

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): December 28, 2023

COMSCORE, INC.
(Exact name of registrant as specified in charter)

Delaware
(State or other jurisdiction
of incorporation)

001-33520
(Commission
File Number)

54-1955550
(IRS Employer
Identification No.)

**11950 Democracy Drive
Suite 600
Reston, Virginia 20190**
(Address of principal executive offices, including zip code)

(703) 438-2000
(Registrant's telephone number, including area code)

N/A
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol	Name of Each Exchange on Which Registered
Common Stock, par value \$0.001 per share	SCOR	NASDAQ Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

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 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On December 28, 2023, Brent Rosenthal, who stepped down as non-executive Chairman of the Board of Directors (the “Board”) of comScore, Inc. (the “Company”) in 2022, notified the Company that he will retire from the Board and not stand for reelection at the Company’s 2024 annual meeting of stockholders. Mr. Rosenthal’s decision was not as a result of any disagreement with the Company known to an executive officer of the Company on any matter relating to the Company’s operations, policies or practices.

Item 7.01 Regulation FD Disclosure.

On December 29, 2023, the Company issued a press release regarding Mr. Rosenthal’s decision to retire from the Board and not stand for reelection at the Company’s 2024 annual meeting of stockholders. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The information contained in this Item 7.01 is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, unless expressly incorporated by reference in such filing.

Important Additional Information

The Company intends to file a proxy statement and **BLUE** proxy card with the U.S. Securities and Exchange Commission (the “SEC”) in connection with the 2024 annual meeting of stockholders and, in connection therewith, the Company, its directors and certain of its executive officers will be participants in the solicitation of proxies from the Company’s stockholders in connection with such meeting. **STOCKHOLDERS OF THE COMPANY ARE STRONGLY ENCOURAGED TO READ SUCH PROXY STATEMENT, ACCOMPANYING BLUE PROXY CARD AND ALL OTHER DOCUMENTS FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE AS THEY WILL CONTAIN IMPORTANT INFORMATION.** The Company’s definitive proxy statement for the special meeting of stockholders held on December 12, 2023, filed with the SEC on October 31, 2023, contains information regarding the direct and indirect interests, by security holdings or otherwise, of the Company’s directors and executive officers in the Company’s securities. Information regarding subsequent changes to their holdings of the Company’s securities can be found in SEC filings on Forms 3, 4, and 5, which are available on the Company’s website at <https://ir.comscore.com/financial-information/sec-filings> or on the SEC’s website at www.sec.gov. Information can also be found in the Company’s Annual Report on Form 10-K, filed with the SEC on March 2, 2023. Updated information regarding the identity of potential participants, and their direct or indirect interests, by security holdings or otherwise, will be set forth in the definitive proxy statement and other materials to be filed with the SEC in connection with the 2024 annual meeting of stockholders. Stockholders will be able to obtain the definitive proxy statement, any amendments or supplements to the proxy statement and other documents filed by the Company with the SEC at no charge on the SEC’s website at www.sec.gov. Copies will also be available at no charge on the Company’s website at <https://ir.comscore.com/financial-information/sec-filings>.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated December 29, 2023
101.INS	XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document
101.SCH	Inline XBRL Taxonomy Extension Schema Document
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File - the cover page iXBRL tags are embedded within the Inline XBRL document

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

comScore, Inc.

By: /s/ Mary Margaret Curry

Mary Margaret Curry

Chief Financial Officer and Treasurer

Date: December 29, 2023



Comscore Lead Director Brent Rosenthal to Retire from the Board and Not Stand for Re-election at the 2024 Annual Meeting

Comscore plans to nominate CEO Jon Carpenter to join the Board

RESTON VA, December 29, 2023 – Comscore, Inc. (Nasdaq: SCOR) (“Comscore” or the “Company”) announced today that its Lead Director, Brent Rosenthal, who stepped down as non-executive Chairman of the Board in 2022, will retire from the Board and not stand for re-election at the Company’s 2024 annual meeting of stockholders. The Company plans to nominate Chief Executive Officer Jon Carpenter to join the Board in 2024.

Mr. Rosenthal has served Comscore and its affiliated companies for more than 15 years. He served as a member of the Rentrak Board of Directors from 2008 to 2016, including as non-executive Chairman of the Board from 2011 to 2016, and oversaw building Rentrak into a \$1 billion market capitalization following investments from Mark Cuban, DISH and WPP. Following the merger of Comscore and Rentrak in 2016, he joined Comscore’s Board of Directors, later serving as non-executive Chairman of the Board from 2018 to 2022. During his tenure with Rentrak and Comscore, Mr. Rosenthal led critical management and board rebuilding, business transformation and financing efforts, culminating in investments from partners Charter Communications, Liberty Broadband and Cerberus Capital Management.

“On behalf of the Board, I thank Brent for his many contributions to Comscore. As Chairman and now Lead Director, Brent has been a strong independent voice and pushed strategically and operationally to capitalize on the enormous cross-platform video consumption opportunity,” said Board Chairman Nana Banerjee.

David Kline, who was designated to the Board by Charter, commented, “We have partnered with Brent since the early days of Rentrak and have long admired his vision regarding the changing media dynamics and landscape.”

“We respect Brent’s vision and deep knowledge of the industry including his years of involvement in Comscore and Rentrak. We wish him well on his future endeavors,” concluded Brian Wendling, who was designated to the Board by Liberty Broadband.

About Comscore

Comscore (NASDAQ: SCOR) is a global, trusted partner for planning, transacting and evaluating media across platforms. With a data footprint that combines digital, linear TV, over-the-top and theatrical viewership intelligence with advanced audience insights, Comscore empowers media buyers and sellers to quantify their multi-screen behavior and make meaningful business decisions with confidence. A proven leader in measuring digital and TV audiences and advertising at scale, Comscore is the industry’s emerging, third-party source for reliable and comprehensive cross-platform measurement.

Important Additional Information

Comscore intends to file a proxy statement and **BLUE** proxy card with the U.S. Securities and Exchange Commission (the “SEC”) in connection with the 2024 annual meeting of stockholders and, in connection therewith, the Company, its directors and certain of its executive officers will be participants in the solicitation of proxies from the Company’s stockholders in connection with such meeting. **STOCKHOLDERS OF THE COMPANY ARE STRONGLY ENCOURAGED TO READ SUCH PROXY STATEMENT, ACCOMPANYING BLUE PROXY CARD AND ALL OTHER DOCUMENTS FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE AS THEY WILL CONTAIN IMPORTANT INFORMATION.** The Company’s definitive proxy statement for the special meeting of stockholders held on December 12, 2023, filed with the SEC on October 31, 2023, contains information regarding the direct and indirect interests, by security holdings or otherwise, of the Company’s directors and executive officers in the Company’s securities. Information regarding subsequent changes to their holdings of the Company’s securities can be found in SEC filings on Forms 3, 4, and 5, which are available on the Company’s website at <https://ir.comscore.com/financial-information/sec-filings> or on the SEC’s website at www.sec.gov. Information can also be found in the Company’s Annual Report on Form 10-K, filed with the SEC on March 2, 2023. Updated information regarding the identity of potential participants, and their direct or indirect interests, by security holdings or otherwise, will be set forth in the definitive proxy statement and other materials to be filed with the SEC in connection with the 2024 annual meeting of stockholders. Stockholders will be able to obtain the definitive proxy statement, any amendments or supplements to the proxy statement and other documents filed by the Company with the SEC at no charge on the SEC’s website at www.sec.gov. Copies will also be available at no charge on the Company’s website at <https://ir.comscore.com/financial-information/sec-filings>.

Cautionary Note Regarding Forward-Looking Statements

This press release contains forward-looking statements within the meaning of federal and state securities laws, including, without limitation, our expectations, plans and opinions regarding director nominations and the 2024 annual meeting of stockholders. These statements involve risks and uncertainties that could cause actual events to differ materially from expectations, including, but not limited to, changes in our plans with respect to director nominations and the 2024 annual meeting of stockholders, changes in individual intentions with respect to the same, and our ability to achieve our expected strategic, financial and operational plans. For additional discussion of risk factors, please refer to our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, and other filings that we make from time to time with the U.S. Securities and Exchange Commission (the “SEC”), which are available on the SEC’s website (www.sec.gov).

Investors are cautioned not to place undue reliance on our forward-looking statements, which speak only as of the date such statements are made. We do not intend or undertake, and expressly disclaim, any duty or obligation to publicly update any forward-looking statements to reflect events, circumstances or new information after the date of this press release, or to reflect the occurrence of unanticipated events.

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