

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

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

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:

Benjamin Barron
Vinson & Elkins L.L.P.
845 Texas Avenue, Suite 4700
Houston, Texas 77002
(713) 758-2222

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").

EXPLANATORY NOTE

This Registration Statement on Form S-8 (this "Registration Statement") is being filed for the purpose of registering the offer and sale of an additional 7,600,000 shares of common stock, par value \$0.001 per share (the "Common Stock") that may be issued pursuant to the comScore, Inc. 2018 Equity and Incentive Compensation Plan (as amended from time to time, the "Plan"). Except as otherwise set forth below, the contents of the registration statements on Forms S-8 previously filed with the Securities and Exchange Commission (the "Commission") on each of June 4, 2018 (File No. 333-225400) and July 17, 2020 (File No. 333-239931), which registered the offer and sale of 12,491,277 shares and an additional 9,600,000 shares, respectively, 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

comScore, Inc. (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 statements relating to the Plan, previously filed with the Commission on each of June 4, 2018 (File No. 333-225400) and July 17, 2020 (File No. 333-239931) are incorporated herein by reference and made a part of this Registration Statement.

Item 8. Exhibits.

Exhibit Number	Exhibit Description
4.1	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))
4.2	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))
4.3	Certificate of Amendment of Amended and Restated Certificate of Incorporation of the Registrant, dated March 10, 2021 (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K, filed on March 15, 2021 (File No. 001-33520))
4.4	Certificate of Designations of Series B Convertible Preferred Stock, par value \$0.001, of the Registrant dated March 10, 2021 (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K, filed March 15, 2021 (File No. 001-33520))
4.5	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))
5.1*	Opinion of Vinson & Elkins L.L.P.
23.1*	Consent of Deloitte & Touche LLP
23.2*	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)
99.1	comScore, Inc. 2018 Equity and Incentive Compensation Plan, as amended and restated effective as of July 9, 2020 (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K, filed July 15, 2020 (File No. 001-33520))
99.2	First Amendment to the comScore, Inc. Amended and Restated 2018 Equity and Incentive Compensation Plan (incorporated by reference to Annex A to the Registrant's Definitive Proxy Statement on Schedule 14A, filed April 29, 2022 (File No. 001-33520))
107.1*	Calculation of Filing Fee Tables

* 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 June 29, 2022.

COMSCORE, INC.

By: /s/ Jonathan Carpenter
Name: Jonathan Carpenter
Title: Chief Financial Officer and Treasurer

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Jonathan Carpenter 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 June 29, 2022.

Signatures	Title
<u>/s/ William P. Livek</u> William P. Livek	Chief Executive Officer and Executive Vice Chairman of the Board of Directors (Principal Executive Officer)
<u>/s/ Jonathan Carpenter</u> Jonathan Carpenter	Chief Financial Officer and Treasurer (Principal Financial Officer)
<u>/s/ Mary Margaret Curry</u> Mary Margaret Curry	Chief Accounting Officer and Controller (Principal Accounting Officer)
<u>/s/ Brent D. Rosenthal</u> Brent D. Rosenthal	Non-Executive Chairman
<u>/s/ Nana Banerjee</u> Nana Banerjee	Director
<u>/s/ Itzhak Fisher</u> Itzhak Fisher	Director
<u>/s/ David Kline</u> David Kline	Director
<u>/s/ Pierre-Andre Liduena</u> Pierre-Andre Liduena	Director
<u>/s/ Kathleen Love</u> Kathleen Love	Director
<u>/s/ Martin Patterson</u> Martin Patterson	Director
<u>/s/ Brian Wendling</u> Brian Wendling	Director

Calculation of Filing Fee Tables

Form S-8 Registration Statement Under The Securities Act Of 1933

(Form Type)

COMSCORE, INC.

(Exact Name of Registrant as Specified in its Charter)

TABLE 1 – NEWLY REGISTERED SECURITIES

Security Type	Security Class Title	Fee Calculation Rule (3)	Amount Registered (1)(2)	Proposed Maximum Offering Price Per Unit (3)	Maximum Aggregate Offering Price (3)	Fee Rate	Amount of Registration Fee
Equity	Common stock, \$0.001 par value per share	Rule 457(c) and Rule 457(h)	7,600,000	\$1.91	\$14,516,000	\$92.70 per \$1,000,000	\$1,345.63
Total Offering Amounts					\$14,516,000		\$1,345.63
Total Fee Offsets							\$—
Net Fee Due							\$1,345.63

- (1) The Form S-8 registration statement to which this Exhibit 107.1 is attached (the "Registration Statement") registers 7,600,000 additional shares of common stock, \$0.001 par value per share (the "Common Stock"), of comScore, Inc., a Delaware corporation, 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").
- (2) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), the Registration Statement shall be deemed to cover an indeterminate number of additional shares of Common Stock that may become issuable as a result of stock splits, stock dividends or similar transactions pursuant to the adjustment or anti-dilution provisions of the Plan.
- (3) The proposed maximum offering price per share and proposed maximum aggregate offering price for the shares of Common Stock covered by this Registration Statement have been estimated solely for purposes of calculating the registration fee pursuant to Rules 457(c) and 457(h) under the Securities Act based upon the average of the high and low prices of a share of Common Stock as reported on the Nasdaq Global Select Market on June 22, 2022 (a date within five business days prior to the date of filing the Registration Statement), which was equal to \$1.91.

Vinson & Elkins

June 29, 2022

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 7,600,000 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 June 29, 2022, 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.

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.
Vinson & Elkins L.L.P.

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

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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 March 2, 2022, 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, 2021.

/s/ Deloitte & Touche LLP

McLean, Virginia
June 29, 2022