

COMSCORE, INC.  
Form SC TO-T/A  
March 05, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**SCHEDULE TO**  
**(RULE 14d-100)**

**Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)**  
**of the Securities Exchange Act of 1934**  
**(Amendment No. 1)**

**COMSCORE, INC.**

**(Name of Subject Company (Issuer))**

**CAVENDISH SQUARE HOLDING B.V.**

**WPP PLC**

**(Names of Filing Persons Offerors)**

**COMMON STOCK, PAR VALUE \$0.001 PER SHARE**

**(Title of Class of Securities)**

**20564W105**

**(CUSIP Number of Class of Securities)**

**Cavendish Square Holding B.V.**

**c/o Andrea Harris**

**WPP plc**

**27 Farm Street**

**London W1J 5RJ**

**England**

**+44 (0) 20 7408 2204**

**(Name, Address and Telephone Numbers of Person Authorized to Receive Notices and Communications on Behalf of Filing Persons)**

*Copies to:*

**Curt Myers, Esq.**

**Davis & Gilbert LLP**

**1740 Broadway**

**New York, New York 10019**

**(212) 468-4800**

**CALCULATION OF FILING FEE**

**Transaction Valuation\***  
**\$254,648,163.80**

**Amount of Filing Fee\***  
**\$29,590.12**

\* Estimated solely for purposes of calculating the filing fee in accordance with Rule 0-11 under the Securities Exchange Act of 1934. The amount of the filing fee is calculated by multiplying the transaction value by .0001162. The transaction value assumes the purchase of up to 5,520,229 shares of common stock, par value \$0.001 per share, of comScore, Inc. (the Shares ) at a purchase price of \$46.13 per share.

x Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$29,590.12

Filing Party: Cavendish Square Holding

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B.V. and WPP plc

Form or Registration  
No.:

SCH TO-T

Date Filed:

February 20, 2015

.. Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- .. issuer tender offer subject to Rule 13e-4.
- .. going-private transaction subject to Rule 13e-3.
- .. amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: ..

If applicable, check the appropriate box(es) below to designate the appropriate rule provisions relied upon:

- .. Rule 13e-4(i) (Cross-Border Issuer Tender Offer).
- .. Rule 14d-1(d) (Cross-Border Third-Party Tender Offer).

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## SCHEDULE TO

This Amendment No. 1 (this Amendment) amends and supplements the Tender Offer Statement on Schedule TO (the Schedule TO) filed with the Securities and Exchange Commission on February 20, 2015, by Cavendish Square Holding B.V., a private limited liability company incorporated under the laws of the Netherlands (Purchaser) and an indirect, wholly-owned subsidiary of WPP plc, a public limited company incorporated under the laws of Jersey (WPP), and WPP. The Schedule TO relates to the offer by Purchaser to purchase up to 5,520,229 shares of common stock, par value \$0.001 per share (the Shares), of comScore, Inc., a Delaware corporation, at a price of \$46.13 per Share net to the seller in cash without interest and less applicable withholding taxes. The terms and conditions of the offer are described in the Offer to Purchase, dated February 20, 2015 (the Offer to Purchase), and the related Letter of Transmittal (the Letter of Transmittal), copies of which were filed with the Schedule TO as Exhibits (a)(1) and (a)(2), respectively. Capitalized terms used and not otherwise defined herein shall have the meanings assigned thereto in the Offer to Purchase.

The Offer to Purchase and Items 1 through 9 and Item 11 of the Schedule TO, to the extent such Items incorporate by reference the information contained in the Offer to Purchase, are hereby amended and supplemented as follows:

### Item 4. Terms of the Transaction

The last sentence in the third paragraph under Section 1 *Terms of the Offer; Expiration Date* on page 11 of the Offer to Purchase is hereby amended and restated as follows:

All questions as to validity, form, eligibility (including time of receipt) and acceptance for payment of any tendered Shares will be determined by us, in our sole discretion.

The second sentence in the fourth paragraph under Section 1 *Terms of the Offer; Expiration Date* on page 11 of the Offer to Purchase is hereby amended and restated as follows:

Any extension, delay, termination, waiver or amendment will be followed promptly by a public announcement in accordance with Rules 14d-3(b)(1), 14d-4(d)(1) and 14e-1(d) under the Exchange Act.

The first sentence in Section 3 *Procedures for Accepting the Offer and Tendering Shares Determination of Validity* on page 16 of the Offer to Purchase is hereby amended and restated as follows:

All questions as to the validity, form, eligibility (including time of receipt) and acceptance for payment of any tender of Shares will be determined by us, in our sole discretion.

The first sentence of the last paragraph in Section 4 *Withdrawal Rights* on page 17 of the Offer to Purchase is hereby amended and restated as follows:

All questions as to the form and validity (including time of receipt) of any notice of withdrawal will be determined by us, in our sole discretion.

The last paragraph in Section 16 *Conditions to the Offer* on page 36 of the Offer to Purchase is hereby amended and restated as follows:

The foregoing conditions are for our benefit and for the benefit of WPP and may be asserted by us or WPP regardless of the circumstances giving rise to any conditions and may be waived by us or WPP in whole or in part at any time, and from time to time, in either's sole discretion; *provided, however*, that conditions to the Offer, other than those

dependent upon the receipt of government approvals, may only be asserted as of expiration of the Offer. The failure by us or WPP at any time to exercise any of the foregoing rights will not be deemed a waiver of any right.

**Item 7. Source and Amount of Funds or Other Consideration**

(1) Section 14 *Source and Amount of Funds* on pages 32-33 of the Offer to Purchase is hereby amended and supplemented by adding the new paragraph set forth below immediately after the first paragraph in that section:

WPP currently does not have any alternative financing plans in place with respect to the Offer. However, WPP is a public company with access to credit and capital markets. In the event the financing plans described above fall through, WPP will arrange alternative financing to ensure that Purchaser has sufficient funds to consummate the Offer.

**SIGNATURE**

After due inquiry and to the best of their knowledge and belief, the undersigned hereby certify as of March 5, 2015, that the information set forth in this statement is true, complete and correct.

**CAVENDISH SQUARE HOLDING B.V.**

By: /s/ A. van Heulen-Mulder  
Name: A. van Heulen-Mulder  
Title: Managing Director

**WPP PLC**

By: /s/ Paul W.G. Richardson  
Name: Paul W.G. Richardson  
Title: Finance Director

**EXHIBIT INDEX**

**EXHIBIT**

<b>NO.</b>	<b>DESCRIPTION</b>
(a)(1)	Offer to Purchase, dated February 20, 2015.*
(a)(2)	Letter of Transmittal.*
(a)(3)	Notice of Guaranteed Delivery.*
(a)(4)	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and other Nominees.*
(a)(5)	Form of Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies and Nominees.*
(a)(6)	Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.*
(a)(7)	Summary Advertisement, dated February 20, 2015, as published in <i>The New York Times</i> .*
(a)(8)	Press Release of WPP plc, dated February 12, 2015, announcing the transaction (incorporated by reference to Exhibit 99.1 of the Schedule TO-C filed by WPP plc on February 12, 2015).
(a)(9)	Joint Press Release of comScore, Inc. and WPP plc, dated February 12, 2015, announcing the transaction (incorporated by reference to Exhibit 99.2 of the Schedule TO-C filed by WPP plc on February 12, 2015).
(b)	U.S \$2,500,000,000 Revolving Credit Facility Agreement, dated 30 November 2011 (as amended and restated pursuant to an amendment and restatement agreement, dated 14 December 2012, an amendment and restatement agreement, dated 25 April 2013 and an amendment and restatement agreement, dated 14 July 2014), by and among WPP CP LLC and WPP Finance Co. Limited, as Borrowers, and the Guarantors, Facility Agent, Swingline Agent, Bookrunners and Lenders thereto.*
(d)(1)	Stock Purchase Agreement, dated as of February 11, 2015, by and between Cavendish Square Holding B.V., WPP Group USA, Inc., CS Worldnet Holding B.V. and comScore, Inc.*
(d)(2)	Form of Business Sale and Purchase Agreement.*
(d)(3)	Stockholders Rights Agreement, dated as of February 11, 2015, by and among comScore, Inc., WPP Group USA, Inc. and Cavendish Square Holding B.V.*
(d)(4)	Voting Agreement, dated as of February 11, 2015, by and among comScore, Inc., WPP Group USA, Inc. and Cavendish Square Holding B.V.*
(d)(5)	Strategic Alliance Agreement, dated as of February 11, 2015, by and between comScore, Inc. and WPP Group USA, Inc.*
(d)(6)	Confidentiality Agreement, dated as of May 6, 2014, by and between WPP plc and comScore, Inc.*
(g)	None.
(h)	None.



\* Previously filed.