
**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.

2025 Annual Meeting
Vote by June 16, 2025
11:59 PM ET



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



V73534-P28036

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 materials for the Annual Meeting to be held on June 17, 2025.**

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 3, 2025. 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 17, 2025
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	Board Recommends
1. Election of Directors: Nominees: 01) Itzhak Fisher 02) Jeff Murphy 03) Marty Patterson	 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, 2025	 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 2,000,000	 For
5. The adoption of an amendment to the Amended and Restated Certificate of Incorporation to increase (i) the total number of shares authorized for issuance from 118,750,000 to 121,750,000 and (ii) the number of shares of common stock authorized for issuance from 13,750,000 to 16,750,000	 For
6. The adoption of an amendment to the Certificate of Designations (the "COD") of the Series B Convertible Preferred Stock ("Series B Preferred Stock") (i) to increase the number of authorized shares designated as Series B Preferred Stock from 100,000,000 to 104,000,000 and (ii) to clarify that shares of Series B Preferred Stock issued as payment for accrued dividends on the Series B Preferred Stock, or in lieu thereof, will count toward the \$100,000,000 threshold required for the company to undertake a Mandatory Conversion (as defined in the COD)	 For
7. The approval, in accordance with Nasdaq Listing Rule 5635(d), of the issuance of common stock or Series B Preferred Stock as payment for accrued dividends on the Series B Preferred Stock or in lieu thereof, if elected by the Disinterested Directors (as defined in the COD) or agreed between the Disinterested Directors and the holders of Series B Preferred Stock, as applicable	 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".