

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

**FORM S-8  
REGISTRATION STATEMENT**  
*UNDER  
THE SECURITIES ACT OF 1933*

**COMSCORE, INC.**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**54-1955550**  
(I.R.S. Employer  
Identification No.)

**11950 Democracy Drive, Suite 600**  
**Reston, Virginia**  
(Address of Principal Executive Offices)

**20190**  
(Zip Code)

**COMSCORE, INC. 2018 EQUITY AND INCENTIVE COMPENSATION PLAN**  
(Full title of the plan)

**Ashley Wright**  
**General Counsel, Corporate & Securities**  
**comScore, Inc.**  
**11950 Democracy Drive, Suite 600**  
**Reston, Virginia 20190**  
(Name and address of agent for service)

**(703)-438-2000**  
(Telephone number, including area code, of agent for service)

*Copies to:*

**Brian R. Bloom**  
**Vinson & Elkins L.L.P.**  
**2001 Ross Avenue, Suite 3900**  
**Dallas, TX 75201**  
**(214) 220-7700**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller Reporting Company	<input type="checkbox"/>
Emerging Growth Company	<input type="checkbox"/>		

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 7(a)(2)(B) of the Securities Act of 1933, as amended (the "Securities Act").

**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
Common Stock, par value \$0.001 per share	9,600,000	\$2.80	\$26,880,000	\$3,489.02

- (1) This Registration Statement on Form S-8 (this "Registration Statement") registers 9,600,000 additional shares of common stock, par value \$0.001 per share (the "Common Stock"), of comScore, Inc. (the "Registrant") that may be delivered with respect to awards under the comScore, Inc. 2018 Equity and Incentive Compensation Plan (as amended from time to time, the "Plan"). Pursuant to Rule 416 of the Securities Act, this Registration Statement also covers such additional shares of Common Stock as may become issuable pursuant to the anti-dilution provisions of the Plan.
  - (2) Pursuant to Rule 457(c) and (h) under the Securities Act, the proposed maximum offering price per share, proposed maximum aggregate offering price and the amount of the registration fee have been computed on the basis of the average of the high and low prices of the Common Stock on the Nasdaq on July 14, 2020 (a date within five business days prior to the date of filing this Registration Statement); this price is used solely for the purpose of calculating the registration fee.
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## EXPLANATORY NOTE

This Registration Statement is being filed for the purpose of registering the offer and sale of an additional 9,600,000 shares of Common Stock that may be issued pursuant to the Plan. Except as otherwise set forth below, the contents of the registration statement on Form S-8 previously filed with the Securities and Exchange Commission (the "Commission") on June 4, 2018 (File No. 333-225400), which registered the offer and sale of 12,491,277 shares of Common Stock under the Plan, are incorporated herein by reference and made a part of this Registration Statement as permitted by General Instruction E to Form S-8.

### PART I INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The Registrant will send or give to all participants in the Plan the document(s) containing the information required by Part I of Form S-8, as specified in Rule 428(b)(1) promulgated by the Commission under the Securities Act. In accordance with Rule 428, the Registrant has not filed such document(s) with the Commission, but such document(s) (along with the documents incorporated by reference into this Registration Statement pursuant to Item 3 of Part II hereof) shall constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

### PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

The contents of the earlier registration statement relating to the Plan, previously filed with the Commission on June 4, 2018 (File No. 333-225400) are incorporated herein by reference and made a part of this Registration Statement.

#### Item 8. Exhibits.

<u>Exhibit Number</u>	<u>Exhibit Description</u>
4.1	<a href="#">Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.3 to the Registrant's Registration Statement on Form S-1, as amended, filed June 12, 2007 (File No. 333-141740)).</a>
4.2	<a href="#">Certificate of Amendment of Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 4.2 to the Registrant's Registration Statement on Form S-8, filed June 4, 2018 (File No. 333-225400)).</a>
4.3	<a href="#">Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3.2 to the Registrant's Quarterly Report on Form 10-Q for the period ended June 30, 2018, filed August 10, 2018 (File No. 001-33520)).</a>
4.4	<a href="#">comScore, Inc. 2018 Equity and Incentive Compensation Plan, as amended and restated effective as of July 9, 2020 (incorporated by reference to Annex A to the Registrant's Definitive Proxy Statement on Schedule 14A, filed May 29, 2020 (File No. 001-33520)).</a>
5.1*	<a href="#">Opinion of Vinson &amp; Elkins L.L.P.</a>

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- 23.1\* [Consent of Deloitte & Touche LLP.](#)
- 23.3\* [Consent of Vinson & Elkins L.L.P. \(included in Exhibit 5.1 to this Registration Statement\).](#)
- 24.1\* [Power of Attorney \(included in the signature page of this Registration Statement\).](#)

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\* Filed herewith

**SIGNATURES**

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Reston, Virginia, on July 17, 2020.

COMSCORE, INC.

By: /s/ Gregory A. Fink

Name: Gregory A. Fink

Title: Chief Financial Officer and Treasurer

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Gregory A. Fink and Ashley Wright each as his or her attorney-in-fact, with full power of substitution for him or her in any and all capacities, to sign any amendments to this Registration Statement, including any and all pre-effective and post-effective amendments and to file such amendments thereto, with exhibits thereto and other documents in connection therewith, with the Commission, hereby ratifying and confirming all that said attorney-in-fact, or each of his or her substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities indicated on July 17, 2020.

<u>Signatures</u>	<u>Title</u>
<u>/s/ William P. Livek</u> William P. Livek	Chief Executive Officer and Executive Vice Chairman of the Board of Directors <i>(Principal Executive Officer)</i>
<u>/s/ Gregory A. Fink</u> Gregory A. Fink	Chief Financial Officer and Treasurer <i>(Principal Financial Officer and Principal Accounting Officer)</i>
<u>/s/ Brent Rosenthal</u> Brent Rosenthal	Chairman of the Board of Directors
<u>/s/ Irwin Gotlieb</u> Irwin Gotlieb	Director
<u>/s/ Jacques Kerrest</u> Jacques Kerrest	Director
<u>/s/ Kathleen Love</u> Kathleen Love	Director

# Vinson & Elkins

July 17, 2020

comScore, Inc.  
11950 Democracy Drive, Suite 600  
Reston, Virginia 20190

Ladies and Gentlemen:

We have acted as counsel for comScore, Inc., a Delaware corporation (the "Company"), in connection with the Company's registration under the Securities Act of 1933, as amended (the "Act"), of the offer and sale of an additional 9,600,000 shares of the Company's common stock, par value \$0.001 per share (the "Shares"), pursuant to the Company's registration statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission on July 17, 2020, which Shares may be issued from time to time in accordance with the terms of the comScore, Inc. 2018 Equity and Incentive Compensation Plan (as amended from time to time, the "Plan").

In reaching the opinions set forth herein, we have examined and are familiar with originals or copies, certified or otherwise identified to our satisfaction, of such documents and records of the Company and such statutes, regulations and other instruments as we deemed necessary or advisable for purposes of this opinion, including (i) the Registration Statement, (ii) certain resolutions adopted by the board of directors of the Company, (iii) the Plan, and (iv) such other certificates, instruments, and documents as we have considered necessary for purposes of this opinion. As to any facts material to our opinions, we have made no independent investigation or verification of such facts and have relied, to the extent that we deem such reliance proper, upon certificates of public officials and officers or other representatives of the Company.

We have assumed (i) the legal capacity of all natural persons, (ii) the genuineness of all signatures, (iii) the authority of all persons signing all documents submitted to us on behalf of the parties to such documents, (iv) the authenticity of all documents submitted to us as originals, (v) the conformity to authentic original documents of all documents submitted to us as copies, (vi) that all information contained in all documents reviewed by us is true, correct and complete, and (vii) that the Shares will be issued in accordance with the terms of the Plan.

Based on the foregoing and subject to the limitations set forth herein, and having due regard for the legal considerations we deem relevant, we are of the opinion that the Shares have been duly authorized and, when the Shares are issued by the Company in accordance with the terms of the Plan and the instruments executed pursuant to the Plan, as applicable, the Shares will be validly issued, fully paid and non-assessable.

This opinion is limited in all respects to the General Corporation Law of the State of Delaware. We express no opinion as to any other law or any matter other than as expressly set forth above, and no opinion as to any other law or matter may be inferred or implied herefrom. The opinions expressed herein are rendered as of the date hereof and we expressly disclaim any obligation to update this letter or advise you of any change in any matter after the date hereof.

**Vinson & Elkins LLP Attorneys at Law**  
Austin Dallas Dubai Hong Kong Houston London New York  
Richmond Riyadh San Francisco Tokyo Washington

Trammell Crow Center, 2001 Ross Avenue, Suite 3700  
Dallas, TX 75201-2975  
**Tel** +1.214.220.7700 **Fax** +1.214.220.7716 **www.velaw.com**

This opinion may be filed as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the Act.

Very truly yours,

/s/ Vinson & Elkins L.L.P.

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Vinson & Elkins L.L.P.

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 27, 2020, relating to the financial statements of comScore Inc. and subsidiaries (the "Company"), and the effectiveness of the Company's internal control over financial reporting appearing in the Company's Annual Report on Form 10-K for the year ended December 31, 2019.

/s/ Deloitte & Touche LLP

McLean, Virginia  
July 17, 2020