
**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**
(Amendment No.)

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 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.
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Your **Vote** Counts!

COMSCORE, INC.

2023 Annual Meeting

Vote by June 14, 2023

11:59 PM ET



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



V13472-P91505

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 material for the Annual Meeting to be held on June 15, 2023.**

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 June 1, 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 Annual Meeting*

June 15, 2023
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 NOT A VOTABLE BALLOT

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	The Board Recommends
1. Election of Directors: Nominees: 01) Nana Banerjee 02) David Kline 03) Kathi Love 04) Brian Wendling	 For
2. The approval, on a non-binding advisory basis, of the compensation paid to the company's named executive officers	 For
3. 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, 2023	 For
4. 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 10,000,000	 For
5. The adoption of an amendment to the Certificate of Designations of the Series B Convertible Preferred Stock ("Series B Preferred Stock") to (i) permit the company to pay annual dividends on Series B Preferred Stock in the form of cash, shares of common stock, additional shares of Series B Preferred Stock, or a combination thereof, in each case in accordance with the amendment and as elected by members of the Board of Directors who have not been designated by, and are not affiliated with, any holder of Series B Preferred Stock (the "Disinterested Directors"), and (ii) make certain other clarifying and conforming changes to the Certificate of Designations, including with respect to tax treatment	 For
6. The adoption of an amendment to the Amended and Restated Certificate of Incorporation to authorize additional shares of preferred stock in order to permit the company to issue additional shares of Series B Preferred Stock and other preferred stock and pay annual dividends in the form of Series B Preferred Stock in accordance with the Certificate of Designations amendment and if elected by the Disinterested Directors	 For
7. The approval, in accordance with Nasdaq Listing Rule 5635(d), of the issuance of common stock or Series B Preferred Stock as annual dividends on the Series B Preferred Stock in accordance with the Certificate of Designations amendment and if elected by the Disinterested Directors	 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.

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