax purposes of approximately $46.8 million and $43.1 million, respectively. These net operating loss carryforwards begin to expire in 2022 for federal income tax purposes and begin to expire in 2013 for state income tax purposes. In the future, we intend to utilize any carryforwards available to us to reduce our tax payments. A portion of our net operating loss carryforwards are subject to an annual limitation under Section 382 of the Internal Revenue Code. We do not expect that this limitation will impact our ability to utilize all of our net operating losses prior to their expiration. We recognized income tax expense of approximately $2.4 million during the year ended December 31, 2012, which is comprised of current tax expense of $0.1 million related to federal alternative minimum tax and state income tax liabilities, $1.4 million of foreign income tax expense, and deferred tax expense of approximately $0.9 million related to temporary differences between the tax treatment and financial reporting treatment for certain items. Included within the total deferred tax expense of $0.9 million is $2.6 million of deferred tax expense associated with the write-off of a deferred tax asset related to certain market-based stock awards that will never be realized due to the expiration of the stock awards.

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Liquidity and Capital Resources

The following table summarizes our cash flows:

	Year Ended December 31,		
	2013	2012	2011
	(In thousands)		
Consolidated Cash Flow Data			
Net cash provided by operating activities	$44,574	$44,872	$26,750
Net cash used in investing activities	(4,437)	(7,590)	(9,806)
Net cash used in financing activities	(32,885)	(14,285)	(12,303)
Effect of exchange rate changes on cash	(1,221)	696	(306)
Net increase in cash and equivalents	6,031	23,693	4,335

Our principal uses of cash historically have consisted of cash paid for business acquisitions, payroll and other operating expenses and payments related to the investments in equipment primarily to support our consumer panel and technical infrastructure required to support our customer base. We will be investing approximately $8 to $10 million in 2014 to expand our cross-media market potential. As of December 31, 2013, our principal sources of liquidity consisted of $67.8 million in cash, the majority of which represents cash generated from operating activities. As of December 31, 2013, $11.3 million of the $67.8 million in cash on hand was held by foreign subsidiaries that would be subject to tax withholding payments if it is repatriated to the U.S. It is management's current intention that all foreign earnings will be indefinitely reinvested in these foreign countries and will not be repatriated to the U.S. However, if management were to repatriate these funds to the U.S., they would be subject to income tax payments ranging from 5% to 15% of the amount repatriated.

On September 26, 2013, the Company entered into a Credit Agreement (the “Credit Agreement”) with several banks (the "Lenders") with Bank of America, N.A. (“Bank of America”) as administrative agent and lead lender. The Credit Agreement provides for a five-year revolving credit facility of $100.0 million, which includes a $10.0 million sublimit for issuance of standby letters of credit, a $10 million sublimit for swing line loans and a $10.0 million sublimit for alternative currency lending. The maturity date of the Credit Agreement is September 26, 2018. The Credit Agreement also contains an expansion option permitting the Company to request an increase of the credit facility up to an aggregate additional $50 million, subject to certain conditions. Borrowings under the Revolving Credit Facility shall be used towards working capital and other general corporate purposes as well as for the issuance of letters of credit, and the repurchase of equity interests in the Company not to exceed $50 million during the five-year revolver term.

Base rate loans and swing line loans will bear interest at the Base rate plus the Applicable Rate, as such terms are defined in the Credit Agreement and summarized below. The Base Rate is the highest rate of the following: (a) the Federal Funds rate plus 0.50%, (b) the publicly announced Bank of America prime rate, and (c) the Eurocurrency rate as defined in the Credit Agreement plus 1.0%. The Applicable Rate for base rate loans and swing line loans is 0.50% to 1.50% depending on the Company's funded debt-to-EBITDA ratio at the end of each fiscal quarter. Amounts supporting letters of credit bear interest at the Applicable Rate for revolving loans. Each Eurocurrency rate loan will bear interest at the Eurocurrency Rate (as defined in the Credit Agreement) plus the Applicable Rate ranging from 1.50% to 2.50% depending on our funded debt-to-EBITDA ratio at the end of each fiscal quarter. Beginning September 26, 2013 through the five-year revolver term, we are obligated to pay a fee, payable quarterly in arrears, based on the average unused portion of the available amounts under the Credit Agreement at a rate of 0.20% to 0.35% per annum depending on the Company's funded debt-to-EBITDA ratio at the end of each fiscal quarter.

Under the terms of the Credit Agreement, we are subject to various usual and customary covenants, including, but not limited to: financial covenants requiring maximum funded debt-to-EBITDA ratio and cash flow-to-fixed charge ratios and covenants relating to the Company's ability to dispose of assets, make certain acquisitions, be acquired, incur indebtedness, grant liens and make certain investments. As of December 31, 2013, we were in full compliance with all covenants contained in the Credit Agreement.

As of December 31, 2013, there are no amounts outstanding under our Credit Agreement.
We maintain letters of credit in lieu of security deposits with respect to certain office leases. As of December 31, 2013, $4.0 million in letters of credit were outstanding, leaving $6.0 million available for additional letters of credit. These letters of credit may be reduced periodically provided that we meet the conditional criteria of each related lease agreement.

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Operating Activities

Our cash flows from operating activities are significantly influenced by our investments in personnel and infrastructure to support the anticipated growth in our business, increases in the number of customers using our products and the amount and timing of payments made by these customers.

We generated approximately $44.6 million of net cash from operating activities during the year ended December 31, 2013. Our cash flows from operations were driven by our net loss of $2.3 million, offset by $54.8 million in non-cash items such as depreciation, impairment of intangible assets, amortization, provision for bad debts, stock-based compensation, and a non-cash deferred tax provision. In addition, our operating cash flows were positively impacted by a $7.4 million increase in deferred revenue related to increased sales and the collection of cash in advance of revenue recognition, a $5.7 million increase in accounts payable, and a $2.4 million increase in deferred rent due to tenant allowances related to our leases. Cash flows from operations were negatively impacted by a $22.6 million increase in accounts receivable associated with our increased revenues, especially during the fourth quarter, and a $0.7 million increase in prepaid expenses and other current assets.

We generated approximately $44.9 million of net cash from operating activities during the year ended December 31, 2012. Our cash flows from operations were driven by our net loss of $11.8 million, offset by $55.1 million in non-cash items such as depreciation, impairment of intangible assets, amortization, provision for bad debts, stock-based compensation, and a non-cash deferred tax provision. In addition, our operating cash flows were positively impacted by a $11.6 million increase in deferred revenue and amounts collected from customers in advance of when we recognize revenue, a $1.3 million increase in deferred rent due to tenant allowances related to our leases and a $1.5 million decrease in prepaid expenses and other current assets. Cash flows from operations were negatively impacted by a $7.8 million decrease in accounts payable, accrued expense and other liabilities associated with the timing of payments associated with annual bonuses paid in the first quarter of the year and professional fees accrued as of December 31, 2011, and a $4.9 million increase in accounts receivable associated with our increased revenues.

We generated approximately $26.8 million of net cash from operating activities during the year ended December 31, 2011. Our cash flows from operations were driven by our net loss of $15.8 million, offset by $43.9 million in non-cash items such as depreciation, amortization, provision for bad debts, stock-based compensation, the settlement of outstanding litigation, a non-cash deferred tax benefit, and a gain on the sale of marketable securities. In addition, our operating cash flows were positively impacted by an $11.4 million net increase in accounts payable and accrued expenses due to the timing of payments issued to our vendors and a $0.5 million increase in deferred rent due to tenant allowances related to our leases. Cash flows from operations were negatively impacted by a $10.2 million increase in accounts receivable associated with our increased revenues, a $1.6 million decrease in amounts collected from customers in advance of when we recognize revenue and a $1.5 million increase in prepaid expenses and other current assets.

Investing Activities

Our primary regularly recurring investing activities have consisted of purchases of computer network equipment to support our Internet user panel and maintenance of our database, furniture and equipment to support our operations, purchases and sales of marketable securities, and payments related to the acquisition of several companies. As our customer base continues to expand, we expect purchases of technical infrastructure equipment to grow in absolute dollars. The extent of these investments will be affected by our ability to expand relationships with existing customers, grow our customer base, introduce new digital formats and increase our international presence.

We used $4.4 million of net cash in investing activities during the year ended December 31, 2013, associated with the purchase of property and equipment to maintain and expand our technology infrastructure.

We used $7.6 million of net cash in investing activities during the year ended December 31, 2012, associated with the purchase of property and equipment to maintain and expand our technology infrastructure.

We used $9.8 million of net cash in investing activities during the year ended December 31, 2011. Approximately $7.2 million was associated with the purchase of property and equipment to maintain and expand our technology infrastructure, approximately $5.2 million, net of cash acquired, was used for acquisitions of businesses and certain intellectual property In addition, we sold certain marketable securities for $2.6 million.

We expect to achieve greater economies of scale and operating leverage as we expand our customer base and utilize our Internet user panel and technical infrastructure more efficiently. While we anticipate that it will be necessary for us to continue to invest in our Internet user panel, technical infrastructure and technical personnel to support the combination of an increased customer base, new products, international expansion and new digital market intelligence formats, we believe that these investment requirements will be less than the revenue growth generated by these actions. This should result in a lower rate of

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growth in our capital expenditures to support our technical infrastructure. In any given period, the timing of our incremental capital expenditure requirements could impact our cost of revenues, both in absolute dollars and as a percentage of revenues.

Financing Activities

We used $32.9 million of cash during the year ended December 31, 2013 for financing activities. This included $9.3 million for shares repurchased by us pursuant to the exercise by stock incentive plan participants of their right to elect to use common stock to satisfy their tax withholding obligations. We also used $13.1 million to repurchase shares under our share repurchase program. In addition we used $10.2 million to make payments on our capital lease obligations offset by $0.2 million in proceeds from the exercise of our common stock options. Also, during the year ended December 31, 2013, we received $4.0 million related to borrowings under our revolving credit facility and repaid this amount during 2013.

We used $14.3 million of cash during the year ended December 31, 2012 for financing activities. This included $7.4 million for shares repurchased by us pursuant to the exercise by stock incentive plan participants of their right to elect to use common stock to satisfy their tax withholding obligations. In addition we used $7.0 million to make payments on our capital lease obligations offset by $0.2 million in proceeds from the exercise of our common stock options. Also, during the year ended December 31, 2012, we received $4.1 million related to borrowings under our revolving credit facility. The total amount borrowed, which was denominated in euros, was repaid prior to December 31, 2012 and translated to $4.3 million.

We used $12.3 million of cash during the year ended December 31, 2011 for financing activities. This included $7.4 million for shares repurchased by us pursuant to the exercise by stock incentive plan participants of their right to elect to use common stock to satisfy their tax withholding obligations. In addition we used $5.4 million to make payments on our capital lease obligations offset by $0.4 million in proceeds from the exercise of our common stock options.

We do not have any special purpose entities and we do not engage in off-balance sheet financing arrangements.

Contractual Obligations and Known Future Cash Requirements

Set forth below is information concerning our known contractual obligations as of December 31, 2013 that are fixed and determinable.

	Total	Less Than 1 Year	1-3 Years	3-5 Years	More Than 5 Years
			(In thousands)		
Capital lease obligations	$25,097	$11,254	$13,785	$58	$—
Operating lease obligations	77,515	10,107	20,076	18,695	28,637
Total	$102,612	$21,361	$33,861	$18,753	$28,637

Our principal lease commitments consist of obligations under leases for office space and computer and telecommunications equipment. In current and prior years, we financed the purchase of some of our computer equipment under capital lease arrangements over a period of either 36 or 42 months. Our purchase obligations relate to outstanding orders to purchase computer equipment, are typically small and they do not materially impact our overall liquidity.

We have a lease financing arrangement with Banc of America Leasing & Capital, LLC in the amount of $10.0 million. This arrangement has been established to allow us to finance the purchase of new software, hardware and other computer equipment as we expand our technology infrastructure in support of our business growth. During the year ended December 31, 2013 we incurred $1.4 million of additional borrowings under this financing arrangement. As of December 31, 2013, we have total borrowings under this arrangement of approximately $8.6 million. These leases bear an interest rate of approximately 5% per annum. The base terms for these leases range from three years to three and a half years and include a nominal charge in the event of prepayment. Lease payments are approximately $7.8 million per year. Assets acquired under the equipment lease secure the obligations. In addition to our leasing arrangement with Banc of America, we have also entered into a number of capital lease arrangements with various equipment vendors.

As of December 31, 2013, $4.0 million in letters of credit were outstanding, leaving $6.0 million available for additional letters of credit. These letters of credit may be reduced periodically provided we meet the conditional criteria of each related lease agreement.

As noted in the liquidity and capital resources section, in September 2013, we entered into a $100.0 million revolving credit facility. As of December 31, 2013 and February 14, 2014, no amounts are outstanding under the terms of our Revolving Credit Facility.

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Future Capital Requirements

Our ability to generate cash is subject to our performance, general economic conditions, industry trends and other factors. To the extent that our existing cash, cash equivalents, short-term investments and operating cash flow are insufficient to fund our future activities and requirements, we may need to raise additional funds through public or private equity or debt financing. If we issue equity securities in order to raise additional funds, substantial dilution to existing stockholders may occur.

Recent Accounting Pronouncements

Recent accounting pronouncements are detailed in Note 2 to our Consolidated Financial Statements included in Part II, Item 8 of this Annual Report on Form 10-K.

Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements (as defined in Item 303 of Regulation S-K).

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Market risk represents the risk of loss that may impact our financial position due to adverse changes in financial market prices and rates. We do not hold or issue financial instruments for trading purposes or have any derivative financial instruments. To date, most payments made under our contracts are denominated in U.S. dollars and we have not experienced material gains or losses as a result of transactions denominated in foreign currencies. As of December 31, 2013, our cash reserves were maintained in bank deposit accounts totaling $67.8 million.

Foreign Currency Risk

A portion of our revenues and expenses from business operations in foreign countries are derived from transactions denominated in currencies other than the functional currency of our operations in those countries. As such, we have exposure to adverse changes in exchange rates associated with revenues and operating expenses of our foreign operations, in markets such as Latin American and Europe, but we believe this exposure to be immaterial at this time. As such, we do not currently engage in any transactions that hedge foreign currency exchange rate risk. As we grow our international operations, our exposure to foreign currency risk could become more significant.

Interest Rate Sensitivity

As of December 31, 2013, our principal sources of liquidity consisted of $67.8 million of cash. The cash is held for working capital purposes. We do not enter into investments for trading or speculative purposes. We believe that we do not have any material exposure to changes in the fair value as a result of changes in interest rates. Declines in interest rates, however, will reduce future investment income. If overall interest rates fell by 1% during the year ended December 31, 2011, our interest income would have declined by less than $0.1 million, assuming consistent investment levels.

Liquidity Risk

As of December 31, 2013, our principal sources of liquidity consisted of $67.8 million in cash, the majority of which represents cash generated from operations. As of December 31, 2013, $11.3 million of the $67.8 million in cash on hand was held by foreign subsidiaries that would be subject to tax withholding payments if it is repatriated to the U.S. It is management's current intention that all foreign earnings will be indefinitely reinvested in these foreign countries and will not be repatriated to the U.S. However, if management were to repatriate these funds to the U.S., they would be subject to income tax payments ranging from 5% to 15% of the amount repatriated.

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ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

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Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders of comScore, Inc.

We have audited the accompanying consolidated balance sheets of comScore, Inc. (the Company) as of December 31, 2013 and 2012, and the related consolidated statements of operations and comprehensive loss, stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2013. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of comScore, Inc. at December 31, 2013 and 2012, and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 31, 2013, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), comScore, Inc.'s internal control over financial reporting as of December 31, 2013, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (1992 Framework) and our report dated February 18, 2014 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

McLean, Virginia

February 18, 2014

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COMSCORE, INC.
CONSOLIDATED BALANCE SHEETS

	December 31, 2013	2012
	(In thousands, except share and per share data)	
Assets		
Current assets:		
Cash and cash equivalents	$67,795	$61,764
Accounts receivable, net of allowances of $1,667 and $1,117, respectively	90,040	68,348
Prepaid expenses and other current assets	10,162	8,877
Deferred tax assets	10,802	9,940
Total current assets	178,799	148,929
Property and equipment, net	37,995	31,418
Other non-current assets	1,123	414
Long-term deferred tax assets	9,244	12,065
Intangible assets, net	32,938	40,759
Goodwill	103,314	102,900
Total assets	$363,413	$336,485
Liabilities and Equity		
Current liabilities:		
Accounts payable	$3,378	$7,229
Accrued expenses	33,472	24,409
Deferred revenues	86,607	80,824
Deferred rent	1,155	807
Deferred tax liabilities	10	17
Capital lease obligations	10,351	8,020
Total current liabilities	134,973	121,306
Deferred rent, long-term	11,747	10,096
Deferred revenue, long-term	2,859	1,715
Deferred tax liabilities, long-term	595	130
Capital lease obligations, long-term	13,330	6,478
Other long-term liabilities	1,107	1,117
Total liabilities	164,611	140,842
Commitments and contingencies		
Stockholders' equity:		
Preferred stock, $0.001 par value per share; 5,000,000 shares authorized at December 31, 2013 and December 31, 2012; no shares issued or outstanding at December 31, 2013 and December 31, 2012	—	—
Common stock, $0.001 par value per share; 100,000,000 shares authorized at December 31, 2013 and December 31, 2012; 35,699,508 shares issued and 35,216,071 shares outstanding as of December 31, 2013 and 35,679,430 shares issued and outstanding at December 31, 2012, respectively	36	36
Additional paid-in capital	293,322	274,622
Accumulated other comprehensive income	1,726	1,825
Accumulated deficit	(83,173)	(80,840)
Treasury stock, at cost, 483,437 and 0 shares as of December 31, 2013 and December 31, 2012, respectively	(13,109)	—

Total stockholders' equity	198,802	195,643
Total liabilities and stockholders' equity	$363,413	$336,485

The accompanying notes are an integral part of these consolidated financial statements.

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COMSCORE, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS

	Year ended December 31,		
	2013	2012	2011
	(In thousands, except share and per share data)		
Revenues	$286,860	$255,193	$232,392
Cost of revenues (excludes amortization of intangible assets resulting from acquisitions shown below) (1)	89,963	86,379	75,103
Selling and marketing (1)	99,947	91,849	78,289
Research and development (1)	41,025	33,994	34,050
General and administrative (1)	46,449	38,134	48,514
Amortization of intangible assets	7,957	9,289	9,301
Impairment of intangible assets	—	3,349	—
Gain on asset disposition	(214)	—	—
Settlement of litigation	(1,360)	—	5,175
Total expenses from operations	283,767	262,994	250,432
Income (loss) from operations	3,093	(7,801)	(18,040)
Interest and other (expense) income, net	(938)	(870)	(525)
Loss from foreign currency transactions	(62)	(744)	(410)
Gain from sale of marketable securities	—	—	211
Income (loss) before income tax benefit (provision)	2,093	(9,415)	(18,764)
Income tax benefit (provision)	(4,426)	(2,374)	2,974
Net loss	$(2,333)	$(11,789)	$(15,790)
Net loss per common share:			
Basic	$(0.07)	$(0.35)	$(0.49)
Diluted	$(0.07)	$(0.35)	$(0.49)
Weighted-average number of shares used in per share calculation - common stock:			
Basic	34,443,126	33,244,798	32,289,877
Diluted	34,443,126	33,244,798	32,289,877
Comprehensive (loss) income:			
Net loss	$(2,333)	$(11,789)	$(15,790)
Other comprehensive (loss) income:			
Foreign currency cumulative translation adjustment	(99)	1,208	(1,110)
Unrealized loss on marketable securities, net	—	—	(228)
Realized gain on the sale of marketable securities, net	—	—	(211)
Total comprehensive loss	$(2,432)	$(10,581)	$(17,339)

(1) Amortization of stock-based compensation is included in the line items above as follows

	2013	2012	2011
Cost of revenues	$3,346	$2,481	$1,976
Selling and marketing	11,062	12,283	8,512
Research and development	3,021	1,919	1,988
General and administrative	9,606	8,213	8,784

The accompanying notes are an integral part of these consolidated financial statements.

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COMSCORE, INC.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

	Common Stock Shares	Common Stock Amount	Additional Paid-In Capital	Accumulated Other Comprehensive Income (Loss)	Accumulated Stockholders' Deficit	Treasury stock, at cost	Total Stockholders' Equity
	(In thousands, except share data)						
Balance at December 31, 2010	31,523,559	$32	$216,895	$2,166	$(53,261)	$—	$165,832
Net loss	—	—	—	—	(15,790)	—	(15,790)
Foreign currency translation adjustment	—	—	—	(1,110)	—	—	(1,110)
Unrealized loss on marketable securities	—	—	—	(439)	—	—	(439)
Common stock issued in conjunction with acquisitions	982,285	1	15,057	—	—	—	15,058
Common stock issued in conjunction with litigation settlement	974,358	1	16,174	—	—	—	16,175
Exercise of common stock options	203,894	—	371	—	—	—	371
Issuance of restricted stock	641,052	—	(1)			—	(1)
Restricted stock canceled	(135,903)	—	—	—	—	—	—
Restricted stock units vested	116,863	—	—	—	—	—	—
Common stock received for tax withholding	(290,674)	—	(7,392)	—	—	—	(7,392)
Excess tax benefits from stock based compensation, net	—	—	103	—	—	—	103
Amortization of stock based compensation	—	—	17,760	—	—	—	17,760
Balance at December 31, 2011	34,015,434	34	258,967	617	(69,051)	—	190,567
Net loss	—	—	—	—	(11,789)	—	(11,789)
Foreign currency translation adjustment	—	—	—	1,208	—	—	1,208
Exercise of common stock options	367,234	—	238	—	—	—	238
Exercise of common stock warrants	19,895	—	—	—	—	—	—
Issuance of restricted stock	1,706,900	2	(2)	—	—	—	—

Restricted stock canceled	(233,903)	—	—	—	—	—	—
Restricted stock units vested	168,215	—	—	—	—	—	—
Common stock received for tax withholding	(364,345)	—	(7,362)	—	—	—	(7,362)
Excess tax benefits from stock based compensation, net	—	—	(51)	—	—	—	(51)
Amortization of stock based compensation	—	—	22,832	—	—	—	22,832
Balance at December 31, 2012	35,679,430	36	274,622	1,825	(80,840)	—	195,643
Net loss	—	—	—	—	(2,333)	—	(2,333)
Foreign currency translation adjustment	—	—	—	(99)	—	—	(99)
Exercise of common stock options	52,063	—	227	—	—	—	227
Issuance of restricted stock	484,052	—	—	—	—	—	—
Restricted stock canceled	(206,360)	—	—	—	—	—	—
Restricted stock units vested	200,651	—	—	—	—	—	—
Common stock received for tax withholding	(510,328)	—	(9,312)	—	—	—	(9,312)
Repurchase of common stock	(483,437)	—	—	—	—	(13,109)	(13,109)
Amortization of stock based compensation	—	—	27,785	—	—	—	27,785
Balance at December 31, 2013	35,216,071	$36	$293,322	$1,726	$(83,173)	$(13,109)	$198,802

The accompanying notes are an integral part of these consolidated financial statements.

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COMSCORE, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS

	Year ended December 31,		
	2013	2012	2011
	(In thousands)		
Operating activities			
Net loss	$(2,333)	$(11,789)	$(15,790)
Adjustments to reconcile net loss to net cash provided by operating activities:			
Depreciation	16,777	14,159	13,352
Amortization of intangible assets resulting from acquisitions	7,957	9,289	9,301
Impairment of intangible assets	—	3,349	—
Provision for bad debts	1,248	1,429	220
Stock-based compensation	27,035	24,896	21,260
Amortization of deferred rent	(340)	934	(822)
Deferred tax (benefit) provision	2,381	896	(4,356)
Loss on asset disposal	(267)	140	25
Gain on sale of marketable securities	—	—	(211)
Settlement of litigation	—	—	5,175
Changes in operating assets and liabilities:			
Accounts receivable	(22,560)	(4,936)	(10,184)
Prepaid expenses and other current assets	(712)	1,465	(1,520)
Accounts payable, accrued expenses, and other liabilities	5,672	(7,840)	11,390
Deferred revenues	7,364	11,568	(1,610)
Deferred rent	2,352	1,312	520
Net cash provided by operating activities	44,574	44,872	26,750
Investing activities			
Proceeds from asset disposition	160	—	—
Acquisitions, net of cash acquired	—	—	(5,162)
Sales and maturities of investments	—	—	2,591
Purchase of property and equipment	(4,597)	(7,590)	(7,235)
Net cash used in investing activities	(4,437)	(7,590)	(9,806)
Financing activities			
Proceeds from the exercise of common stock options	227	238	371
Repurchase of common stock (withholding taxes)	(9,312)	(7,362)	(7,392)
Repurchase of common stock (treasury shares)	(13,109)	—	—
Excess tax benefits from stock based compensation	—	—	177
Principal payments on capital lease obligations	(10,212)	(7,012)	(5,390)
Proceeds from financing arrangements	3,985	4,131	—
Principal payments on financing arrangements	(3,985)	(4,280)	—
Debt issuance costs	(479)	—	(69)
Net cash used in financing activities	(32,885)	(14,285)	(12,303)
Effect of exchange rate changes on cash	(1,221)	696	(306)
Net increase in cash and cash equivalents	6,031	23,693	4,335
Cash and cash equivalents at beginning of year	61,764	38,071	33,736
Cash and cash equivalents at end of year	$67,795	$61,764	$38,071
Supplemental cash flow disclosures			
Interest paid	$756	$775	$701

Net income tax paid	$1,332	$997	$2,027
Supplemental noncash investing and financing activities			
Capital lease obligations incurred	$19,381	$8,544	$5,411
Leasehold improvements acquired through lease incentives	$2,272	$1,282	$331
Accrued capital expenditures	$1,451	$930	$—
Patents acquired through issuance of common stock	$—	$—	$11,000
Stock issued in connection with business combination	$—	$—	$15,000

The accompanying notes are an integral part of these consolidated financial statements.

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COMSCORE, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Organization

comScore, Inc. (the "Company"), a Delaware corporation incorporated in August 1999, provides digital media analytics that enables its customers to make well-informed, data-driven decisions to effectively manage their business, build successful digital strategies and tactics, and optimize their marketing and advertising investments. The Company is a technology-driven company that measures what people do as they navigate the digital world across multiple technology platforms including personal computers, smartphones, tablets, televisions and interact with digital media, including Web sites, apps, video programming and advertising. The Company aspires to measure all digital interactions across all major digital platforms, at scale, on a global basis.

The Company's products and services provide its customers with deep and actionable insight into consumer behavior including objective, detailed information about consumer usage of digital content and advertising coupled with information on consumer demographic characteristics, attitudes, lifestyles and offline behavior. The Company is skilled in combining proprietary Company data with its clients' own data, as well as data from partners, to provide uniquely valuable digital media analytics. We deliver on-demand and real-time products and services through a scalable Software-as-Service delivery model which supports both Company branded products and also partner products integrating the Company's data and services.

2. Summary of Significant Accounting Policies

Basis of Presentation and Consolidation

The accompanying consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. All significant intercompany transactions and accounts have been eliminated upon consolidation. The Company consolidates investments where it has a controlling financial interest. The usual condition for controlling financial interest is ownership of a majority of the voting interest and, therefore, as a general rule, ownership, directly or indirectly, of more than 50% of the outstanding voting shares is a condition indicating consolidation. For investments in variable interest entities, the Company would consolidate when it is determined to be the primary beneficiary of a variable interest entity. The Company does not have any variable interest entities.

Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the reported amounts of revenue and expense during the reporting periods. Significant estimates and assumptions are inherent in the analysis and the measurement of deferred tax assets, the identification and quantification of income tax liabilities due to uncertain tax positions, valuation of marketable securities, recoverability of intangible assets, other long-lived assets and goodwill, accruals related to outstanding litigation, the collectability of accounts receivable and the determination of the allowance for doubtful accounts. The Company bases its estimates on historical experience and assumptions that it believes are reasonable. Actual results could differ from those estimates.

Fair Value Measurements

The Company evaluates the fair value of certain assets and liabilities using the fair value hierarchy. Fair value is an exit price representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. As a basis for considering such assumptions, the Company applies the three-tier value hierarchy which prioritizes the inputs used in measuring fair value as follows:

Level 1 — observable inputs such as quoted prices in active markets;

Level 2 — inputs other than the quoted prices in active markets that are observable either directly or indirectly;
Level 3 — unobservable inputs of which there is little or no market data, which require the Company to develop its own assumptions.

The Company does not currently have any assets or liabilities that are measured at fair value on a recurring basis. However, cash equivalents, accounts receivable, prepaid expenses and other assets, accounts payable, accrued expenses,

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deferred revenue, deferred rent and capital lease obligations reported in the consolidated balance sheets equal or approximate their respective fair values.

Assets and liabilities that are measured at fair value on a non-recurring basis include fixed assets, intangible assets and goodwill. The Company recognizes these items at fair value when they are considered to be impaired. During the first quarter of 2013, certain intangible assets acquired were measured at fair value using significant unobservable inputs (Level 3) as described in Note 4. During the year ended December 31, 2013, the Company recorded these assets as follows:

		Fair Value Measurements Using			
	March 31, 2013	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Gains (Losses)
Description	(In thousands)				
Long-lived assets held and used	$1,182			$1,182	$—

During the second quarter of 2012, certain intangible assets were measured at fair value using significant unobservable inputs (Level 3) as described in Note 5. During the year ended December 31, 2012, the Company recorded an impairment charge of $3.3 million pertaining to these assets as follows:

		Fair Value Measurements Using			
	June 30, 2012	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Gains (Losses)
Description	(In thousands)				
Long-lived assets held and used	$2,500			$2,500	$(3,349)

Cash and Cash Equivalents

Cash and cash equivalents consist of highly liquid investments with an original maturity of three months or less at the time of purchase. Cash and cash equivalents consist primarily of bank deposit accounts.

Interest income on investments was $0.2 million, $0.1 million and $0.1 million for the years ended December 31, 2013, 2012 and 2011, respectively.

Accounts Receivable

Accounts receivable are recorded at the invoiced amount and are non-interest bearing. The Company generally grants uncollateralized credit terms to its customers and maintains an allowance for doubtful accounts to reserve for potentially uncollectible receivables. Allowances are based on management’s judgment, which considers historical experience and specific knowledge of accounts where collectability may not be probable. The Company makes provisions based on historical bad debt experience, a specific review of all significant outstanding invoices and an assessment of general economic conditions. If the financial condition of a customer deteriorates, resulting in an impairment of its ability to make payments, additional allowances may be required. Included within accounts receivables are unbilled accounts receivable, which relate to situations in which the Company has recognized revenue prior to invoicing a customer, but for which we have the legal right to invoice the customer. Unbilled accounts receivables are invoiced in the following period.

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The following is a summary of activities in the allowance for doubtful accounts for the fiscal years indicated:

	Year Ended December 31,		
	2013	2012	2011
	(In thousands)		
Allowance for Doubtful Accounts			
Beginning Balance	$(1,117)	$(903)	$(725)
Additions	(1,248)	(1,429)	(220)
Reductions, (recoveries) and write-offs	698	1,215	42
Ending Balance	$(1,667)	$(1,117)	$(903)

Property and Equipment

Property and equipment is stated at cost, net of accumulated depreciation. Property and equipment is depreciated on a straight-line basis over the estimated useful lives of the assets, ranging from three to five years. Assets under capital leases are recorded at their net present value at the inception of the lease and are included in the appropriate asset category. Assets under capital leases and leasehold improvements are amortized over the shorter of the related lease terms or their useful lives. Replacements and major improvements are capitalized; maintenance and repairs are charged to expense as incurred. Amortization of assets under capital leases is included within the expense category in which the asset is deployed.

Business Combinations

The Company recognizes all of the assets acquired, liabilities assumed, contractual contingencies, and contingent consideration at their fair value on the acquisition date. Acquisition-related costs are recognized separately from the acquisition and expensed as incurred. Generally, restructuring costs incurred in periods subsequent to the acquisition date are expensed when incurred. Subsequent changes to the purchase price (i.e., working capital adjustments) or other fair value adjustments determined during the measurement period are recorded as an adjustment to goodwill. All subsequent changes to an income tax valuation allowance or uncertain tax position that relate to the acquired company and existed at the acquisition date that occur both within the measurement period and as a result of facts and circumstances that existed at the acquisition date are recognized as an adjustment to goodwill. All other changes in income tax valuation allowances are recognized as a reduction or increase to income tax expense or as a direct adjustment to additional paid-in capital as required.

Goodwill and Intangible Assets

Goodwill represents the excess of the purchase price over the fair value of identifiable assets acquired and liabilities assumed when a business is acquired. The allocation of the purchase price to intangible assets and goodwill involves the extensive use of management’s estimates and assumptions, and the result of the allocation process can have a significant impact on future operating results. The allocation of the purchase price to intangible assets is done at fair value. The Company estimates the fair value of identifiable intangible assets acquired using various valuation methods, including the excess earnings and relief from royalty methods.

Intangible assets with finite lives are amortized over their useful lives while goodwill is not amortized but is evaluated for potential impairment at least annually by comparing the fair value of a reporting unit to its carrying value including goodwill recorded by the reporting unit. If the carrying value exceeds the fair value, impairment is measured by comparing the implied fair value of the goodwill to its carrying value, and any impairment determined is recorded in the current period. The Company has one reporting unit. Accordingly, on an annual basis the Company performs the impairment assessment for goodwill at the enterprise level. The Company completed its annual impairment analysis as of October 1st for each of the years ended December 31, 2013, 2012 and 2011 and determined that there was no impairment of goodwill.

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Intangible assets with finite lives are amortized using the straight-line method over the following useful lives:

	Useful Lives (Years)
Acquired methodologies/technology	3 to 10
Customer relationships	3 to 12
Panel	7
Intellectual property	7 to 13
Trade names	2 to 10

Impairment of Long-Lived Assets

The Company's long-lived assets primarily consist of property and equipment and intangible assets. The Company evaluates the recoverability of its long-lived assets for impairment whenever events or changes in circumstances indicate the carrying value of such assets may not be recoverable. If an indication of impairment is present, the Company compares the estimated undiscounted future cash flows to be generated by the asset to its carrying amount. Recoverability measurement and estimation of undiscounted cash flows are grouped at the lowest level for which identifiable cash flows are largely independent of the cash flows of other assets and liabilities. If the undiscounted future cash flows are less than the carrying amount of the asset group, the Company records an impairment loss equal to the excess of the asset group's carrying amount over its fair value. The fair value is determined based on valuation techniques such as a comparison to fair values of similar assets or using a discounted cash flow analysis. Although the Company believes that the carrying values of its long-lived assets are appropriately stated, changes in strategy or market conditions or significant technological developments could significantly impact these judgments and require adjustments to recorded asset balances. During the year ended December 31, 2012, the Company recorded an impairment charge of $3.3 million related to certain intangible assets as described in Note 6. There were no impairment charges recognized during the years ended December 31, 2013 or 2011.

Lease Accounting

The Company leases its facilities and accounts for those leases as operating leases. For facility leases that contain rent escalations or rent concession provisions, the Company records the total rent payable during the lease term on a straight-line basis over the term of the lease. The Company records the difference between the rent paid and the straight-line rent as a deferred rent liability. Leasehold improvements funded by landlord incentives or allowances are recorded as leasehold improvement assets and a deferred rent liability which is amortized as a reduction of rent expense over the term of the lease.

The Company records capital leases as an asset and an obligation at an amount equal to the present value of the minimum lease payments as determined at the beginning of the lease term. Amortization of capitalized leased assets is computed on a straight-line basis over the term of the lease and is included in depreciation and amortization expense.

Foreign Currency

The functional currency of the Company's foreign subsidiaries is the local currency. All assets and liabilities are translated at the current exchange rate as of the end of the period, and revenues and expenses are translated at average exchange rates in effect during the period. The gain or loss resulting from the process of translating foreign currency financial statements into U.S. dollars is reflected as foreign currency cumulative translation adjustment and reported as a component of Accumulated other comprehensive income.

The Company incurred foreign currency transaction losses of $0.1 million, $0.7 million, and $0.4 million for the years ended December 31, 2013, 2012 and 2011, respectively. The losses are the result of transactions denominated in currencies other than the functional currency of the Company's foreign subsidiaries.

Operating Segment Information

The Company has concluded that it has one operating segment based on the fact that its Chief Executive Officer, who is also its chief operating decision maker, continues to evaluate performance and make operating decisions based on consolidated financial data. Additionally, there are no managers who are held accountable by the chief operating decision maker, or anyone else, for an operating measure of profit or loss for any operating unit below the consolidated unit level.

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Revenue Recognition

The Company recognizes revenues when the following fundamental criteria are met: (i) persuasive evidence of an arrangement exists, (ii) delivery has occurred or the services have been rendered, (iii) the fee is fixed or determinable, and (iv) collection of the resulting receivable is reasonably assured.

The Company generates revenues by providing access to the Company's online database or delivering information obtained from the database, usually in the form of periodic reports. Revenues are typically recognized on a straight-line basis over the period in which access to data or reports is provided, which generally ranges from three to twenty-four months. Sales taxes remitted to government authorities are recorded on a net basis.

Revenues are also generated through survey services under contracts ranging in term from two months to 1 year. Survey services consist of survey and questionnaire design with subsequent data collection, analysis and reporting. At the outset of an arrangement, total arrangement consideration is allocated between the development of the survey questionnaire and subsequent data collection, analysis and reporting services based on relative selling price. Revenue allocated to the survey questionnaire is recognized when it is delivered and revenue allocated to the data collection, analysis and reporting services is recognized on a straight-line basis over the estimated data collection period once the survey or questionnaire design has been delivered. Any change in the estimated data collection period results in an adjustment to revenues recognized in future periods.

Certain of the Company's arrangements contain multiple elements, consisting of the various services the Company offers. Multiple element arrangements typically consist of either subscriptions to multiple online product solutions or a subscription to the Company's online database combined with customized services. The Company accounts for these arrangements in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Update ("ASU") 2009-13, Multiple Deliverable Revenue Arrangements, which requires the Company to allocate arrangement consideration at the inception of an arrangement to all deliverables, if they represent a separate unit of accounting, based on their relative selling prices. The guidance establishes a hierarchy to determine the selling price to be used for allocating arrangement consideration to deliverables: (i) vendor-specific objective evidence of fair value ("VSOE"), (ii) third-party evidence of selling price ("TPE") if VSOE is not available, or (iii) an estimated selling price ("ESP") if neither VSOE nor TPE are available. VSOE generally exists only when the Company sells the deliverable separately and is the price actually charged by the Company for that deliverable on a stand-alone basis. ESP reflects the Company's estimate of what the selling price of a deliverable would be if it was sold regularly on a stand-alone basis. The Company has concluded it does not have VSOE, for these types of arrangements, and TPE is generally not available because the Company's service offerings are highly differentiated and the Company is unable to obtain reliable information on the products and pricing practices of the Company's competitors. As such, ESP is used to allocate the total arrangement consideration at the arrangement inception based on each element's relative selling price. The Company's process for determining ESP involves management's judgments based on multiple factors that may vary depending upon the unique facts and circumstances related to each product suite and deliverable. The Company determines ESP by considering several external and internal factors including, but not limited to, current pricing practices, pricing concentrations (such as industry, channel, customer class or geography), internal costs and market penetration of a product or service. The total arrangement consideration is allocated to each of the elements based on the relative selling price. If the ESP is determined as a range of selling prices, the mid-point of the range is used in the relative-selling-price method. Once the total arrangement consideration has been allocated to each deliverable based on the relative allocation of the arrangement fee, the Company commences revenue recognition for each deliverable on a stand-alone basis as the data or service is delivered. ESP will be analyzed on an annual basis or more frequently if management deems it likely that changes in the estimated selling prices have occurred.

Generally, contracts are non-refundable and non-cancelable. In the event a portion of a contract is refundable, revenue recognition is delayed until the refund provisions lapse. A limited number of customers have the right to cancel their contracts by providing a written notice of cancellation. In the event that a customer cancels its contract, the customer is not entitled to a refund for prior services, and will be charged for costs incurred plus services performed up to the cancellation date.

Advance payments are recorded as deferred revenues until services are delivered or obligations are met and revenue can be recognized. Deferred revenues represent the excess of amounts invoiced over amounts recognized as revenues. Multiple contracts with a single counterparty that are negotiated simultaneously and are considered contemporaneous are accounted for as one arrangement. If there are multiple contracts with one counterparty that are deemed independent of one another, they are accounted for as separate arrangements.

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On July 1, 2010, the Company completed its acquisition of Nexius, resulting in additional revenue sources, including software licenses, professional services (including software customization, implementation, training and consulting services), and maintenance and technical support contracts. The Company's arrangements generally contain multiple elements, consisting of the various service offerings. The Company recognizes software license arrangements that include significant modification and customization of the software in accordance with FASB Accounting Standards Codification ("ASC") 985-605, Software Recognition, and ASC 605-35, Revenue Recognition-Construction-Type and Certain Production-Type Contracts, using either the percentage-of-completion or the completed-contract method. Under the percentage-of-completion method, the Company uses the input method to measure progress, which is based on the ratio of costs incurred to date to total estimated costs at completion. The percentage-of-completion method is used when reliable estimates of progress and completion under the contract can be made. Under the completed-contract method, billings and costs (to the extent they are recoverable) are accumulated on the balance sheet, but no profit or income is recorded before user acceptance of the software license. The completed-contract method is used when reliable estimates cannot be made or other terms under the contract require it. To the extent estimated costs are expected to exceed revenue, the Company accrues for costs immediately. The Company considers a contract to be completed when all performance obligations have been delivered and the customer provides formal acceptance in the form of a "User Acceptance Testing" certificate and the Company applies this policy on a consistent basis. Prior to March 31, 2011, the Company had not established VSOE of fair value for the multiple deliverables and therefore accounted for all elements in these arrangements as a single unit of accounting, recognizing the entire arrangement fee as revenue on a straight line basis over the service period of the last delivered element. During the quarter ended June 30, 2011 the Company established VSOE of fair value for post contract support ("PCS") services for a group of certain Nexius customers. The establishment of VSOE of fair value followed an alignment of the Company's pricing practices for these services. As a result of establishing VSOE, the Company, for the year ended December 31, 2011, recorded revenue and related costs of revenue of $2.4 million and $1.4 million, respectively, of which $0.9 million and $0.3 million, respectively, had been previously deferred. For the remainder of the Nexius customers, we currently do not have VSOE for the multiple deliverables and account for all elements in these arrangements as a single unit of accounting, recognizing the entire arrangement fee as revenue over the service period of the last delivered element.

The Company accounts for nonmonetary transactions under ASC 845, Nonmonetary Transactions. Nonmonetary transactions with commercial substance are recorded at the estimated fair value of assets surrendered including cash, if cash is less than 25% of the fair value of the overall exchange, unless the fair value of the assets received is more clearly evident, in which case the fair value of the asset received is used to estimate fair value for the exchange.

In the fourth quarter of 2013, the Company entered into an agreement to exchange certain data assets with a corporation. A member of the Company's Board of Directors also serves as a member of the Board of Directors of that corporation and therefore, we have considered the corporation to be a related party. The transaction was considered to have commercial substance under the guidance in ASC 845 and the Company estimated the fair value of the services delivered based on similar monetary transactions with third parties. No cash was exchanged in this transaction. The Company also considered the guidance in ASC 850, Related Party Disclosures.

During the year ended December 31, 2013 the Company recognized $3.2 million in revenue related to nonmonetary transactions of which $1.8 million is attributable to this related party transaction. Due to timing differences in the delivery and receipt of the respective nonmonetary assets exchanged, the expense recognized in each period is different from the amount of revenue recognized. As a result, during the year ended December 31, 2013, the Company recognized $1.8 million in expense related to nonmonetary transactions, though no expense was recognized for this related party transaction since data assets have not yet been received.

Costs of Revenues

Cost of revenues consists primarily of expenses related to the operating network infrastructure and the recruitment, maintenance and support of consumer panels. Expenses associated with these areas include the salaries, stock-based compensation, benefits and related expenses of network operations, survey operations, custom analytics and technical support departments, and are expensed as they are incurred. Cost of revenues consists primarily of expenses related to

the operating network infrastructure and the recruitment, maintenance and support of consumer panels. Expenses associated with these areas include the salaries, stock-based compensation, benefits and related expenses of network operations, survey operations, custom analytics and technical support departments. Cost of revenues also includes data collection costs for the products and operational costs associated with the Company's data centers, including depreciation expense associated with computer equipment that supports its panel and systems, and allocated overhead, which is comprised of rent and depreciation expense generated by general purpose equipment and software.
Deferred contract costs represents incremental direct costs paid to a third party and the internal costs of employees directly related to the delivery of an item that cannot be accounted for separately from the undelivered items for certain of the

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Company's significantly customized software sales or other long-term in nature projects. These costs are recognized as cost of revenues ratably over the same period that deferred revenue is recognized as revenues. The Company analyzes the recoverability of these costs each reporting period.

Selling and Marketing

Selling and marketing expenses consist primarily of salaries, stock-based compensation, benefits, commissions and bonuses paid to the direct sales force and industry analysts, as well as costs related to online and offline advertising, product management, seminars, promotional materials, public relations, other sales and marketing programs, and allocated overhead, including rent and other facilities related costs, and depreciation. All selling and marketing costs are expensed as they are incurred.

Research and Development

Research and development expenses include new product development costs, consisting primarily of salaries, stock-based compensation, benefits and related costs for personnel associated with research and development activities, and allocated overhead, including rent and other facilities related costs, and depreciation.

General and Administrative

General and administrative expenses consist primarily of salaries, stock-based compensation, benefits and related expenses for executive management, finance, accounting, human capital, legal, information technology and other administrative functions, as well as professional fees, overhead, including allocated rent and other facilities related costs, and depreciation and expenses incurred for other general corporate purposes.

Concentration of Credit Risk

Financial instruments that potentially subject the Company to concentrations of credit risk consist primarily of cash equivalents and accounts receivable. The Company maintains cash deposits with financial institutions that at times exceed applicable insurance limits. The Company reduces this risk by maintaining such deposits with high quality financial institutions that management believes are creditworthy. With respect to accounts receivable, credit risk is mitigated by the Company's ongoing credit evaluation of its customers' financial condition.

For the years ended December 31, 2013, 2012 and 2011, one customer, Microsoft Corporation, accounted for approximately 7%, 8% and 10%, respectively, of total revenues. As of December 31, 2013 and 2012, no one customer accounted for more than 10% of accounts receivable.

Advertising Costs

All advertising costs are expensed as incurred. Advertising expense includes costs associated with direct marketing but does not include the cost of attendance at events or trade shows. Advertising expense, which is included in sales and marketing expense, totaled $0.2 million, $0.1 million and $0.1 million for the years ended December 31, 2013, 2012 and 2011, respectively.

Stock-Based Compensation

The Company estimates the fair value of share-based awards on the date of grant. The fair value of stock options with only service conditions is determined using the Black-Scholes option-pricing model. The fair value of market-based stock options and restricted stock units is determined using a Monte Carlo simulation embedded in a lattice model. The fair value of restricted stock awards is based on the closing price of the Company's common stock on the date of grant. The determination of the fair value of the Company's stock option awards and restricted stock awards is based on a variety of factors including, but not limited to, the Company's common stock price, expected stock price volatility over the expected life of awards, and actual and projected exercise behavior. Additionally, the Company has estimated forfeitures for share-based awards at the dates of grant based on historical experience, adjusted for future expectation. The forfeiture estimate is revised as necessary if actual forfeitures differ from these estimates.

The Company issues restricted stock awards where restrictions lapse upon the passage of time (service vesting), achieving performance targets, or some combination of these restrictions. For those restricted stock awards with only service conditions, the Company recognizes compensation cost on a straight-line basis over the explicit service period. For awards with both performance and service conditions, the Company starts recognizing compensation cost over the remaining service period, when it is probable the performance condition will be met. For stock awards that contain performance or market vesting

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conditions, the Company excludes these awards from diluted earnings per share computations until the contingency is met as of the end of that reporting period.

Income Taxes

Income taxes are accounted for using the asset and liability method. Deferred income taxes are provided for temporary differences in recognizing certain income, expense and credit items for financial reporting purposes and tax reporting purposes. Such deferred income taxes primarily relate to the difference between the tax bases of assets and liabilities and their financial reporting amounts. Deferred tax assets and liabilities are measured by applying enacted statutory tax rates applicable to the future years in which deferred tax assets or liabilities are expected to be settled or realized. The Company records a valuation allowance when it determines, based on available positive and negative evidence, that it is more-likely-than-not that some portion or all of its deferred tax assets will not be realized. The Company determines the realizability of its deferred tax assets primarily based on the reversal of existing taxable temporary differences and projections of future taxable income (exclusive of reversing temporary differences and carryforwards). In evaluating such projections, the Company considers its history of profitability, the competitive environment, the overall outlook for the online marketing industry and general economic conditions. In addition, the Company considers the timeframe over which it would take to utilize the deferred tax assets prior to their expiration.

For certain tax positions, the Company uses a more-likely-than-not threshold based on the technical merits of the tax position taken. Tax positions that meet the more-likely-than-not recognition threshold are measured at the largest amount of tax benefits determined on a cumulative probability basis, which are more-likely-than-not to be realized upon ultimate settlement in the financial statements. The Company’s policy is to recognize interest and penalties related to income tax matters in income tax expense.

Earnings Per Share

Basic net (loss) income per common share excludes dilution for potential common stock issuances and is computed by dividing net (loss) income by the weighted-average number of common shares outstanding for the period. Diluted net (loss) income per common share reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock. Diluted earnings per share assumes the exercise of stock options and warrants using the treasury stock method.

The following table provides a reconciliation of the numerators and denominators used in computing basic and diluted net (loss) income per common share:

	Year Ended December 31,		
	2013	2012	2011
	(In thousands, except share data)		
Calculation of basic and diluted net income per share:			
Net (loss) income	$(2,333)	$(11,789)	$(15,790)
Net (loss) income per common share:			
Basic	(0.07)	(0.35)	(0.49)
Diluted	(0.07)	(0.35)	(0.49)
Weighted-average shares outstanding-common stock, basic	34,443,126	33,244,798	32,289,877
Dilutive effect of			
Options to purchase common stock	—	—	—
Unvested restricted stock units	—	—	—
Warrants to purchase common stock	—	—	—
Weighted-average shares outstanding-common stock, diluted	34,443,126	33,244,798	32,289,877

The Company uses the two-class method for earning allocations between the Company's restricted stock awards, as they are a participating security, and the Company's common stock. The dilutive effect of stock options and restricted stock of 688,659, 1,547,077 and 627,147 were not included in the computation of diluted net (loss) income per common share for the years ended December 31, 2013, 2012 and 2011, respectively, as their effect would be anti-dilutive.

Recent Pronouncements

In July 2013, FASB issued Accounting Standards Update 2013-11, Income Taxes (Topic 740): Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Exists. This update requires unrecognized tax benefits to be offset against a deferred tax asset for a net operating loss carryforward, similar tax loss or tax credit carryforward in certain situations. This update was created due to the diversity in practice in presentation of unrecognized tax benefits in those instances. Some entities present unrecognized tax benefits as a liability unless the unrecognized tax benefit is directly associated with a tax position taken in a tax year that results in, or resulted in, the recognition of a net operating loss or tax credit carryforward for that year and the net operating loss or tax credit carryforward for that year has not been utilized. Other entities present unrecognized tax benefits as a reduction of a deferred tax asset for a net operating loss or tax credit carryforward in certain circumstances. The objective of this update is to eliminate this diversity in practice. The amendments in this update should be applied prospectively for reporting periods beginning after December 15, 2013. The Company does not believe that this standard will have a material impact on the Company's financial statements.

3. Business Combinations

The Company uses its best estimates and assumptions as a part of the purchase price allocation process to accurately value assets acquired and liabilities assumed at the business combination date, its estimates and assumptions are inherently uncertain and subject to refinement. As a result, during the preliminary purchase price allocation period, which may be up to one year from the business combination date, the Company records adjustments to the assets acquired and liabilities assumed, with the corresponding offset to goodwill. The Company records adjustments to assets acquired or liabilities assumed subsequent to the purchase price allocation period in its operating results in the period in which the adjustments were determined. None of the goodwill is deductible for tax purposes.

For the years ended December 31, 2013 and December 31, 2012 there were no transaction related costs. For the year ended December 31, 2011, there were $0.7 million of transaction related costs included in general and administrative expenses.

AdXpose, Inc.

On August 11, 2011, the Company completed its acquisition of AdXpose, Inc. ("AdXpose"). AdXpose provides advertisers and publishers with greater transparency in the quality, safety, and performance of their digital advertising campaigns by allowing them to verify and optimize billions of campaign data points captured in real-time. The aggregate amount of the consideration paid by the Company upon the closing of the transaction was $19.4 million. Of the $19.4 million, $4.4 million was paid in cash and an aggregate of 982,285 shares of the Company's common stock with a fair value of $15.0 million on the acquisition date was issued to the AdXpose stockholders.

The acquisition of AdXpose resulted in goodwill of approximately $16.0 million, none of which is deductible for tax purposes. This amount represents the residual amount of the total purchase price after allocation to net assets and identifiable intangible assets acquired. The amount recorded as goodwill is consistent with the Company's intentions for the acquisition of AdXpose. The Company acquired AdXpose to enhance its capabilities in the marketplace for highly effective advertising campaign measurement.

Definite-lived intangible assets of $0.9 million consist of the value assigned to AdXpose's developed technology, customer relationships, and trade name of $0.7 million, $0.1 million and $0.1 million, respectively. These intangible assets have been assigned useful lives of five, three and 1.5 years, respectively.

The Company has included the financial results of AdXpose in its consolidated financial statements beginning August 11, 2011. Included in revenue for the period from August 11, 2011 to December 31, 2011 was $1.5 million related to AdXpose.

4. Asset Disposition

On March 18, 2013, the Company and its wholly-owned subsidiary RSC The Quality Measurement Company (also known as ARSgroup), sold certain assets related to its ARS Non-Health Copy-Testing and Equity Tracking business to MSW.ARS LLC, a Delaware limited liability company ("Buyer").

In connection with the disposition, the Company received total proceeds of $1.0 million in cash. In addition, the Company entered into a license agreement in which it will retain the right to use the necessary intellectual property to continue to provide the ARS Copy-Testing and Equity Tracking services to its Health related customers and recorded an intangible asset of $1.2 million based on the estimated fair value of the licensed intellectual property. In determining the fair value of the intangible asset, the Company prepared a discounted cash flow (“DCF”) analysis. In preparing the DCF analysis, the Company used a combination of income approaches including the relief from royalty approach and the excess earnings approach. Determining fair value requires the exercise of significant judgment, including judgments about appropriate discount rates, terminal growth

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rates, royalty rates and the amount and timing of expected future cash flows. The cash flows employed in the DCF analysis were based on the Company's most recent budgets, forecasts and business plans as well as growth rate assumptions for years beyond the current business plan period. Significant assumptions used include a discount rate of 18.5%, which is based on an assessment of the risk inherent in the future revenue streams and cash flows associated with the health related customers of ARS, as well as a royalty rate of 3.0%, which is based on an analysis of royalty rates in similar, market transactions. This intangible asset will be amortized on a straight-line basis over its estimated useful life of 3 years beginning April 1, 2013. The assets disposed of included computer equipment, furniture and fixtures, intellectual property and the intangible assets associated with the ARSgroup. Due to the fact that the Company will continue to provide the ARS Copy-Testing and Equity Tracking services to its Health related customers and has therefore not eliminated the operations and cash flows of the ARSgroup, management has concluded that the disposition does not qualify for presentation as discontinued operations.
As a result of the disposition, during the three months ended March 31, 2013, the Company recorded a gain on the Disposition of $0.2 million, determined as follows (in thousands):

Cash proceeds received at closing, net	$160	
Proceeds receivable (placed in escrow)	750	
Fair value of licensed intellectual property	1,182	
	2,092	
Carrying value of assets disposed	(1,436	)
Goodwill allocated to disposition	(289	)
Fair value of accelerated equity awards	(157	)
Gain on disposition	$210	

5. Property and Equipment
Property and equipment, including equipment under capital lease obligations, consists of the following:

	December 31,			
	2013		2012	
	(In thousands)			
Computer equipment	$60,673		$39,570	
Computer software	5,764		10,773	
Office equipment and furniture	5,156		4,570	
Automobiles	1,644		1,329	
Leasehold improvements	15,785		14,119	
Total, including capital leases of $43,776 and $25,786, respectively	89,022		70,361	
Less: accumulated depreciation and amortization, including capital leases of $22,430 and $12,668, respectively	(51,027	)	(38,943	)
	$37,995		$31,418	

During the years ended December 31, 2013 and 2012, the Company capitalized $2.3 million and $1.3 million, respectively, of leasehold improvements, furniture and fixtures and office equipment associated with landlord allowances received in connection with its Reston, New York and London office leases (see Note 8).
For the years ended December 31, 2013, 2012 and 2011, total depreciation expense was $16.8 million, $14.2 million and $13.4 million, respectively.

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6. Goodwill and Intangible Assets

The change in the carrying value of goodwill for the year ended December 31, 2013 is as follows (in thousands):

Balance as of December 31, 2012	$102,900
Goodwill allocated to ARS disposition	(289)
Translation adjustments	703
Balance as of December 31, 2013	$103,314

During the three months ended June 30, 2012, the Company noted a significant decline in revenues from ARSgroup (“ARS”), which the Company acquired in February 2010. As a result, the Company performed an impairment test of the long-lived assets of ARS. The long-lived assets of ARS consist of customer relationships and acquired methodologies and technology. The first step in testing the long-lived assets of ARS for impairment was to compare the sum of the undiscounted cash flows expected to result from the use and eventual disposition of ARS to the carrying value of ARS’s long-lived assets. Based on this analysis, the Company determined as of June 30, 2012 that the sum of the expected undiscounted cash flows to be generated from ARS was less than the carrying value of the ARS intangible assets. As such, the Company concluded that the ARS intangible assets were impaired as of June 30, 2012. To measure the amount of the impairment, the Company then estimated the fair value of the intangible assets as of June 30, 2012. In determining the fair value of the intangible assets, the Company prepared a discounted cash flow (“DCF”) analysis for each intangible asset. In preparing the DCF analysis, the Company used a combination of income approaches including the relief from royalty approach and the excess earnings approach. Determining fair value requires the exercise of significant judgment, including judgments about appropriate discount rates, terminal growth rates, royalty rates and the amount and timing of expected future cash flows. The cash flows employed in the DCF analysis were based on the Company’s most recent budgets, forecasts and business plans as well as growth rate assumptions for years beyond the current business plan period. Significant assumptions used include a discount rate of 18.5%, which is based on an assessment of the risk inherent in the future revenue streams and cash flows of ARS, as well as a royalty rate of 3.0%, which is based on an analysis of royalty rates in similar, market transactions. Based on the DCF analysis, the Company estimated the fair value of the intangible assets of ARS to be $2.5 million as of June 30, 2012, which resulted in an impairment charge of $3.3 million during the year ended December 31, 2012. The impairment charge had a negative impact on net loss of $3.3 million and an impact on earnings per share of $0.10 per share during the year ended December 31, 2012. In addition, these intangible assets are being amortized over a remaining estimated useful life of eighteen months, beginning July 1, 2012. Other than the ARS impairment, there were no events or circumstances to indicate that the carrying amount of goodwill or intangible assets were not recoverable. Accordingly, no additional impairment charges have been recorded.

Certain of the Company’s intangible assets are recorded in euros, British Pounds and the local currencies of our South American subsidiaries, and therefore, the gross carrying amount and accumulated amortization are subject to foreign currency translation adjustments. As discussed in Note 9, the Company acquired $11.0 million in patents during 2011. The carrying values of the Company’s amortized acquired intangible assets are as follows (in thousands):

	December 31, 2013			December 31, 2012		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Acquired methodologies/technology	$7,770	$(5,471)	$2,299	$8,412	$(4,372)	$4,040
Customer relationships	35,774	(15,346)	20,428	35,766	(11,230)	24,536
Panel	1,650	(1,316)	334	1,639	(1,073)	566
Intellectual property	13,576	(3,999)	9,577	13,571	(2,459)	11,112
Trade names	2,904	(2,604)	300	4,153	(3,648)	505

	$61,674	$(28,736)	$32,938	$63,541	$(22,782)	$40,759

Amortization expense related to intangible assets was approximately $8.0 million, $9.3 million and $9.3 million for the years ended December 31, 2013, 2012 and 2011, respectively.

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The weighted average remaining amortization period by major asset class as of December 31, 2013, is as follows:

	(In years)
Acquired methodologies/technology	1.8
Customer relationships	6.0
Panel	1.4
Intellectual property	7.5
Trade names	1.5

The estimated future amortization of acquired intangible assets as of December 31, 2013 is as follows:

	(In thousands)
2014	$7,704
2015	6,689
2016	5,385
2017	4,316
2018	2,169
Thereafter	6,675
	$32,938

7. Accrued Expenses

Accrued expenses consist of the following:

	December 31, 2013	2012
	(In thousands)	
Payroll and related	$9,213	$5,556
Stock-based compensation	6,061	6,652
Cost of revenues	5,641	4,892
Income, sales and other taxes	4,716	2,733
Professional fees	3,066	1,333
Other	4,775	3,243
	$33,472	$24,409

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8. Long-term Debt and Other Financing Arrangement

Capital Leases

The Company has a lease financing arrangement with Banc of America Leasing & Capital, LLC in the amount of $10.0 million, of which the Company can utilize approximately $8.6 million as of December 31, 2013, for future capital leases. This arrangement allows the Company to lease new software, hardware and other computer equipment as it expands its technology infrastructure in support of its business growth. Under this arrangement, the Company may enter into new capital leases prior to April 30, 2014. Some of the amounts the Company has utilized to date under this arrangement have not lowered the amount available for future capital leases, because those amounts have been assigned by Banc of America Leasing & Capital, LLC under separate third-party arrangements. In addition, the Company enters into capital leases under non-committed arrangements, typically directly with equipment manufacturers. Future minimum payments under capital leases with initial terms of one year or more are as follows:

	(In thousands)
2014	$11,254
2015	9,133
2016	4,652
2017	58
2018	—
Total minimum lease payments	25,097
Less amount representing interest	(1,416)
Present value of net minimum lease payments	23,681
Less current portion	10,351
Capital lease obligations, long-term	$13,330

During the years ended December 31, 2013, 2012 and 2011, the Company acquired $14.4 million and $7.8 million, and $5.4 million respectively, in computer equipment through the issuance of capital leases. This non-cash investing activity has been excluded from the consolidated statement of cash flows.

Revolving Credit Facility

On September 26, 2013, the Company entered into a Credit Agreement (the “Credit Agreement”) with several banks (the "Lenders"). Bank of America, N.A. (“Bank of America”) is the administrative agent, and lead lender of this Revolving Credit Facility. The Credit Agreement provides for a five-year revolving credit facility of $100.0 million, which includes a $10.0 million sublimit for issuance of standby letters of credit, a $10 million sublimit for swing line loans and a $10.0 million sublimit for alternative currency lending. The maturity date of the Credit Agreement is September 26, 2018. The Credit Agreement also contains an expansion option permitting the Company to request an increase of the credit facility up to an aggregate additional $50 million, subject to certain conditions. Borrowings under the Revolving Credit Facility shall be used towards working capital and other general corporate purposes as well as for the issuance of letters of credit, and the repurchase of equity interests in the Company not to exceed $50 million during the five-year revolver term. Pursuant to the Credit Agreement, the obligations under the Revolving Credit Facility are secured by a security interest in substantially all of the Company’s cash and cash equivalents.

Base rate loans and swing line loans will bear interest at the Base Rate plus the Applicable Rate, as such terms are defined in the Credit Agreement and summarized below. The Base Rate is the highest rate of the following: (a) the Federal Funds rate plus 0.50%, (b) the publicly announced Bank of America prime rate, and (c) the Eurocurrency rate, as defined in the Credit Agreement plus 1.0%. The Applicable Rate for base rate loans and swing line loans is 0.50% to 1.50% depending on the Company’s funded debt-to-EBITDA ratio at the end of each fiscal quarter. Amounts supporting letters of credit bear interest at the applicable rate for revolving loans. Each Eurocurrency rate loan will bear interest at the Eurocurrency Rate plus the Applicable Rate ranging from 1.50% to 2.50% depending on the Company's funded debt-to-EBITDA ratio at the end of each fiscal quarter. Beginning on September 26, 2013 through the maturity date of the five-year revolver term, the Company is obligated to pay a fee, payable quarterly in arrears, based on the average unused portion of the available amounts under the Credit Agreement at a rate of 0.20% to 0.35%

per annum depending on the Company's funded debt-to-EBITDA ratio at the end of each fiscal quarter.
The Credit Agreement contains various usual and customary covenants, including, but not limited to: financial covenants requiring maximum funded debt-to-EBITDA ratio and cash flow-to-fixed charge ratios and covenants relating to the

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Company's ability to dispose of assets, make certain acquisitions, be acquired, incur indebtedness, grant liens and make certain investments. As of December 31, 2013 the Company was in full compliance with all covenants contained in the Credit Agreement and remains so as of the date of this report.

As of December 31, 2013, the Company did not have an outstanding balance under the Credit Agreement.

The Company maintains letters of credit in lieu of security deposits with respect to certain office leases as well as to satisfy performance guarantees under certain contracts. As of December 31, 2013, $4.0 million in letters of credit were outstanding, leaving $6.0 million available for additional letters of credit. These letters of credit may be reduced periodically provided the Company meets the conditional criteria of each related lease agreement.

9. Commitments and Contingencies

Leases

In addition to equipment financed through capital leases, the Company is obligated under various noncancelable operating leases for office facilities and equipment. These leases generally provide for renewal options and escalation increases. Future minimum payments under noncancelable lease agreements with initial terms of one year or more are as follows:

	(In thousands)
2014	$10,107
2015	10,079
2016	9,997
2017	9,766
2018	8,929
Thereafter	28,637
Total minimum lease payments	$77,515

Total rent expense, under non-cancellable operating leases, was $8.9 million, $8.4 million and $6.7 million for the years ended December 31, 2013, 2012 and 2011, respectively.

During the years ended December 31, 2013 and 2012, the Company recorded $2.3 million and $1.3 million, respectively, of deferred rent and capitalized assets as a result of landlord allowances in connection with its Reston, New York and London office leases. The deferred rent will be applied to rent expense recognized by the Company over the lease terms.

Contingencies

On December 20, 2011, the Company entered into a Patent Purchase, License and Settlement Agreement (the "Patent Purchase Agreement") with Nielsen and NetRatings in order to resolve the Litigation. In connection with the Patent Purchase Agreement, the Company and Nielsen entered into a Purchase Agreement (the "Stock Purchase Agreement") and a Voting Agreement (the "Voting Agreement", and together with the Patent Purchase Agreement and the Stock Purchase Agreement, the "Settlement Documents"). Pursuant to the Settlement Documents, and subject to retained rights by Nielsen, the Company acquired ownership of the four Nielsen families of patents asserted in litigation. The Company also granted Nielsen worldwide licenses for the families of the four patents the Company asserted in litigation. Both parties agreed not to bring any patent action against the other for the next three years. In addition, the Company issued Nielsen 974,358 shares of the Company's common stock, subject to certain restrictions.

The Company performed a valuation analysis to determine the fair value of the various elements included within the Settlement Documents. The Company determined the fair value of the consideration given to Nielsen in the form of restricted common stock to be $16.2 million. The fair value of the restricted common stock was determined by factoring in an appropriate discount to the current market price associated with the one year holding period that was placed on the common stock. The discount associated with this lack of marketability was estimated based on the cost to hedge the issued shares with a put option. The put option was valued using the Black-Scholes Option Pricing Model. The Company then determined the fair value of the acquired patents and the litigation settlement to be $26.0 million and $12.2 million, respectively, using the relief from royalty method, which is an income approach, to determine the present value of expected future cash flows and cash flows during the period of claimed patent infringement.

The fair value of the elements in the arrangement exceeded the fair value of the consideration paid. As such, the Company allocated the consideration paid to the elements based on relative fair value, resulting in $11.0 million allocated to the

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acquired patents and $5.2 million allocated to the litigation settlement. The $11.0 million allocated to the acquired patents will be amortized over the remaining legal life of the various patents acquired, with approximately 50% of the value being amortized through July 2018 and the other 50% being amortized through September 2024.

In June 2013 the Company settled certain patent litigation lawsuits that we initiated against certain third-parties. The Company recognized a net gain of $1.4 million during 2013 related to these settlements.

On August 23, 2011, the Company received notice that Mike Harris and Jeff Dunstan, individually and on behalf of a class of similarly situated individuals, filed a lawsuit against the Company in the United States District Court for the Northern District of Illinois, Eastern Division, alleging, among other things, violations by the Company of the Stored Communications Act, the Electronic Communications Privacy Act, Computer Fraud and Abuse Act and the Illinois Consumer Fraud and Deceptive Practices Act as well as unjust enrichment. The complaint seeks unspecified damages, including statutory damages per violation and punitive damages, injunctive relief and reasonable attorneys' fees of the plaintiffs. In October 2012, the plaintiffs filed an amended complaint which, among other things, removed the claim relating to alleged violations of the Illinois Consumer Fraud and Deceptive Practices Act. The court has certified a class, with trial expected in the second quarter of 2014. It is not possible for the Company to estimate a potential range of loss at this time.

From time to time, the Company is exposed to unasserted potential claims encountered in the normal course of business. Although the outcome of any legal proceeding cannot be predicted with certainty, management believes that the final outcome and resolution of current matters, if any will not materially affect the Company’s consolidated financial position or results of operations.

10. Income Taxes

The components of (loss) income before income tax for the years ended December 31, 2013, 2012 and 2011 are as follows:

	2013	2012	2011
	(In thousands)		
Domestic	$1,943	$(6,350)	$(10,106)
Foreign	150	(3,065)	(8,658)
Total	$2,093	$(9,415)	$(18,764)

Income tax (benefit) provision is comprised of the following:

	Year Ended December 31, 2013	2012	2011
	(In thousands)		
Current:			
Federal	$152	$(70)	$140
State	373	114	182
Foreign	1,520	1,434	1,060
Total	2,045	1,478	1,382
Deferred:			
Federal	3,518	1,278	(3,492)
State	392	(635)	(832)
Foreign	(1,529)	253	(32)
Total	2,381	896	(4,356)
Income tax (benefit) provision	$4,426	$2,374	$(2,974)

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A reconciliation of the statutory United States income tax rate to the effective income tax rate is as follows:

	Year Ended December 31, 2013	2012	2011
Statutory federal tax rate	35.0 %	35.0 %	35.0 %
State taxes, net of federal benefit	23.8	3.6	2.3
Nondeductible items	56.9	(15.5)	(5.7)
Foreign rate differences	96.5	(2.9)	(5.4)
Change in statutory tax rates	4.3	(0.9)	(0.6)
Change in valuation allowance	(144.8)	(10.6)	(8.9)
Stock compensation shortfalls	41.2	(4.3)	—
True-ups and other adjustments	(5.7)	(0.4)	0.1
Subpart F income recapture	96.3	—	—
Market-based stock awards	—	(27.8)	—
Foreign tax withholding	4.3	(0.8)	(0.6)
Uncertain tax positions	3.7	(0.6)	(0.3)
Effective tax rate	211.5 %	(25.2)%	15.9 %

The Company recognized income tax expense of approximately $4.4 million during the year ended December 31, 2013, which is comprised of current tax expense of $0.5 million related to federal alternative minimum tax and state income tax liabilities, $1.5 million of foreign income tax expense, and deferred tax expense of approximately $2.4 million related to temporary differences between the tax treatment and financial reporting treatment for certain items. Included within the total deferred tax expense of $2.4 million is $2.3 million of deferred tax expense related to the establishment of a deferred tax liability for Subpart F income that will be recognized in a future tax year and $2.9 million of deferred tax benefit related to the release of valuation allowances in certain foreign jurisdictions, which have a statutory rate of approximately 20%.

The Company recognized income tax expense of approximately $2.4 million during the year ended December 31, 2012, which is comprised of current tax expense of $0.1 million related to federal alternative minimum tax and state income tax liabilities, $1.4 million of foreign income tax expense, and deferred tax expense of approximately $0.9 million related to temporary differences between the tax treatment and financial reporting treatment for certain items. Included within the total deferred tax expense of $0.9 million is $2.6 million of deferred tax expense associated with the write-off of a deferred tax asset related to certain market-based stock awards that will never be realized due to the expiration of the stock awards prior to vesting.

The Company recognized an income tax benefit of approximately $3.0 million during the year ended December 31, 2011, which is comprised of current tax expense of $0.3 million related to federal alternative minimum tax and state income tax liabilities, $1.1 million of foreign income tax expense, and a deferred tax benefit of approximately $4.4 million related primarily to differences between the tax treatment and financial reporting treatment for certain items, most notably the Nielsen transaction.

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Deferred income taxes reflect the net tax effects of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the amounts used for income tax reporting purposes. Significant components of the Company's net deferred income taxes are as follows:

	December 31, 2013	2012
	(In thousands)	
Deferred tax assets:		
Net operating loss carryforwards	$6,658	$13,352
Capital loss carryforwards	778	769
Tax credits	1,817	1,671
Allowance for doubtful accounts	506	722
Accrued salaries and benefits	724	256
Deferred revenues	922	717
Capital leases	8,955	4,853
Deferred compensation	7,170	6,082
Deferred rent	4,937	4,210
Other	1,018	707
Gross deferred tax assets	33,485	33,339
Valuation allowance	(1,197)	(4,045)
Net deferred tax assets	32,288	29,294
Deferred tax liabilities:		
Intangible assets	(752)	(1,535)
Property and equipment	(9,387)	(5,577)
Subpart F income recapture	(2,310)	—
Prepaid maintenance	(317)	(156)
Other	(81)	(168)
Total deferred tax liabilities	(12,847)	(7,436)
Net deferred tax asset	$19,441	$21,858

As of December 31, 2013 and 2012, the Company had valuation allowances of $1.2 million and $4.0 million, respectively, against certain deferred tax assets. The valuation allowance as of December 31, 2013 relates to the deferred tax assets of certain foreign subsidiaries (primarily net operating loss carryforwards) that are either loss companies or are in their start-up phases, the U.S. capital loss carryforwards and certain state net operating loss carryforwards. To the extent the Company determines that, based on the weight of available evidence, all or a portion of its valuation allowance is no longer necessary, the Company will recognize an income tax benefit in the period such determination is made for the reversal of the valuation allowance. If management determines that, based on the weight of available evidence, it is more-likely-than-not that all or a portion of the net deferred tax assets will not be realized, the Company may recognize income tax expense in the period such determination is made to increase the valuation allowance. It is possible that any such reduction of or addition to the Company's valuation allowance may have a material impact on the Company's results from operations.

As of December 31, 2013, the Company concluded that it was not more-likely-than-not that a portion of our deferred tax assets related to certain state and foreign net operating losses would be realized and that an increase to the valuation allowance of $0.1 million was necessary. The Company also concluded that it was more-likely-than-not that a substantial portion of our deferred tax assets in certain other foreign jurisdictions, primarily the Netherlands, would be realized and determined that it was appropriate to release valuation allowances of $2.9 million. In making that determination, the Company considered the income generated in these foreign jurisdictions during 2013, the guaranteed profit margins in place for these entities as a result of the Company's transfer pricing model, the tax impact of the restructuring that is currently being implemented, the current overall economic environment, and the projected income of these entities in future years. In addition, during 2013, the Company wrote-off certain deferred tax assets related to net operating losses that will never be realized. As these deferred tax assets had a full valuation allowance recorded against them, the associated valuation allowance of $0.1 million was released.

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As of December 31, 2012, the Company concluded that it was not more-likely-than-not that a substantial portion of its deferred tax assets related to certain state net operating losses would be realized and determined that it was appropriate to establish a valuation allowance of $0.3 million against its state deferred tax assets. The Company also concluded that it was not more-likely-than-not that a substantial portion of its deferred tax assets in certain other foreign jurisdictions, primarily the Netherlands, would be realized and that an increase to the valuation allowance of $1.2 million was necessary. In making that determination, the Company considered the losses incurred in these foreign jurisdictions during 2012, the current overall economic environment, and the uncertainty regarding the profitability of certain foreign operations currently in start-up phase. In addition, during 2012, the Company wrote-off certain deferred tax assets related to net operating losses that will never be realized. As these deferred tax assets had a full valuation allowance recorded against them, the associated valuation allowance of $0.2 million was released.
The following is a summary of activities in the deferred tax asset valuation allowance for the fiscal years indicated:

	December 31,	
	2013	2012
	(In thousands)	
Deferred Tax Valuation Allowance		
Beginning Balance	$(4,045)	$(2,741)
Additions	(132)	(1,511)
Reductions	2,980	207
Ending Balance	$(1,197)	$(4,045)

As of December 31, 2013, the Company had federal and state net operating loss carryforwards for tax purposes of approximately $37.2 million and $38.3 million, respectively. As of December 31, 2012, the Company had federal and state net operating loss carryforwards for tax purposes of approximately $46.8 million and $43.1 million, respectively. These net operating loss carryforwards begin to expire in 2022 for federal income tax purposes and begin to expire in 2014 for state income tax purposes. At December 31, 2013, the Company had an aggregate net operating loss carryforward for tax purposes related to its foreign subsidiaries of $20.8 million, which begins to expire in 2017. In addition, at December 31, 2013, the Company had alternative minimum tax credit carryforwards of $1.5 million which can be carried forward indefinitely and research & development credit carryforwards of $0.7 million which begin to expire in 2025.

The exercise of certain stock options and the vesting of certain restricted stock awards during the years ended December 31, 2013 and 2012 generated income tax deductions equal to the excess of the fair market value over the exercise price or grant date fair value, as applicable. The Company will not recognize a deferred tax asset with respect to the excess of tax over book stock compensation deductions until the tax deductions actually reduce current taxes payable. As such, the Company has not recorded a deferred tax asset in the accompanying financial statements related to the additional net operating losses generated from the windfall tax deductions associated with the exercise of these stock options and the vesting of the restricted stock awards. If and when the Company utilizes these net operating losses to reduce income taxes payable, the tax benefit will be recorded as an increase in additional paid-in capital. As of December 31, 2013 and December 31, 2012, the cumulative amounts of net operating losses relating to such option exercises and vesting events that have been included in the gross net operating loss carryforwards above are $32.5 million and $28.9 million, respectively. During the years ended December 31, 2013 and 2012, the Company recognized windfall tax benefits of approximately $0.1 million, related to certain state and foreign tax jurisdictions, which were recorded as an increase to additional paid-in capital.

During the years ended December 31, 2013 and 2012, certain stock options were exercised and certain shares related to restricted stock awards vested at times when the Company’s stock price was substantially lower than the fair value of those shares at the time of grant. As a result, the income tax deduction related to such shares is less than the expense previously recognized for book purposes. Such shortfalls reduce additional paid-in capital to the extent relevant windfall tax benefits have been previously recognized. As described above, the Company recognized a portion of the windfall tax benefits in 2013 and recorded an increase to additional paid-in capital. Therefore, $0.1

million of shortfalls has not been included in income tax expense but has reduced additional paid-in capital for the year ended December 31, 2013. The remaining impact of the shortfalls totaling $0.9 million has been included in income tax expense. As of December 31, 2012, the Company recognized a portion of the windfall tax benefits and recorded an increase to additional paid-in capital. Therefore, the impact of the shortfalls totaling $0.2 million was not included in income tax expense but reduced additional paid-in capital for the year ended December 31, 2012. Looking forward the Company cannot predict the stock compensation shortfall impact because of dependency upon future market price performance of our stock.

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Under the provisions of Internal Revenue Code Section 382, certain substantial changes in the Company's ownership may result in a limitation on the amount of U.S. net operating loss carryforwards that could be utilized annually to offset future taxable income and taxes payable. A portion of the Company's net operating loss carryforwards are subject to an annual limitation under Section 382 of the Internal Revenue Code. We do not expect that this limitation will impact our ability to utilize all of our net operating losses prior to their expiration. Additionally, despite the net operating loss carryforwards, the Company may have a future tax liability due to alternative minimum tax, foreign tax or state tax requirements.

The Company intends to indefinitely reinvest the undistributed earnings from its foreign subsidiaries. As of December 31, 2013, the Company has not recorded U.S. income tax expense related to undistributed foreign earnings of approximately $6.5 million.

For uncertain tax positions, the Company uses a more-likely-than-not recognition threshold based on the technical merits of the tax position taken. Tax positions that meet the more-likely-than-not recognition threshold are measured as the largest amount of tax benefits determined on a cumulative probability basis, which are more-likely-than-not to be realized upon ultimate settlement in the financial statements. As a result, the Company has unrecognized tax benefits, which are tax benefits related to uncertain tax positions which have been or will be reflected in income tax filings that have not been recognized in the financial statements due to potential adjustments by taxing authorities in the applicable jurisdictions. As of December 31, 2013, 2012 and 2011, the Company had unrecognized tax benefits of $1.4 million all of which would affect the Company's tax rate if recognized. The Company anticipates that approximately $0.1 million of unrecognized tax benefits will reverse during the next year due to the filing of related tax returns and the expiration of statutes of limitation. The changes in the liability for unrecognized income tax benefits as of December 31, 2013, 2012 and 2011 resulted from the following:

	December 31, 2013	2012	2011
	(In thousands)		
Unrecognized tax benefits beginning balance	$1,418	$1,386	$2,376
Increase related to tax positions of prior years	36	69	1
Increase related to acquired tax positions recorded through purchase accounting	—	—	1
Increase related to tax positions of the current year	45	4	17
Decrease related to tax positions of prior years	(21)	(27)	(959)
Decrease due to settlements	(4)	—	(42)
Decrease due to lapse in statutes of limitations	(31)	(14)	(8)
Unrecognized tax benefits ending balance	$1,443	$1,418	$1,386

The Company recognizes interest and penalties related to income tax matters in income tax expense. As of December 31, 2013 and 2012, the amount of accrued interest and penalties on unrecognized tax benefits was $0.7 million. The Company or one of its subsidiaries files income tax returns in the U.S. federal jurisdiction, and various states and foreign jurisdictions. For income tax returns filed by the Company, the Company is no longer subject to U.S. federal examinations by tax authorities for years before 2010 or state and local tax examinations by tax authorities for years before 2009, although tax attribute carryforwards generated prior to these years may still be adjusted upon examination by tax authorities.

11. Stockholders' Equity

1999 Stock Option Plan and 2007 Equity Incentive Plan

Prior to the effective date of the registration statement for the Company's initial public offering ("IPO") on June 26, 2007, eligible employees and non-employees were awarded options to purchase shares of the Company's common stock, restricted stock or restricted stock units pursuant to the Company's 1999 Stock Plan (the "1999 Plan"). Upon the effective date of the registration statement of the Company's IPO, the Company ceased using the 1999 Plan for the issuance of new equity awards. Upon the closing of the Company's IPO on July 2, 2007, the Company established its 2007 Equity Incentive Plan, as amended (the "2007 Plan" and together with the 1999 Plan, the "Plans"). The 1999 Plan will continue to govern the terms and conditions of outstanding awards granted thereunder, but no further shares are authorized for new awards under the 1999 Plan. As of December 31, 2013 and December 31, 2012, the Plans provided for the issuance of a maximum of approximately 9.9 million shares and 8.5 million shares, respectively, of common stock. In addition, the 2007 Plan provides for annual increases in the number of shares available for issuance thereunder on the first day of each fiscal year beginning with the 2008 fiscal year, equal to the lesser of: (i) 4% of the outstanding shares of the Company's common stock on the last day of the immediately preceding fiscal year; (ii) 1,800,000 shares; or (iii) such other amount as the Company's board of directors may determine. The vesting period of options granted under the Plans is determined by the Board of Directors, although, for service-based options

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the vesting has historically been generally ratably over a four-year period. Options generally expire 10 years from the date of the grant. Effective January 1, 2013, the shares available for grant increased by 1,427,177 pursuant to the automatic share reserve increase provision under the Plans. Accordingly, as of December 31, 2013, a total of 3,066,148 shares were available for future grant under the 2007 Plan.

The Company determines the fair value of stock option awards using the Black-Scholes option-pricing formula and a single option award approach. The fair value of market-based stock options and restricted stock units is determined using a Monte Carlo simulation embedded in a lattice model. The fair value of restricted stock awards is based on the closing price of our common stock on the date of grant. The Company then amortizes the fair value of awards expected to vest on a ratable straight-line basis over the requisite service periods of the awards, which is generally the period from the grant date to the end of the vesting period.

A summary of the Plans is presented below:

	Number of Shares	Weighted-Average Exercise Price	Weighted Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value (in thousands)
Options outstanding at December 31, 2012	90,552	$4.38	2.99	$851
Options granted	—	$—	—	—
Options exercised	(52,063)	$4.37	—	$1,028
Options forfeited	—	$—	—	—
Options expired	(255)	$9.73	—	—
Options outstanding and exercisable at December 31, 2013	38,234	$4.37	2.09	$927

During the three months ended March 31, 2012, the Company granted 210,000 time-based restricted stock awards to the Company's Chief Executive Officer that vest ratably over three years and 380,000 time-based restricted stock awards to members of executive management that vest ratably over four years. In addition, the Company granted its Chief Executive Officer 580,000 shares of the Company's common stock in the form of restricted stock and restricted stock units (the “Performance Award”). The Performance Award represents the maximum number of shares that can vest over a three year period. The Performance Awards vested and will vest based on achievement of revenue and adjusted EBITDA goals during 2012, 2013 and 2014, with the revenue and adjusted EBITDA milestones each carrying a 50% weight. Assuming achievement of 100% of the target performance metrics in each case over a three-year period, the Chief Executive Officer would be eligible to vest in 290,000 total shares, and in any given year 96,666 shares. Assuming achievement of 200% of the target performance metrics in each case over a three-year period, the maximum number permitted under the arrangement, the Chief Executive Officer would be eligible to vest in 580,000 total shares, and in any given year, 193,334 shares. During the year ended December 31, 2013, no stock options were granted.

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A summary of the Plans is presented below:

	Number of shares		Weighted-Average Exercise Price
Options outstanding December 31, 2010	1,713,165		$11.68
Options granted	—		—
Options exercised	(203,894	)	1.82
Options forfeited	(82	)	9.29
Options expired	(1,670	)	5.91
Options outstanding December 31, 2011	1,507,519		13.02
Options granted	—		—
Options exercised	(367,234	)	0.65
Options forfeited	(1,048,478	)	18.12
Options expired	(1,255	)	2.79
Options outstanding December 31, 2012	90,552		4.38
Options granted	—		—
Options exercised	(52,063	)	4.37
Options forfeited	—		—
Options expired	(255	)	9.73
Options outstanding and exercisable at December 31, 2013	38,234		$4.37

The following table summarizes information about options outstanding at December 31, 2013:

	Options Outstanding and Exercisable		
Range of Exercise Prices	Options Outstanding and Exercisable	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (Years)
$0.25 - $4.25	16,482	$2.70	1.63
$4.26 - $7.50	17,248	$4.74	2.14
$7.51 - $13.66	4,504	$9.05	3.57
	38,234	$4.37	2.09

The intrinsic value of exercised stock options is calculated based on the difference between the exercise price and the quoted market price of our common stock as of the close of the exercise date. The aggregate intrinsic value of options exercised for the years ended December 31, 2013, 2012 and 2011 was $1.0 million, $5.0 million and $3.6 million, respectively. The aggregate intrinsic value for all options outstanding and exercisable under the Company’s stock plans as of December 31, 2013 was $0.9 million. The weighted average remaining contractual life for all options outstanding and exercisable under the Company’s stock plans as of December 31, 2013 was 2.09 years. As of December 31, 2013, there is no unrecognized compensation expense related to non-vested stock options granted prior to that date.

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Our nonvested stock awards are comprised of restricted stock and restricted stock units. The restricted stock only represents participating securities. The Company has a right of repurchase on such shares that lapse at a rate of twenty-five percent (25)% of the total shares awarded at each successive anniversary of the initial award date, provided that the employee continues to provide services to the Company. In the event that an employee terminates their employment with the Company, any shares that remain unvested and consequently subject to the right of repurchase shall be automatically reacquired by the Company at the original cash purchase price paid by the employee, if any. During the year ended December 31, 2013, 206,360 shares of restricted stock were forfeited and were subsequently retired. A summary of the status for nonvested stock awards as of December 31, 2013 is presented as follows:

Nonvested Stock Awards	Restricted Stock	Restricted Stock Units	Number of Shares Underlying Awards	Weighted Average Grant-Date Fair Value
Nonvested at December 31, 2010	1,591,522	405,071	1,996,593	$15.43
Granted	681,674	243,983	925,657	25.39
Vested	(751,873)	(116,863)	(868,736)	16.01
Forfeited	(135,903)	(113,097)	(249,000)	19.02
Nonvested at December 31, 2011	1,385,420	419,094	1,804,514	$19.75
Granted	1,706,900	445,368	2,152,268	20.84
Vested	(888,707)	(168,215)	(1,056,922)	18.81
Forfeited	(233,903)	(229,423)	(463,326)	21.34
Nonvested at December 31, 2012	1,969,710	466,824	2,436,534	$20.82
Granted	484,052	1,025,065	1,509,117	19.95
Vested	(1,196,792)	(200,651)	(1,397,443)	17.91
Forfeited	(206,360)	(156,312)	(362,672)	20.71
Nonvested at December 31, 2013	1,050,610	1,134,926	2,185,536	$22.10

The aggregate intrinsic value for all non-vested shares of restricted common stock and restricted stock units outstanding as of December 31, 2013 was $62.5 million. The weighted average remaining contractual life for all non-vested shares of restricted common stock and restricted stock units as of December 31, 2013 was 1.10 years.

We granted nonvested stock awards at no cost to recipients during the years ended December 31, 2013, 2012 and 2011. As of December 31, 2013, total unrecognized compensation expense related to non-vested restricted stock and restricted stock units was $27.1 million, which the Company expects to recognize over a weighted average period of approximately 1.18 years. Total unrecognized compensation expense may be increased or decreased in future periods for subsequent grants or forfeitures.

Of the 1,397,443 shares of the Company’s restricted stock and restricted stock units vesting during the year ended December 31, 2013, the Company repurchased 510,328 shares at an aggregate purchase price of approximately $9.3 million pursuant to the stockholder’s right under the Plans to elect to use common stock to satisfy tax withholding obligations. The repurchased shares were subsequently retired.

Common Stock Warrants

As of December 31, 2011, a warrant to purchase 24,375 shares of common stock was outstanding. During the quarter ended June 30, 2012, this warrant was completely exercised on a net basis. As a result, the Company issued 19,895 shares of common stock and received no cash upon the exercise of the warrant.

Shares Reserved for Issuance

At December 31, 2013, the Company had reserved for future issuance the following shares of common stock upon the exercise of options and warrants:

Common stock available for future issuances under the Plans	3,066,148
Common stock reserved for outstanding options and restricted stock units	1,173,160
	4,239,308

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Unregistered Sales of Equity Securities

On December 20, 2011, in connection with the execution of the Settlement Documents, as more fully described in footnote 9, the Company issued a total of 974,358 unregistered shares of comScore common stock as consideration. On August 11, 2011, in connection with its purchase of all the outstanding capital stock of AdXpose, the Company issued a total of 982,285 unregistered shares of comScore common stock as consideration for such acquisition.

12. Share Repurchases

On June 3, 2013 the Company announced that its board of directors had approved the repurchase of up to $50 million of the Company's common stock. Such repurchases may be made from time to time subject to pre-determined price and volume guidelines established by the Company's board of directors.

As part of the share repurchase program, shares may be purchased in open market transactions or pursuant to any trading plan that may be adopted in accordance with Rule 10b5-1 of the Exchange Act. The timing, manner, price and amount of any repurchases will be determined at the Company's discretion, and the share repurchase program may be suspended, terminated or modified at any time for any reason. Shares repurchased are classified as Treasury Stock and presented as a deduction from Stockholders' Equity. Cash paid for share repurchases during 2013, under the announced share repurchase program, was as follows:

(Amounts in millions, except share and per share data)	
Total number of shares repurchased	483,437
Average price paid per share	$27.12
Total share repurchases	$13.1

13. Employee Benefit Plans

The Company has a 401(k) Plan for the benefit of all U.S. employees who meet certain eligibility requirements. This plan covers substantially all of the Company’s full-time U.S. employees. The Company made approximately $0.5 million, $0.5 million and $0.4 million in contributions to the 401(k) Plan for the years ended December 31, 2013, 2012 and 2011, respectively.

14. Geographic Information

The Company attributes revenues to customers based on the location of the customer. The composition of the Company’s sales to unaffiliated customers between those in the United States and those in other locations for each year is set forth below:

	Year Ended December 31,		
	2013	2012	2011
	(In thousands)		
United States	$202,743	$183,380	$172,311
Europe	49,480	43,456	35,797
Canada	12,655	11,625	9,859
Other	21,982	16,732	14,425
Total Revenues	$286,860	$255,193	$232,392

The composition of the Company's property and equipment between those in the United States and those in other countries as of the end of each year is set forth below:

	December 31, 2013	2012
	(In thousands)	
United States	$32,370	$24,810
Europe	4,655	5,477
Canada	256	291
Other	714	840
Total	$37,995	$31,418

15. Quarterly Financial Information (Unaudited)

	2013 First	Second	Third	Fourth
	(In thousands, except share and per share data)			
Revenues	$68,848	$69,911	$71,606	$76,495
Cost of revenues (1)	22,554	21,610	21,603	24,196
Selling and marketing (1)	24,458	25,491	24,255	25,743
Research and development (1)	10,223	9,803	10,441	10,558
General and administrative (1)	9,012	11,238	12,492	13,707
Amortization of intangible assets	2,151	1,936	1,956	1,914
Gain on asset disposition	(210)	—	(4)	—
Settlement of litigation	—	(1,160)	—	(200)
Total expenses from operations	68,188	68,918	70,743	75,918
Income from operations	660	993	863	577
Interest and other (expense) income, net	(164)	(168)	(238)	(368)
Gain (loss) from foreign currency transactions	(340)	93	82	103
Income before income taxes	156	918	707	312
Provision for income taxes	(2,179)	(1,316)	(789)	(142)
Net income (loss)	$(2,023)	$(398)	$(82)	$170
Net loss available to common stockholders per common share:				
Basic	$(0.06)	$(0.01)	$—	$—
Diluted	$(0.06)	$(0.01)	$—	$—
Weighted-average number of shares used in per share calculations:				
Basic	34,113,786	34,414,301	34,502,456	35,487,041
Diluted	34,113,786	34,414,301	34,502,456	35,770,458

(1) Amortization of stock-based compensation is included in the line items above as follows

Cost of revenues	$716	$832	$887	$911
Selling and marketing	2,813	3,219	2,487	2,543
Research and development	614	602	947	858
General and administrative	856	2,493	2,922	3,335

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	2012			
	First	Second	Third	Fourth
	(In thousands, except share and per share data)			
Revenues	$62,275	$60,291	$64,273	$68,354
Cost of revenues (1)	20,401	20,371	21,933	23,674
Selling and marketing (1)	21,345	22,235	22,928	25,341
Research and development (1)	8,036	8,267	8,963	8,728
General and administrative (1)	9,106	9,725	9,400	9,903
Amortization of intangible assets	2,320	2,302	2,385	2,282
Impairment of intangible assets	—	3,349	—	—
Total expenses from operations	61,208	66,249	65,609	69,928
Income (loss) from operations	1,067	(5,958)	(1,336)	(1,574)
Interest and other (expense) income, net	(198)	(169)	(174)	(329)
Gain (loss) from foreign currency transactions	(263)	(304)	(205)	28
Income (loss) before income taxes	606	(6,431)	(1,715)	(1,875)
Benefit (provision) for income taxes	(1,077)	(156)	(1,403)	262
Net loss	$(471)	$(6,587)	$(3,118)	$(1,613)
Net loss available to common stockholders per common share:				
Basic	$(0.01)	$(0.20)	$(0.09)	$(0.05)
Diluted	$(0.01)	$(0.20)	$(0.09)	$(0.05)
Weighted-average number of shares used in per share calculations:				
Basic	32,889,119	33,189,994	33,470,628	33,705,129
Diluted	32,889,119	33,189,994	33,470,628	33,705,129

(1) Amortization of stock-based compensation is included in the line items above as follows

Cost of revenues	$551	$653	$636	$641
Selling and marketing	2,183	3,001	3,113	3,986
Research and development	405	485	504	525
General and administrative	1,951	2,200	1,911	2,151

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ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Our Chief Executive Officer and our Chief Financial Officer, after evaluating the effectiveness of our disclosure controls and procedures (as defined in Securities Exchange Act of 1934 (the “Exchange Act”) Rules 13a-15(e) and 15d-15(e)) as of the end of the period covered by this report (the “Evaluation Date”), have concluded that as of the Evaluation Date, our disclosure controls and procedures are effective, in all material respects, to ensure that information required to be disclosed in the reports that we file and submit under the Exchange Act (i) is recorded, processed, summarized and reported as and when required and (ii) is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting that occurred during the fourth quarter of 2013 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Management’s Annual Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f) and 15d-15(f). Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting as of December 31, 2013, based on the guidelines established in Internal Control — Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (1992 Framework) (COSO). Our internal control over financial reporting includes policies and procedures that provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external reporting purposes in accordance with U.S. generally accepted accounting principles. Based on that evaluation, management concluded that our internal control over financial reporting was effective at December 31, 2013.

Ernst & Young LLP, an independent registered public accounting firm, which audits our consolidated financial statements, has issued an attestation report on the effectiveness of our internal control over financial reporting as of December 31, 2013 included at the end of this section.

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Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders of comScore, Inc.

We have audited comScore, Inc.'s internal control over financial reporting as of December 31, 2013, based on criteria established in Internal Control — Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (1992 Framework) (the COSO criteria). comScore, Inc.'s management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Annual Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, comScore, Inc. maintained, in all material respects, effective internal control over financial reporting as of December 31, 2013, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of comScore, Inc. as of December 31, 2013 and 2012, and the related consolidated statements of operations and comprehensive loss, stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2013 of comScore, Inc. and our report dated February 18, 2014 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

McLean, Virginia
February 18, 2014

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ITEM 9B. OTHER INFORMATION

None

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The information required by Item 10 of Form 10-K is incorporated by reference to our Proxy Statement for the 2013 Annual Meeting of Stockholders, anticipated to be filed with the SEC within 120 days after the end of the fiscal year ended December 31, 2013. Certain information required by this item concerning our executive officers is set forth in Part I, Item 1 of this Annual Report on Form 10-K under “Executive Officers of the Registrant”.

ITEM 11. EXECUTIVE COMPENSATION

The information required by Item 11 of Form 10-K is incorporated by reference to our Proxy Statement for the 2013 Annual Meeting of Stockholders, anticipated to be filed with the SEC within 120 days after the end of the fiscal year ended December 31, 2013.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information required by Item 12 of Form 10-K is incorporated by reference to our Proxy Statement for the 2013 Annual Meeting of Stockholders, anticipated to be filed with the SEC within 120 days after the end of the fiscal year ended December 31, 2013.

EQUITY COMPENSATION PLANS

The following table summarizes our equity compensation plans as of December 31, 2013:

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (a)	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights (b)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) (c)	
Equity compensation plans approved by security holders	1,173,160	$4.37	3,066,148	(1)
Equity compensation plans not approved by security holders	—	—	—	
Total	1,173,160	$4.37	3,066,148	

(1) Our 2007 Equity Incentive Plan provides for annual increases in the number of shares available for issuance thereunder on the first day of each fiscal year, beginning with our 2008 fiscal year, equal to the lesser of: (i) 4% of the outstanding shares of our common stock on the last day of the immediately preceding fiscal year; (ii) 1,800,000 shares; or (iii) such other amount as our board of directors may determine.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information required by Item 13 of Form 10-K is incorporated by reference to our Proxy Statement for the 2013 Annual Meeting of Stockholders, anticipated to be filed with the SEC within 120 days after the end of the fiscal year ended December 31, 2013.

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ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

The information required by Item 14 of Form 10-K is incorporated by reference to our Proxy Statement for the 2013 Annual Meeting of Stockholders, anticipated to be filed with the SEC within 120 days after the end of the fiscal year ended December 31, 2013.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(a) The following documents are filed as part of this Annual Report on Form 10-K:

(1) Financial Statements. See Index to Consolidated Financial Statements at Item 8 of this Report on Form 10-K.

(2) All other schedules are omitted as the required information is inapplicable or the information is presented in the Consolidated Financial Statements and notes thereto in Item 8 of Part II of this Annual Report on Form 10-K.

(3) Exhibits. The exhibits filed as part of this report are listed under “Exhibits” at subsection (b) of this Item 15.

(b) Exhibits

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EXHIBIT INDEX

Exhibit No.	Exhibit Document
3.1(1)	Amended and Restated Certificate of Incorporation of the Registrant (Exhibit 3.3)
3.2(1)	Amended and Restated Bylaws of the Registrant (Exhibit 3.4)
4.1(1)	Specimen Common Stock Certificate (Exhibit 4.1)
4.2(1)	Fourth Amended and Restated Investor Rights Agreement by and among comScore Networks, Inc. and certain holders of preferred stock, dated August 1, 2003 (Exhibit 4.2)
10.1(1)	Form of Indemnification Agreement for directors and executive officers (Exhibit 10.1)
10.2(2)	1999 Stock Plan (Exhibit 4.2)
10.3(1)	Form of Stock Option Agreement under 1999 Stock Plan (Exhibit 10.3)
10.4(1)	Form of Notice of Grant of Restricted Stock Purchase Right under 1999 Stock Plan (Exhibit 10.4)
10.5(1)	Form of Notice of Grant of Restricted Stock Units under 1999 Stock Plan (Exhibit 10.5)
10.6(3)	2007 Equity Incentive Plan, as amended and restated June 8, 2011 (Exhibit 10.1)
10.7(1)	Form of Notice of Grant of Stock Option under 2007 Equity Incentive Plan (Exhibit 10.7)
10.8(1)	Form of Notice of Grant of Restricted Stock under 2007 Equity Incentive Plan (Exhibit 10.8)
10.9(1)	Form of Notice of Grant of Restricted Stock Units under 2007 Equity Incentive Plan (Exhibit 10.9)
10.10(1)	Stock Option Agreement with Magid M. Abraham, dated December 16, 2003 (Exhibit 10.10)
10.11(1)	Stock Option Agreement with Gian M. Fulgoni, dated December 16, 2003 (Exhibit 10.11)
10.12(4)	Deed of Lease between South of Market LLC (as Landlord) and comScore, Inc. (as Tenant), dated December 21, 2007 (Exhibit 10.1)
10.14(5)	Summary of 2009 Executive Compensation Bonus Policy (Exhibit 10.22)
10.15(6)	Letter Agreement with Kenneth J. Tarpey, dated April 1, 2009 (Exhibit 10.1)
10.16(3)	Letter Agreement with John M. Green, dated May 20, 2009 (Exhibit 10.2)
10.17(7)	Summary of 2011 Executive Compensation Bonus Policy (Exhibit 10.1)
10.18(8)	

Credit and Security Agreement by and between comScore, Inc. and Bank of America, N.A. dated June 30, 2011 (Exhibit 10.2)

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Exhibit No.	Exhibit Document
10.19(9)	Patent Purchase, License and Settlement Agreement by and among the Company, Nielsen and NetRatings dated December 20, 2011 (Exhibit 10.1)
10.20(9)	Purchase Agreement by and among the Company and Nielsen dated December 20, 2011(Exhibit 10.2)
10.21(9)	Voting Agreement by and among the Company and Nielsen dated December 20, 2011 (Exhibit 10.3)
10.22 (10)	Summary of 2012 Executive Compensation Bonus Policy
21.1	List of Subsidiaries
23.1	Consent of Ernst & Young
24.1	Power of Attorney (see signature page)
31.1	Certification of the Chief Executive Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of the Chief Financial Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.1	XBRL Instance Document+
101.2	XBRL Taxonomy Extension Schema Document+
101.3	XBRL Taxonomy Extension Calculation Linkbase Document+
101.4	XBRL Taxonomy Extension Definition Linkbase Document+
101.5	XBRL Taxonomy Extension Label Linkbase Document+
101.6	XBRL Taxonomy Extension Presentation Linkbase Document+

\+ XBRL (Extensible Business Reporting Language) information is furnished and not filed herewith, is not a part of a registration statement or Prospectus for purposes of sections 11 or 12 of the Securities Act of 1933, is deemed not filed for purposes of section 18 of the Securities Exchange Act of 1934, and otherwise is not subject to liability under these sections.

(1) Incorporated by reference to the exhibits to the Registrant's Registration Statement on Form S-1, as amended, dated June 26, 2007 (No. 333-141740). The number given in parentheses indicates the corresponding exhibit number in such Form S-1.

(2) Incorporated by reference to the exhibits to the Registrant's Registration Statement on Form S-8, as amended, dated July 2, 2007 (No. 333-144281). The number given in parentheses indicates the corresponding exhibit number in such Form S-8.

(3) Incorporated by reference to the exhibits to the Registrant's Current Report on Form 8-K, filed July 27, 2011 (File No. 001-33520). The number given in parentheses indicates the corresponding exhibit number in such Form 8-K

(4) Incorporated by reference to the exhibits to the Registrant's Current Report on Form 8-K, filed February 5, 2008 (File No. 001-33520). The number given in parentheses indicates the corresponding exhibit number in such Form 8-K.

(5) Incorporated by reference to the exhibit to the Registrant's Annual Report on Form 10-K, filed March 16, 2009 (File No. 001-33520). The number given in parentheses indicates the corresponding exhibit number in such Form 10-K.

(6) Incorporated by reference to the exhibit to the Registrant's Current Report on Form 8-K, filed April 20, 2009 (File No. 001-33520). The number given in parentheses indicates the corresponding exhibit number in such Form 8-K.

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(7) Incorporated by reference to the exhibit to the Registrant’s Current Report on Form 8-K, filed May 2, 2011 (File No. 001-33520). The number given in parentheses indicates the corresponding exhibit number in such Form 8-K.

(8) Incorporated by reference to the exhibits to the Registrant’s Quarterly Report on Form 10-Q for the quarter ended June 30, 2011, filed August 9, 2011 (File No. 001-33520). The number given in parentheses indicates the corresponding exhibit number in such Form 10-Q.

(9) Incorporated by reference to the exhibit to the Registrant’s Current Report on Form 8-K, filed December 21, 2011 (File No. 001-33520). The number given in parentheses indicates the corresponding exhibit number in such Form 8-K.

(10) Incorporated by reference to the exhibit to the Registrant's Current Report on Form 8-K, filed April 4, 2012 (File No. 001-33520). The number given in parentheses indicates the corresponding exhibit number in such Form 8-K.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

COMSCORE, INC.

By: /s/ MAGID M. ABRAHAM, PH.D.
Magid M. Abraham, Ph.D.
President, Chief Executive
Officer and Director

February 18, 2014

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Magid M. Abraham, Ph.D. and Kenneth J. Tarpey, and each of them acting individually, as his true and lawful attorneys-in-fact and agents, with full power of each to act alone, with full powers of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments to this Annual Report on Form 10-K with all exhibits thereto and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, with full power of each to act alone, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully for all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or his or their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/S/ MAGID M. ABRAHAM, PH.D. Magid M. Abraham, Ph.D.	President, Chief Executive Officer and Director (Principal Executive Officer)	February 18, 2014
/S/ KENNETH J. TARPEY Kenneth J. Tarpey	Chief Financial Officer (Principal Financial and Accounting Officer)	February 18, 2014
/S/ GIAN M. FULGONI Gian M. Fulgoni	Executive Chairman of the Board of Directors	February 18, 2014
/S/ JEFFREY GANEK Jeffrey Ganek	Director	February 18, 2014
/S/ WILLIAM J. HENDERSON William J. Henderson	Director	February 18, 2014
/S/ WILLIAM KATZ William Katz	Director	February 18, 2014
/s/ RONALD J. KORN Ronald J. Korn	Director	February 18, 2014
/S/ JARL MOHN	Director	February 18, 2014

Jarl Mohn

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