

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0104
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1. Name and Address of Reporting Person* <u>Dale Gregory T</u> <hr/> (Last) (First) (Middle) C/O COMSCORE, INC. 11950 DEMOCRACY DRIVE, SUITE 600 <hr/> (Street) RESTON VA 20190 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 08/23/2022	3. Issuer Name and Ticker or Trading Symbol <u>COMSCORE, INC. [SCOR]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) _____ Chief Operating Officer	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Stock Option (right to buy) ⁽¹⁾⁽²⁾	(3)	04/13/2025	Common Stock	3,305	0.57	D
Stock Option (right to buy) ⁽¹⁾⁽²⁾	(3)	07/18/2028	Common Stock	73,027	1.45	D
Stock Option (right to buy) ⁽¹⁾⁽²⁾	(4)	05/26/2031	Common Stock	66,088	0.97	D

Explanation of Responses:

- On December 16, 2021, pursuant to an Agreement and Plan of Merger (the "Merger Agreement") among the Company, Shareable, Inc. ("Shareable") and the other parties thereto, the Company acquired Shareable (the "Transaction"). In connection with the Transaction, options to purchase 10,000 shares, 221,000 shares and 200,000 shares of Shareable common stock held by the reporting person were converted into options to purchase 3,305 shares, 73,027 shares and 66,088 shares of Company common stock, respectively. The issuance was approved by the Company's board of directors pursuant to Exchange Act Rule 16b-3.
- The Merger Agreement also provides that the reporting person may receive up to \$171,144 of deferred consideration, subject to the conditions and timing in the Merger Agreement, payable at the Company's option in any combination of cash and Company common stock, with any issuance of common stock to be based on the volume-weighted average trading price of the common stock for the 10 trading days prior to the date of release. The issuance was approved by the Company's board of directors pursuant to Exchange Act Rule 16b-3.
- This option award vests and becomes exercisable 35% on June 15, 2022, an additional 50% on December 15, 2022, and the remaining 15% on June 15, 2023.
- This option award vests and becomes exercisable 25% on May 26, 2022, and the remaining 75% in 36 successive equal monthly installments, in each case subject to the reporting person's continued service with the Company through each vesting date.

Remarks:

Exhibit 24 - POA Dale

/s/ Ashley Wright, Attorney-in-Fact 08/25/2022
 ** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Mary Margaret Curry and Ashley Wright as the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of comScore, Inc. (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Forms 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such forms with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of

August 3, 2022.

Signature

[Handwritten Signature]

Print Name

Gregory Dale



County/City of Fairfax
Commonwealth/State of Virginia

The foregoing instrument was acknowledged before me this 3 day of August, 2022, by

Gregory Dale
(name of person seeking acknowledgement)

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Notary Public

My Commission Expires: 2/28/2025

