



**comScore, Inc.**  
11950 Democracy Drive, Suite 600  
Reston, Virginia 20190  
(703) 438-2000

**Prospectus Supplement No. 12**

(to Final Prospectus dated October 16, 2018)

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This Prospectus Supplement No. 12 supplements and amends the final prospectus dated October 16, 2018, as previously supplemented and amended (the "Final Prospectus") relating to the offer and sale by the selling stockholders named in the Final Prospectus of up to 24,425,781 shares of our common stock, par value \$0.001 per share, as described in the section titled "Selling Stockholders."

On May 29, 2019, we filed with the U.S. Securities and Exchange Commission the attached Current Report on Form 8-K, which is incorporated in the Final Prospectus.

This Prospectus Supplement No. 12 should be read in conjunction with the Final Prospectus and is qualified by reference to the Final Prospectus except to the extent that the information in this Prospectus Supplement No. 12 supersedes the information contained in the Final Prospectus.

Our common stock is listed on the Nasdaq Global Select Market under the symbol "SCOR." The last reported sale price of our common stock on the Nasdaq Global Select Market on May 29, 2019 was \$9.60 per share.

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**Investing in our common stock involves a high degree of risk. See "Risk Factors" beginning on page 3 of the prospectus dated October 16, 2018, as well as those risk factors contained in the documents included or incorporated by reference in the Final Prospectus.**

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the common stock that may be offered under the Final Prospectus and this Prospectus Supplement No. 12, nor have any of these organizations determined if this Prospectus Supplement No. 12 is truthful or complete. Any representation to the contrary is a criminal offense.

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The date of this Prospectus Supplement No. 12 is May 30, 2019.

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**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): May 22, 2019

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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)

(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.

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

*Director Appointment; Director Resignation*

On May 22, 2019, the Board of Directors (the “Board”) of comScore, Inc. (the “Company”), on the recommendation of its Nominating and Governance Committee, appointed John K. Martin Jr. as a Class III director, effective immediately. The Board also appointed Mr. Martin as Chairman of its Finance Committee to assist the Company with its financing efforts.

Mr. Martin will be compensated in accordance with the Company’s director compensation program, which provides for, among other things, an annual cash retainer of \$30,000 and annual equity grant valued at \$250,000. In addition, Mr. Martin was granted 9,662 deferred restricted stock units (“RSUs”) as compensation for his service as Finance Committee Chairman, with such RSUs to vest on the earlier of May 23, 2020 or a change in control of the Company.

In connection with his appointment, Mr. Martin will enter into the Company’s form indemnification agreement for directors and executive officers. The indemnification agreement generally requires the Company to indemnify directors to the fullest extent permitted by law.

There are no arrangements or understandings between Mr. Martin and any other person pursuant to which he was selected as a director.

Mr. Martin replaces Robert Norman, who notified the Company of his resignation as a Class III director on May 22, 2019, effective immediately. Mr. Norman’s resignation was not because of any disagreement with the Company known to an executive officer of the Company on any matter relating to the Company’s operations, policies or practices. Following his resignation from the Board, Mr. Norman transitioned to a strategic consultant for the Board and the Company.

In light of Mr. Norman’s decision to resign, he will not stand for election at the Company’s 2019 annual meeting of stockholders, which is scheduled to be held on June 10, 2019 (the “2019 Annual Meeting”). The Board nominated Mr. Martin to be a substitute nominee for election at the 2019 Annual Meeting in place of Mr. Norman. Additional information regarding Mr. Martin and his proposed election as a director at the 2019 Annual Meeting will be provided in a supplement to the Company’s Proxy Statement that will be filed with the Securities and Exchange Commission.

The Company’s press release announcing these events is attached to this report as Exhibit 99.1 and is incorporated by reference into this Item 5.02.

*Officer Resignation*

On May 29, 2019, Kathryn Bachmann resigned as Chief Operating Officer of the Company.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits.**

| Exhibit No. | Description                      |
|-------------|----------------------------------|
| 99.1        | Press Release dated May 23, 2019 |

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**comScore, Inc.**

By: /s/ Carol A. DiBattiste

Carol A. DiBattiste

General Counsel & Chief Compliance, Privacy and  
People Officer

Date: May 29, 2019