

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Dale Gregory T</u>  (Last) (First) (Middle) <u>C/O COMSCORE, INC.</u> <u>11950 DEMOCRACY DRIVE, SUITE 600</u>  (Street) <u>RESTON VA 20190</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>COMSCORE, INC. [ SCOR ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Operating Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/24/2022</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)			4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price				

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$2.5	08/24/2022		A		160,000		(1)	08/24/2032	Common Stock	160,000	\$0	160,000	D	
Restricted Stock Units	\$0.0 <sup>(2)</sup>	08/24/2022		A		110,000		(3)	(3)	Common Stock	110,000 <sup>(4)</sup>	\$0	110,000	D	

**Explanation of Responses:**

- This option award was granted pursuant to the terms of the comScore, Inc. 2018 Equity and Incentive Compensation Plan (the "Plan") and vests and becomes exercisable in four equal annual installments beginning on 8/23/2023, subject to the reporter's continuous service with the Company through each vesting date.
- Each restricted stock unit represents a contingent right to receive one share of the Company's common stock.
- This performance-based restricted stock unit award was granted pursuant to the terms of the the Plan and a compensation agreement with the reporter. This award will be eligible to vest on quarterly measurement dates through the tenth anniversary of the date of grant, subject to the achievement of certain stock price goals (ranging from \$5.00 to \$15.00) on or prior to each vesting date. The reporter may earn up to 100% of the number of performance-based restricted stock units granted, depending on the level of achievement. Vested units will be deferred and delivered in shares of common stock upon a separation from service or a change in control of the Company, as set forth in the applicable award agreement.
- The number of shares subject to this award was determined by dividing \$275,000 by a price per share of \$2.50.

**Remarks:**

/s/ Ashley Wright, Attorney-in-Fact 08/26/2022

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.