

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

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of report (Date of earliest event reported): December 20, 2023**

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**COMSCORE, INC.**  
(Exact name of registrant as specified in charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-33520**  
(Commission  
File Number)

**54-1955550**  
(IRS Employer  
Identification No.)

**11950 Democracy Drive  
Suite 600  
Reston, Virginia 20190**  
(Address of principal executive offices, including zip code)

**(703) 438-2000**  
(Registrant's telephone number, including area code)

N/A  
(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol	Name of Each Exchange on Which Registered
Common Stock, par value \$0.001 per share	SCOR	NASDAQ Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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### **Item 3.03 Material Modification to Rights of Security Holders.**

#### *Overview*

On December 26, 2023, at the request of comScore, Inc. (the "Company"), each holder of the Company's Series B Convertible Preferred Stock, par value \$0.001 per share ("Series B Preferred Stock"), waived its right to receive on or before December 31, 2023 the annual dividends otherwise payable by the Company on that date (the "Waivers"). Under the Waivers and the Certificate of Designations governing the Series B Preferred Stock, the deferred dividends will continue to accrue at a rate of 9.5% per year until paid, with payment to occur on or before June 30, 2024, subject to certain conditions. Additional information regarding the Waivers is set forth below. In connection with the Waivers, the Company's Board of Directors (the "Board") unanimously agreed to defer the dividend declaration and payment in order to provide flexibility for the Company's management team to continue to execute its strategic growth plan.

#### *Series B Preferred Stockholder Waivers*

Pursuant to Section 4 of the Certificate of Designations governing the Series B Preferred Stock, holders of record of the Series B Preferred Stock at the close of business on June 15, 2023 would have been entitled to receive Annual Dividends (as defined in the Certificate of Designations) payable on June 30, 2023 on the terms and conditions set forth in the Certificate of Designations. As previously disclosed, on June 15, 2023, each of the holders of the Series B Preferred Stock (Charter Communications Holding Company, LLC, Liberty Broadband Corporation and Pine Investor, LLC) waived its right to receive on June 30, 2023 the Annual Dividends that otherwise would have been payable to such holders on that date (the "Deferred Dividends," and such waivers, the "Prior Waivers"). Under the Certificate of Designations and the Prior Waivers, the Company was required to declare and pay the Deferred Dividends, together with any amounts accrued and accumulated thereon, unless prohibited by Section 170 of the General Corporation Law of the State of Delaware, on or before December 31, 2023.

As described above, on December 26, 2023, each of the holders of the Series B Preferred Stock waived its right to receive on or before December 31, 2023 the Deferred Dividends, together with any amounts accrued and accumulated thereon, otherwise payable by the Company on that date. Under the Certificate of Designations and the Waivers, (i) the Deferred Dividends will continue to accrue and accumulate at a rate of 9.5% per annum until such time as the Deferred Dividends are declared and paid, and (ii) the Company will declare and pay the Deferred Dividends, together with any amounts accrued and accumulated thereon, unless prohibited by Section 170 of the General Corporation Law of the State of Delaware, on or before June 30, 2024.

Except as described above, the Waivers did not modify the voting, liquidation or dividend rights of the holders of Series B Preferred Stock. The foregoing description of the Waivers does not purport to be complete and is qualified in its entirety by reference to the full text of the Waivers, copies of which are attached hereto as Exhibits 4.1, 4.2 and 4.3 and are incorporated herein by reference.

### **Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

#### *Adjustment to Equity Plans and Awards*

The information contained in Item 8.01 of this Current Report on Form 8-K regarding adjustment to the Company's equity plans and outstanding equity awards for a previously announced reverse stock split is incorporated by reference into this Item 5.02.

### **Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

#### *Amendment to Amended and Restated Certificate of Incorporation*

On December 20, 2023 (the "Effective Date"), the Company filed a Certificate of Amendment to its Amended and Restated Certificate of Incorporation (the "COI Certificate of Amendment") with the Secretary of State of the State of Delaware to implement a previously announced reverse stock split. The COI Certificate of Amendment, which became effective with the Secretary of State upon filing, permitted the Company to effect (i) a reverse stock split of its common stock, par value \$0.001 per share (the "Common Stock") at a ratio of 1-for-20 (the "Reverse Stock Split") and (ii) a proportional share reduction to reduce (a) the number of authorized shares of Common Stock from 275,000,000 to 13,750,000 and (b) the total number of shares of stock authorized for issuance from 380,000,000 to 118,750,000. The Company implemented the Reverse Stock Split on the Effective Date.

The foregoing summary of the COI Certificate of Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the COI Certificate of Amendment, a copy of which is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

#### **Item 8.01 Other Events.**

##### *Adjustment to Equity Plans and Awards*

On the Effective Date, the aggregate number of shares of Common Stock remaining issuable under each of the comScore, Inc. 2018 Equity and Incentive Compensation Plan (the "EICP"), the Shareablee, Inc. 2013 Stock Option/Stock Issuance Plan, and the Rentrak Corporation 2011 Incentive Plan, each as amended from time to time (collectively, the "Plans") was ratably adjusted to reflect the Reverse Stock Split. A copy of the EICP amendment reflecting the adjustment is attached hereto as Exhibit 10.1 and is incorporated herein by reference.

Also on the Effective Date, the number of shares of Common Stock and the exercise price included under any equity and equity-based awards outstanding under each of the Plans was ratably adjusted to reflect the Reverse Stock Split, in each case rounding the number of shares of Common Stock issuable under such awards down to the nearest whole share, and for outstanding restricted stock units, with a cash payment in lieu of any fractional shares. In addition, any stock-price hurdles under the vesting provisions of outstanding performance-based restricted stock unit awards granted under the EICP were proportionately adjusted pursuant to the Reverse Stock Split to prevent enlargement of such awards by preserving the same ratio between the closing price and the stock-price hurdle that existed on the date of grant or amendment of such awards.

##### *Registration Statements*

The information contained in Item 5.03 of this Current Report on Form 8-K is incorporated by reference into this Item 8.01.

The Company has several registration statements on Form S-3 and Form S-8 on file with the U.S. Securities and Exchange Commission (the "SEC"). SEC regulations permit the Company to incorporate by reference future filings made with the SEC pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, prior to the termination of the offerings covered by registration statements filed on Form S-3 or Form S-8, as applicable. The information incorporated by reference is considered to be part of the prospectus included within each of those registration statements. Information in this Item 8.01 is intended to be automatically incorporated by reference into each of the active registration statements listed below, thereby amending them. Pursuant to Rule 416(b) under the Securities Act of 1933, as amended, the amount of undistributed shares of Common Stock deemed to be covered by the effective registration statements of the Company described below is proportionately reduced as of the Effective Date to give effect to the Reverse Stock Split.

The following is a list of the Company's registration statements, by SEC file number, that are amended by the filing of this Form 8-K:

- Form S-8, File No. 333-144281;
- Form S-8, File No. 333-155355;
- Form S-8, File No. 333-159126;
- Form S-8, File No. 333-166349;
- Form S-8, File No. 333-172838;
- Form S-8, File No. 333-179625;
- Form S-8, File No. 333-186764;
- Form S-8, File No. 333-194010;
- Form S-8, File No. 333-202221;
- Form S-8, File No. 333-209310;
- Form S-8, File No. 333-225400;
- Form S-8, File No. 333-239931;
- Form S-8, File No. 333-261890;
- Form S-8, File No. 333-265922;
- Form S-8, File No. 333-273054;
- Form S-3, File No. 333-231778;
- Form S-3, File No. 333-226246; and

- Form S-3, File No. 333-259181.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
3.1	<a href="#">Certificate of Amendment of Amended and Restated Certificate of Incorporation of comScore, Inc.</a>
4.1	<a href="#">Series B Preferred Stockholder Waiver, dated December 26, 2023, from Charter Communications Holding Company, LLC</a>
4.2	<a href="#">Series B Preferred Stockholder Waiver, dated December 26, 2023, from Liberty Broadband Corporation</a>
4.3	<a href="#">Series B Preferred Stockholder Waiver, dated December 26, 2023, from Pine Investor, LLC</a>
10.1	<a href="#">Third Amendment to the comScore, Inc. Amended and Restated 2018 Equity and Incentive Compensation Plan</a>
101.INS	XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document
101.SCH	Inline XBRL Taxonomy Extension Schema Document
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File - the cover page iXBRL tags are embedded within the Inline XBRL document



**CERTIFICATE OF AMENDMENT OF  
AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF COMSCORE, INC.**

comScore, Inc. (the "**Corporation**"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

**FIRST:** That at a meeting of the Board of Directors (the "**Board**") of the Corporation, resolutions were duly adopted setting forth a proposed amendment (the "**Amendment**") of the Amended and Restated Certificate of Incorporation of the Corporation, as amended, declaring the Amendment to be advisable and submitting the Amendment at a meeting of the stockholders of the Corporation for consideration thereof.

**SECOND:** That thereafter, pursuant to resolutions of the Board, a special meeting of stockholders of the Corporation was duly called and held on December 12, 2023, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware and at which meeting the necessary number of shares as required by statute and the Amended and Restated Certificate of Incorporation of the Corporation were voted in favor of approval of the Amendment.

**THIRD:** This Amendment amends the provisions of the Amended and Restated Certificate of Incorporation of the Corporation.

**FOURTH:** That Section A.1 of Article IV of the Amended and Restated Certificate of Incorporation of the Corporation is hereby amended and restated in full as follows:

A. Capital Stock.

1. This Corporation is authorized to issue two classes of stock, to be designated, respectively, "**Common Stock**" and "**Preferred Stock**." The total number of shares which the Corporation is authorized to issue is 118,750,000 shares. 13,750,000 shares shall be Common Stock, par value \$0.001 per share, and 105,000,000 shares shall be Preferred Stock, par value \$0.001 per share.

Upon the filing and effectiveness (the "**Effective Time**") pursuant to the DGCL of this Amendment (the "**RSS Effective Time**"), each twenty (20) shares of Common Stock issued and outstanding or held in treasury immediately prior to the Effective Time shall, automatically and without any action on the part of the respective holders thereof, be combined and converted into one (1) share of Common Stock without increasing or decreasing the par value of each share of Common Stock; provided that the Corporation shall issue no fractional shares as a result of the actions set forth herein but shall instead pay to the holder of such fractional share a sum in cash equal to such fraction multiplied by the fair value of a share of Common Stock as determined in good faith by the Board of Directors (or a committee thereof) in accordance with the DGCL. Each book entry position or stock certificate that, immediately prior to the RSS Effective Time, represented shares of Common Stock shall thereafter represent the number of shares of Common Stock into which the shares of Common Stock represented by such book entry position or stock certificate has been combined, subject to the elimination of fractional interests set forth above.

**FIFTH:** That the Amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

**SIXTH:** All other provisions of the Amended and Restated Certificate of Incorporation of the Corporation shall remain in full force and effect.

**IN WITNESS WHEREOF**, the Corporation has caused this Certificate of Amendment to be signed by an authorized officer of the Corporation this 20<sup>th</sup> day of December 2023.

By: /s/ Ashley  
Wright  
Name: Ashley  
Wright  
Title: Secretary

**Series B Preferred Stockholder Waiver****December 26, 2023****ELECTRONIC MAIL**

comScore, Inc.  
11950 Democracy Drive, Suite 600  
Reston, VA 20190  
Attention: Ashley Wright, General Counsel, Corporate and  
Securities  
Email:

Dear Ms. Wright:

Reference is made to that certain (i) Certificate of Designations of Series B Convertible Preferred Stock, par value \$0.001 (the “**Series B Preferred Stock**”), of comScore, Inc. (the “**Company**”), dated as of March 10, 2021 and amended as of June 16, 2023 (the “**Certificate of Designations**”), (ii) Stockholders Agreement, dated as of March 10, 2021, by and among the Company and the stockholders party thereto (the “**Stockholders Agreement**”), and (iii) Series B Preferred Stockholder Waiver, dated as of June 15, 2023, by the undersigned (the “**Prior Waiver**”). The undersigned is the holder of record of 27,509,203 shares of Series B Preferred Stock. Pursuant to Section 4 of the Certificate of Designations, (i) holders of Series B Preferred Stock are entitled to receive Annual Dividends (as defined in the Certificate of Designations) on the terms and subject to the conditions set forth therein and (ii) if the Company fails to declare and pay a full Annual Dividend on the Series B Preferred Stock on any Dividend Payment Date (as defined in the Certificate of Designations), then any Annual Dividends otherwise payable shall continue to accrue and accumulate at a dividend rate of 9.5% per annum.

The undersigned hereby irrevocably and unconditionally waives (and consents to such waiver for purposes of Section 4.1(a) of the Stockholders Agreement) its right to receive on or prior to December 31, 2023 one hundred percent (100%) of the Deferred Dividends (as defined in the Prior Waiver), together with any amounts accrued and accumulated thereon, that would have been payable to it on or prior to December 31, 2023 pursuant to Section 4(c) of the Certificate of Designations and the Prior Waiver; *provided* that (i) the Deferred Dividends shall continue to accrue and accumulate at a rate of 9.5% per annum as contemplated by the Certificate of Designations until such time as the Deferred Dividends are declared and paid and (ii) the Company shall declare and pay the Deferred Dividends, together with any amounts accrued and accumulated thereon from June 30, 2023, unless prohibited by Section 170 of the General Corporation Law of the State of Delaware, on or prior to June 30, 2024.

The undersigned acknowledges that the Company will be entitled to elect the form of payment of the Deferred Dividends, together with any amounts accrued and accumulated thereon from June 30, 2023, in accordance with the terms of the Certificate of Designations, with the Dividend Declaration Date (as defined therein) to be 15 calendar days prior to the date the Deferred Dividends are paid.

IN WITNESS WHEREOF, the undersigned executes this Waiver as of the date first written above.

**CHARTER COMMUNICATIONS HOLDING COMPANY, LLC**  
**By: CHARTER COMMUNICATIONS, INC., its Manager**

By: /s/ Pierre-Andre Liduena  
Name: Pierre-Andre Liduena  
Title: GVP, Business Development

**Series B Preferred Stockholder Waiver****December 26, 2023****ELECTRONIC MAIL**

comScore, Inc.  
11950 Democracy Drive, Suite 600  
Reston, VA 20190  
Attention: Ashley Wright, General Counsel, Corporate and  
Securities  
Email:

Dear Ms. Wright:

Reference is made to that certain (i) Certificate of Designations of Series B Convertible Preferred Stock, par value \$0.001 (the “**Series B Preferred Stock**”), of comScore, Inc. (the “**Company**”), dated as of March 10, 2021 and amended as of June 16, 2023 (the “**Certificate of Designations**”), (ii) Stockholders Agreement, dated as of March 10, 2021, by and among the Company and the stockholders party thereto (the “**Stockholders Agreement**”), and (iii) Series B Preferred Stockholder Waiver, dated as of June 15, 2023, by the undersigned (the “**Prior Waiver**”). The undersigned is the holder of record of 27,509,203 shares of Series B Preferred Stock. Pursuant to Section 4 of the Certificate of Designations, (i) holders of Series B Preferred Stock are entitled to receive Annual Dividends (as defined in the Certificate of Designations) on the terms and subject to the conditions set forth therein and (ii) if the Company fails to declare and pay a full Annual Dividend on the Series B Preferred Stock on any Dividend Payment Date (as defined in the Certificate of Designations), then any Annual Dividends otherwise payable shall continue to accrue and accumulate at a dividend rate of 9.5% per annum.

The undersigned hereby irrevocably and unconditionally waives (and consents to such waiver for purposes of Section 4.1(a) of the Stockholders Agreement) its right to receive on or prior to December 31, 2023 one hundred percent (100%) of the Deferred Dividends (as defined in the Prior Waiver), together with any amounts accrued and accumulated thereon, that would have been payable to it on or prior to December 31, 2023 pursuant to Section 4(c) of the Certificate of Designations and the Prior Waiver; *provided* that (i) the Deferred Dividends shall continue to accrue and accumulate at a rate of 9.5% per annum as contemplated by the Certificate of Designations until such time as the Deferred Dividends are declared and paid and (ii) the Company shall declare and pay the Deferred Dividends, together with any amounts accrued and accumulated thereon from June 30, 2023, unless prohibited by Section 170 of the General Corporation Law of the State of Delaware, on or prior to June 30, 2024.

The undersigned acknowledges that the Company will be entitled to elect the form of payment of the Deferred Dividends, together with any amounts accrued and accumulated thereon from June 30, 2023, in accordance with the terms of the Certificate of Designations, with the Dividend Declaration Date (as defined therein) to be 15 calendar days prior to the date the Deferred Dividends are paid.

IN WITNESS WHEREOF, the undersigned executes this Waiver as of the date first written above.

**LIBERTY BROADBAND CORPORATION**

By: /s/ Craig Troyer

Name: Craig Troyer

Title: Senior Vice President

**Series B Preferred Stockholder Waiver****December 26, 2023****ELECTRONIC MAIL**

comScore, Inc.  
11950 Democracy Drive, Suite 600  
Reston, VA 20190  
Attention: Ashley Wright, General Counsel, Corporate and  
Securities  
Email:

Dear Ms. Wright:

Reference is made to that certain (i) Certificate of Designations of Series B Convertible Preferred Stock, par value \$0.001 (the “**Series B Preferred Stock**”), of comScore, Inc. (the “**Company**”), dated as of March 10, 2021 and amended as of June 16, 2023 (the “**Certificate of Designations**”), (ii) Stockholders Agreement, dated as of March 10, 2021, by and among the Company and the stockholders party thereto (the “**Stockholders Agreement**”), and (iii) Series B Preferred Stockholder Waiver, dated as of June 15, 2023, by the undersigned (the “**Prior Waiver**”). The undersigned is the holder of record of 27,509,203 shares of Series B Preferred Stock. Pursuant to Section 4 of the Certificate of Designations, (i) holders of Series B Preferred Stock are entitled to receive Annual Dividends (as defined in the Certificate of Designations) on the terms and subject to the conditions set forth therein and (ii) if the Company fails to declare and pay a full Annual Dividend on the Series B Preferred Stock on any Dividend Payment Date (as defined in the Certificate of Designations), then any Annual Dividends otherwise payable shall continue to accrue and accumulate at a dividend rate of 9.5% per annum.

The undersigned hereby irrevocably and unconditionally waives (and consents to such waiver for purposes of Section 4.1(a) of the Stockholders Agreement) its right to receive on or prior to December 31, 2023 one hundred percent (100%) of the Deferred Dividends (as defined in the Prior Waiver), together with any amounts accrued and accumulated thereon, that would have been payable to it on or prior to December 31, 2023 pursuant to Section 4(c) of the Certificate of Designations and the Prior Waiver; *provided* that (i) the Deferred Dividends shall continue to accrue and accumulate at a rate of 9.5% per annum as contemplated by the Certificate of Designations until such time as the Deferred Dividends are declared and paid and (ii) the Company shall declare and pay the Deferred Dividends, together with any amounts accrued and accumulated thereon from June 30, 2023, unless prohibited by Section 170 of the General Corporation Law of the State of Delaware, on or prior to June 30, 2024.

The undersigned acknowledges that the Company will be entitled to elect the form of payment of the Deferred Dividends, together with any amounts accrued and accumulated thereon from June 30, 2023, in accordance with the terms of the Certificate of Designations, with the Dividend Declaration Date (as defined therein) to be 15 calendar days prior to the date the Deferred Dividends are paid.



**Third Amendment to the  
comScore, Inc.  
Amended and Restated  
2018 Equity and Incentive Compensation Plan**

**THIS THIRD AMENDMENT** (the “**Third Amendment**”) to the comScore, Inc. Amended and Restated 2018 Equity and Incentive Compensation Plan (as amended, modified or supplemented from time to time, the “**Plan**”), was adopted by comScore, Inc.’s (the “**Company’s**”) board of directors (the “**Board**”) on December 19, 2023 to be effective as of the Effective Time (as such term is defined below). Capitalized terms used but not otherwise defined herein will have the meanings given such terms in the Plan.

**WITNESSETH:**

**WHEREAS**, the Company previously adopted the Plan, under which the Company is authorized to grant equity-based incentive awards to certain employees and service providers of the Company;

**WHEREAS**, at the Company’s 2022 Annual Meeting of Stockholders held on June 15, 2022, the Company’s stockholders approved the adoption of the First Amendment to the Plan to increase the number of shares of Common Stock reserved for issuance under the Plan by 7,600,000 shares to 27,850,000 shares;

**WHEREAS**, at the Company’s 2023 Annual Meeting of Stockholders held on June 15, 2023, the Company’s stockholders approved the adoption of the Second Amendment to the Plan to increase the number of shares of Common Stock reserved for issuance under the Plan by 10,000,000 shares to 37,850,000 shares;

**WHEREAS**, the Board has approved a one-for-twenty (1:20) reverse stock split, such that every 20 shares of Common Stock issued and outstanding immediately prior to the market open on December 20, 2023 is automatically combined into one share of Common Stock (the “**Reverse Stock Split**”), with such Common Stock beginning trading on a split-adjusted basis at market open on December 20, 2023 (the “**Effective Time**”);

**WHEREAS**, Section 11 of the Plan requires the Committee to make or provide for adjustments in the number of shares of Common Stock specified in Section 3 of the Plan to reflect certain events, such as the Reverse Stock Split;

**WHEREAS**, Section 18 of the Plan provides that the Board may amend the Plan from time to time; and

**WHEREAS**, pursuant to Section 11 of the Plan, the Committee has recommended to the Board that the Plan be amended to adjust the number of shares of Common Stock specified in Section 3 of the Plan to reflect the Reverse Stock Split, and the Board has determined it necessary to amend the Plan in such manner, effective as of the Effective Time.

**NOW, THEREFORE**, the Plan shall be amended as of the Effective Time, as set forth below:

1. Section 3(a)(i) of the Plan shall be deleted in its entirety and replaced with the following:

Subject to adjustment as provided in Section 11 of this Plan and the share counting rules set forth in Section 3(b) of this Plan, the number of shares of Common Stock available under this Plan for awards of (A) Option Rights or Appreciation Rights, (B) Restricted Stock, (C) Restricted Stock Units, (D) Performance Shares or Performance Units, (E) awards contemplated by Section 9 of this Plan, (F) dividend equivalents paid with respect to awards made under this Plan, or (G) awards corresponding to those described in the preceding clauses (A) through (F) that were made under the Prior Plan will not exceed in the aggregate 37,850,000 shares of Common Stock; provided, however, that the remaining shares available for issuance as of December 19, 2023

(including any shares covered by unsettled awards outstanding as of such date) shall be adjusted by dividing such remaining shares by 20 to give effect to the Company's reverse stock split of Common Stock, effective as of December 20, 2023. Such shares may be shares of original issuance or treasury shares or a combination of the foregoing.

2. Section 3(c) of the Plan shall be deleted in its entirety and replaced with the following:

Limit on Incentive Stock Options. Notwithstanding anything to the contrary contained in this Plan, and subject to adjustment as provided in Section 11 of this Plan, the aggregate number of shares of Common Stock actually issued or transferred by the Company upon the exercise of Incentive Stock Options (whether granted under this Plan or the Prior Plan) will not exceed the number of shares of Common Stock prescribed in Section 3(a)(i) of the Plan.

**NOW, THEREFORE**, be it further provided that, except as set forth above, the Plan shall continue to read in its current state.

**IN WITNESS WHEREOF**, the Company has caused the execution of this Third Amendment by its duly authorized officer, effective as of the Effective Date.

**COMSCORE, INC.**

By: /s/ Ashley Wright

Name: Ashley Wright

Title: Secretary

Date: December 19, 2023