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

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

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 all boxes that apply):

- 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.
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Your **Vote** Counts!

COMSCORE, INC.

Special Meeting
Vote by December 11, 2023
11:59 PM ET



COMSCORE, INC.
11950 DEMOCRACY DR., SUITE 600
RESTON, VA 20190



V24894-575615

You invested in COMSCORE, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Special Meeting. **This is an important notice regarding the availability of proxy material for the Special Meeting to be held on December 12, 2023.**

Get informed before you vote

View the Notice and Proxy Statement online OR request a free paper or email copy of the material(s) before November 28, 2023. 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

Control #

Smartphone users

Point your camera here and vote without entering a control number



Vote in Person at the Special Meeting*

December 12, 2023
10:00 AM, Eastern Time

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 NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming Special Meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items

The Board Recommends

- | Voting Items | The Board Recommends |
|--|----------------------|
| 1. The adoption of an amendment to the Amended and Restated Certificate of Incorporation to (i) effect a reverse stock split of our common stock, by combining shares of common stock issued and outstanding or held in treasury into a lesser number of shares of common stock at a ratio in the range of 1-for-2 and 1-for-30, with the exact ratio to be selected by our Board of Directors and (ii) reduce the number of authorized shares of common stock by the same ratio as the reverse stock split ("Proposal No. 1") | ✓ For |
| 2. The approval of the adjournment of the Special Meeting, if necessary, to solicit additional proxies if there are insufficient votes to approve Proposal No. 1 | ✓ For |

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Delivery Settings".