1. Name and Address of Reporting Person*  
LIVEK WILLIAM PAUL  
C/O COMSCORE, INC.  
11950 DEMOCRACY DRIVE, STE. 600  
RESTON VA 20190  

2. Issuer Name and Ticker or Trading Symbol  
COMSCORE, INC. SCOR

3. Date of Earliest Transaction (Month/Day/Year)  
07/05/2023

4. If Amendment, Date of Original Filed (Month/Day/Year)  


5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  

X Director

10% Owner

Officer (give title below)

Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)  

X Form filed by One Reporting Person

Form filed by More than One Reporting Person

Rule 10b5-1(c) Transaction Indication  

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See instruction 10.

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 4)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Restricted Stock Units</td>
<td>07/05/2023</td>
<td></td>
<td></td>
<td>A</td>
<td>168,316</td>
<td>$0</td>
<td>D</td>
</tr>
</tbody>
</table>

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 4)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Restricted Stock Units</td>
<td>07/05/2023</td>
<td>A</td>
<td>168,316</td>
<td>(2)</td>
<td>(2) Common Stock</td>
<td>168,316</td>
<td>$0</td>
<td>168,316</td>
<td>D</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:

1. Each restricted stock unit represents a contingent right to receive one share of the Company's common stock.

2. This restricted stock unit award was granted pursuant to the terms of the comScore, Inc. 2018 Equity and Incentive Compensation Plan. This award, which represents compensation for the 2023-2024 director term, will vest in full on the earlier of (i) the date of the Company's 2024 annual meeting of stockholders, (ii) June 30, 2024, and (iii) the date of a change in control of the Company, subject in each case to the reporter's continued status as a member of the Company's Board of Directors on the vesting date. Vested units will be deferred and delivered in shares of common stock upon a separation from service or a change in control of the Company, as set forth in the applicable award notice.

3. As previously disclosed, the Board of Directors reduced the target value of annual equity awards for directors by more than 30% (from $250,000 to $170,000) in early 2023. The number of shares subject to this restricted stock unit award was determined by dividing $170,000 by $1.01, which was the price per share used for the Company's most recent employee equity awards. This represents an additional reduction in the estimated average burden:

4. OMB APPROVAL

5. Estimated average burden hours per response: 0.5

Remarks:

/\ Ashley Wright, Attorney-in-Fact 07/07/2023

** 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 4 (b)(v).


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.