SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934
(Amendment No. )

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

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):
☒ No fee required.
☐ Fee paid previously with preliminary materials.
☐ Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.
You invested in COMSCORE, INC. and it’s time to vote!
You have the right to vote on proposals being presented at the Annual Meeting. This is an important notice regarding the availability of proxy materials for the Annual Meeting to be held on June 12, 2024.

Get informed before you vote
View the Notice and Proxy Statement and Form 10-K online or request a free paper or email copy of the material(s) before May 29, 2024. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.

For complete information and to vote, visit www.ProxyVote.com

Smartphone users
Point your camera here and vote without entering a control number

Vote in Person at the Annual Meeting*
June 12, 2024
10:00 AM, EDT
Carr Workplaces
1818 Library Street, Suite 500
Reston, Virginia 20190

*Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.
This is an overview of the proposals being presented at the upcoming Annual Meeting. Please follow the instructions on the reverse side to vote these important matters.

### Voting Items

1. **Election of Directors:**
   - **Nominees:**
     - 01) Jon Carpenter
     - 02) Leslie Gillin
     - 03) Bill Lives
     - 04) Matt McLaughlin
   - **Board Recommends:**
     - For

2. The approval, on a non-binding advisory basis, of the compensation paid to the company's named executive officers
   - **Board Recommends:**
     - For

3. The recommendation, on a non-binding advisory basis, of whether the advisory vote on executive compensation should occur every year, every two years or every three years
   - **Board Recommends:**
     - One Year

4. The ratification of the appointment of Deloitte & Touche LLP as the company's independent registered public accounting firm for the fiscal year ending December 31, 2024
   - **Board Recommends:**
     - For

5. The approval of an amendment to the Amended and Restated 2018 Equity and Incentive Compensation Plan to increase the number of shares of the company's common stock available for grant by 900,000
   - **Board Recommends:**
     - For

6. The adoption of an amendment to the Certificate of Designations of the Series B Convertible Preferred Stock to clarify that the price thresholds in Sections 4(c)(1)(a), (b) and (c) of the Certificate of Designations shall be adjusted as appropriate to give effect to the reverse stock split effectuated by the company on December 20, 2023
   - **Board Recommends:**
     - For

**Note:** In their discretion, the proxies may vote on such other matters as may properly come before the meeting or may otherwise be allowed to be considered at the meeting.