**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**

1. **Name and Address of Reporting Person**
   
   **Love Kathleen**
   
   **C/O COMSCORE, INC.**
   **11950 DEMOCRACY DRIVE, STE. 600**
   **RESTON VA 20190**

2. **Issuer Name and Ticker or Trading Symbol**
   
   **COMSCORE, INC. [ SCOR ]**

3. **Date of Earliest Transaction (Month/Day/Year)**
   
   **06/15/2023**

4. **If Amendment, Date of Original Filed (Month/Day/Year)**
   
   **06/15/2023**

5. **Relationship of Reporting Person(s) to Issuer**
   
   **X Director**
   **Other (specify below)**
   **10% Owner**

6. **Individual or Joint/Group Filing (Check Applicable Line)**
   
   **X Form filed by One Reporting Person**
   **Form filed by More than One Reporting Person**

**Rule 10b5-1(c) Transaction Indication**

- Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Transaction Code (Instr. 8)</th>
<th>Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>Amount (A) or (D)</th>
<th>Stock Price under Derivative Security</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>06/15/2023</td>
<td>M</td>
<td>100,000 A</td>
<td>$0(1)</td>
<td>281,431</td>
<td>D</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Title of Derivative Security (Instr. 3)</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Transaction Code (Instr. 8)</th>
<th>Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>Exercisable and Expiration Date (Month/Day/Year)</th>
<th>Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>Price of Derivative Security (Instr. 5)</th>
<th>Number of Derivative Securities Beneficially Owned Following Reporting Transaction(s) (Instr. 4)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Restricted Stock Units</td>
<td>0(1)</td>
<td>06/15/2023</td>
<td>M</td>
<td>100,000 (A)</td>
<td>(2)</td>
<td>(2)</td>
<td>Common Stock 100,000</td>
<td>$0(1)</td>
<td>0</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

1. Each restricted stock unit represents a contingent right to receive one share of the Company’s common stock.
2. This restricted stock unit award was granted on 7/6/2022 pursuant to the terms of the comScore, Inc. 2018 Equity and Incentive Compensation Plan. This award, which represents compensation for the 2022-2023 director term, vested in full on 6/15/2023, the date of the Company’s 2023 annual meeting of stockholders. Vested units are deferred and will be 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 notice.

**Remarks:**

/\ Ashley Wright, Attorney-in-Fact

**Signature of Reporting Person**
**Date**

06/16/2023

- 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).
- 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.**