

COMSCORE, INC.
Form DEF 14A
April 20, 2018
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A
SCHEDULE 14A INFORMATION
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 Pursuant to §240.14a-2

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 computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

- (1) Title of each class of securities to which transaction applies:

- (2) Aggregate number of securities to which transaction applies:

- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

- (4) Proposed maximum aggregate value of transaction:

- (5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:

- (2) Form, Schedule or Registration Statement No.:

- (3) Filing Party:

- (4) Date Filed:

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11950 Democracy Drive

Suite 600

Reston, Virginia 20190

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

TO BE HELD ON MAY 30, 2018

To the Stockholders of comScore, Inc.:

Notice is hereby given that the 2018 Annual Meeting of Stockholders (the 2018 Annual Meeting) of comScore, Inc. (the Company) will be held at the Hyatt Regency Reston, located at 1800 Presidents Street, Reston, Virginia 20190 on Wednesday, May 30, 2018, at 8:30 a.m., Eastern Time for the following purposes:

- 1) to elect (A) two Class III directors to serve for terms expiring at our 2019 annual meeting of stockholders, (B) three Class I directors to serve for terms expiring at our 2020 annual meeting of stockholders, and (C) three Class II directors to serve for terms expiring at our 2021 annual meeting of stockholders, in each case, to hold office until their respective successors have been duly elected and qualified;
 - 2) to approve, on a non-binding advisory basis, the compensation paid to our named executive officers;
 - 3) to recommend, on a non-binding advisory basis, whether the advisory vote on executive compensation should occur every year, every two years or every three years;
 - 4) to approve our 2018 Equity and Incentive Compensation Plan;
 - 5) to approve an amendment to our Amended and Restated Certificate of Incorporation to increase the number of shares of Common Stock authorized for issuance thereunder from 100,000,000 to 150,000,000;
 - 6) to ratify the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2018; and
- to transact any other business that is properly brought before the meeting or any adjournment or postponement thereof.

Stockholders of record at the close of business on April 13, 2018 are entitled to notice of, and to vote at, the 2018 Annual Meeting or any adjournment or postponement thereof. The presence, in person or represented by proxy, of a majority of shares of the Company's Common Stock issued and outstanding on the record date will be required to establish a quorum at the 2018 Annual Meeting.

We are furnishing our proxy materials to our stockholders over the Internet rather than in paper form. We believe that this delivery process reduces our environmental impact and lowers the costs of printing and distributing our proxy materials without affecting our stockholders' timely access to this important information. Accordingly, stockholders of record at the close of business on April 13, 2018 will receive a Notice of Internet Availability of Proxy Materials (the "Notice of Internet Availability") and will receive notice of any postponements or adjournments of the meeting. The Notice of Internet Availability is being distributed to stockholders on or about April 20, 2018.

Your vote is very important. Whether or not you plan to attend the 2018 Annual Meeting, we encourage you to read the proxy statement and vote as soon as possible. For specific instructions on how to vote your shares, please refer to the section in the proxy statement entitled "Questions and Answers About the 2018 Annual Meeting and Procedural Matters" and the instructions in the Notice of Internet Availability. If you are a stockholder of record of the Company's Common Stock, you may cast your vote by proxy or in person at the annual meeting. If your shares are held by a bank, broker or other nominee, you should instruct such nominee on how to vote your shares.

Thank you for your continued support of comScore.

Reston, Virginia

April 20, 2018

By Order of the Board of Directors,

Carol A. DiBattiste

General Counsel & Chief Compliance, Privacy and
People Officer

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COMSCORE, INC.

PROXY STATEMENT FOR ANNUAL MEETING OF STOCKHOLDERS

TO BE HELD ON MAY 30, 2018

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COMSCORE, INC.

PROXY STATEMENT FOR ANNUAL MEETING OF STOCKHOLDERS

TO BE HELD ON MAY 30, 2018

This proxy statement and our Annual Report on Form 10-K for the year ended December 31, 2017 are available at www.astproxyportal.com/ast/25890.

In accordance with rules and regulations adopted by the U.S. Securities and Exchange Commission (SEC), we are pleased to provide access to our proxy materials over the Internet to our stockholders rather than in paper form. Accordingly, a Notice of Internet Availability of Proxy Materials (the Notice of Internet Availability) has been mailed to our stockholders on or about April 20, 2018. Stockholders will have the ability to access the proxy materials on the website listed above, or to request that a printed set of the proxy materials be sent to them by following the instructions in the Notice of Internet Availability. By furnishing a Notice of Internet Availability and access to our proxy materials by the Internet, we are lowering the costs and reducing the environmental impact of our annual meeting.

The Notice of Internet Availability will also provide instructions on how you may request that we send future proxy materials to you electronically by e-mail or in printed form by mail. If you elect to receive future proxy materials by e-mail, you will receive an e-mail next year with instructions containing a link to those materials and a link to the proxy voting site. Your election to receive proxy materials by e-mail or printed form by mail will remain in effect until you terminate it. We encourage you to elect to receive future proxy materials by e-mail, which will allow us to provide you with the information you need in a more timely manner, will save us the cost of printing and mailing documents to you and will conserve natural resources.

This proxy statement and accompanying proxy card and notice are being made available or distributed to stockholders on or about April 20, 2018.

QUESTIONS AND ANSWERS ABOUT THE 2018 ANNUAL MEETING AND PROCEDURAL MATTERS

Q: Why am I receiving these proxy materials?

A: The Board of Directors of comScore, Inc. (the Company, comScore, we, us or our) has made these proxy materials available to you over the Internet, or is providing printed proxy materials to you, in connection with the solicitation of proxies for use at comScore's 2018 Annual Meeting of Stockholders (the 2018 Annual Meeting) to be held Wednesday, May 30, 2018, at 8:30 a.m., Eastern Time, and at any adjournment or postponement thereof, for the purpose of considering and acting upon the matters set forth in this proxy statement. These proxy materials are being made available or distributed to you on or about April 20, 2018. As a stockholder, you are invited to attend the 2018 Annual Meeting and are requested to vote on the proposals described in this proxy statement.

Q: Where is the 2018 Annual Meeting?

A: The 2018 Annual Meeting will be held at the Hyatt Regency Reston, located at 1800 Presidents Street, Reston, Virginia 20190.

Q: Can I attend the 2018 Annual Meeting?

A: You are invited to attend the 2018 Annual Meeting if you were a stockholder of record or a beneficial owner as of April 13, 2018 (the Record Date). You should bring photo identification and your Notice of Internet Availability, a statement from your bank, broker or other nominee or other proof of stock ownership as of the Record Date, for entrance to the 2018 Annual Meeting. The meeting will begin promptly at 8:30 a.m., Eastern Time and you should allow ample time for check-in procedures. We will not be able to accommodate guests who were not stockholders as of the Record Date at the 2018 Annual Meeting.

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Q: Who is entitled to vote at the 2018 Annual Meeting?

A: You may vote your shares of comScore common stock (Common Stock) if our records show that you owned your shares at the close of business on the Record Date. At the close of business on the Record Date, there were 55,017,685 shares of Common Stock issued and outstanding and entitled to vote at the 2018 Annual Meeting. You may cast one vote for each share of Common Stock held by you as of the Record Date on each matter presented.

Q: What is the difference between holding shares as a stockholder of record and as a beneficial owner?

A: If your shares are registered directly in your name with comScore's transfer agent, American Stock Transfer & Trust Company, you are considered, with respect to those shares, the stockholder of record, and the Notice of Internet Availability has been sent directly to you by comScore. As the stockholder of record, you have the right to grant your voting proxy directly to comScore or to a third party, or to vote in person at the 2018 Annual Meeting.

If your shares are held by a bank, broker or another nominee, you are considered the beneficial owner of shares held in street name, and the Notice of Internet Availability has been forwarded to you by your bank, broker or other nominee who is considered, with respect to those shares, the stockholder of record. As a beneficial owner, you have the right to direct your bank, broker or other nominee how to vote your shares. Please refer to the voting instruction card provided by your bank, broker or other nominee. You are also invited to attend the 2018 Annual Meeting. However, because a beneficial owner is not the stockholder of record, you may not vote these shares in person at the 2018 Annual Meeting unless you obtain a legal proxy from the bank, broker or other nominee that holds your shares, giving you the right to vote the shares at the 2018 Annual Meeting.

Q: How can I vote my shares in person at the 2018 Annual Meeting?

A: Shares held in your name as the stockholder of record may be voted in person at the 2018 Annual Meeting. Shares held beneficially in street name may be voted in person at the 2018 Annual Meeting only if you obtain a legal proxy from the bank, broker or other nominee that holds your shares giving you the right to vote the shares. Even if you plan to attend the 2018 Annual Meeting, we recommend that you also submit your vote as instructed on the Notice of Internet Availability and below, to ensure that your shares are represented and so that your vote will be counted even if you later decide not to attend the 2018 Annual Meeting. If you attend the 2018 Annual Meeting, any votes you cast at the meeting in person will supersede your proxy.

Q: How can I vote my shares without attending the 2018 Annual Meeting?

A: Whether you hold shares directly as the stockholder of record or beneficially in street name, you may direct how your shares are voted without attending the 2018 Annual Meeting. If you are a stockholder of record, you may vote by submitting a proxy. If you hold shares beneficially in street name, you may vote by submitting voting instructions to your bank, broker or other nominee. For instructions on how to vote,

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please refer to the instructions below and those included on the Notice of Internet Availability or, for shares held beneficially in street name, the voting instructions provided to you by your bank, broker or other nominee.

By Telephone or Internet Stockholders of record may vote by telephone or the Internet by following the instructions on the Notice of Internet Availability. If you are a beneficial owner of Common Stock held in street name, please check the voting instructions provided by your bank, broker or other nominee for telephone or Internet voting availability.

By mail Stockholders of record may request a paper proxy card from comScore by following the procedures outlined in the Notice of Internet Availability. If you elect to vote by mail, please indicate your vote by completing, signing and dating the proxy card where indicated and by returning it in the prepaid envelope that will be included with the proxy card. Proxy cards submitted by mail must be received by the

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time of the meeting in order for your shares to be voted. comScore stockholders who hold shares beneficially in street name may vote by mail by completing, signing and dating the voting instructions provided by their bank, broker or other nominee and mailing them in the accompanying pre-addressed envelopes.

Q: How many shares must be present or represented by proxy to conduct business at the 2018 Annual Meeting?

A: The presence of the holders of a majority of the shares of Common Stock issued and outstanding and entitled to vote at the 2018 Annual Meeting shall constitute a quorum at the 2018 Annual Meeting. Such stockholders are counted as present at the meeting if (1) they are present in person at the 2018 Annual Meeting or (2) they have properly submitted a proxy.

Abstentions and broker non-votes are counted as present and entitled to vote for purposes of determining whether a quorum is present.

Q: What proposals will be voted on at the 2018 Annual Meeting?

A: The proposals scheduled to be voted on at the 2018 Annual Meeting are:

- 1) The election of (A) two Class III directors to serve for terms expiring at our 2019 annual meeting of stockholders, (B) three Class I directors to serve for terms expiring at our 2020 annual meeting of stockholders, and (C) three Class II directors to serve for terms expiring at our 2021 annual meeting of stockholders, in each case, to hold office until their respective successors have been duly elected and qualified;
- 2) The approval, on a non-binding advisory basis, of the compensation paid to our named executive officers (known as Say on Pay);
- 3) The recommendation, on a non-binding advisory basis, of whether the advisory vote on executive compensation should occur every year, every two years or every three years (known as Say on Frequency);
- 4) The approval of our 2018 Equity and Incentive Compensation Plan;
- 5) The approval of an amendment to our Amended and Restated Certificate of Incorporation to increase the number of shares of Common Stock authorized for issuance thereunder from 100,000,000 to 150,000,000; and

- 6) 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, 2018.

Q: What is the vote required to approve each of the proposals?

		Broker	
		Discretionary	
		Voting	
A: <u>Proposal</u>		Vote Required	Allowed
Proposal No. 1	Election of Directors	Plurality of votes cast	No
Proposal No. 2	Say on Pay Advisory Vote	Affirmative vote of a majority of shares present in person or represented by proxy and entitled to vote	No
Proposal No. 3	Say on Frequency Advisory Vote	Affirmative vote of a majority of shares present in person or represented by proxy and entitled to vote	No

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	Broker	Discretionary	Voting
A: <u>Proposal</u>			Allowed
Proposal No. 4 Approval of 2018 Equity and Incentive Compensation Plan	Affirmative vote of a majority of shares present in person or represented by proxy and entitled to vote		No
Proposal No. 5 Approval of Amendment to Amended and Restated Certificate of Incorporation to Increase Number of Shares of Common Stock Authorized for Issuance	Affirmative vote of a majority of shares outstanding and entitled to vote		Yes
Proposal No. 6 Ratification of Appointment of Independent Registered Public Accounting Firm	Affirmative vote of a majority of shares present in person or represented by proxy and entitled to vote		Yes

Q: How are votes counted?

A: You may vote FOR or WITHHOLD on each of the nominees for election as director (Proposal No. 1). The nominees for director receiving the highest number of affirmative votes with respect to each class will be elected as directors for their respective term of office.

You may vote FOR, AGAINST or ABSTAIN on the proposals to approve, by non-binding advisory vote, executive compensation (Proposal No. 2), to approve the 2018 Equity and Incentive Compensation Plan (Proposal No. 4), to approve an amendment to the Company's Amended and Restated Certificate of Incorporation to increase the number of shares of Common Stock authorized for issuance (Proposal No. 5), and to ratify the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm (Proposal No. 6). An abstention has the same effect as a vote against these proposals.

You may vote 1 YEAR, 2 YEARS, 3 YEARS or ABSTAIN on the proposal to recommend, by non-binding advisory vote, whether the advisory vote on executive compensation should occur every year, every two years or every three years (Proposal No. 3). An abstention has the same effect as a vote against this proposal.

All shares entitled to vote and represented by properly executed proxies received prior to the 2018 Annual Meeting (and not revoked) will be voted at the 2018 Annual Meeting in accordance with the instructions indicated.

Q: What if I do not specify how my shares are to be voted?

A: If you are a stockholder of record and you submit a proxy, but you do not provide voting instructions, your shares will be voted as recommended by the Board of Directors.

If you are a beneficial owner and you do not provide the bank, broker or other nominee that holds your shares with voting instructions, the bank, broker or other nominee will determine if it has the discretionary authority to vote on the particular matter. Under applicable regulations, banks, brokers and other nominees have the discretion to vote on routine matters, such as Proposal No. 5 and Proposal No. 6, but do not have discretion to vote on non-routine matters, such as Proposal No. 1, Proposal No. 2, Proposal No. 3 and Proposal No. 4. Therefore, if you do not provide voting instructions to your bank, broker or other nominee, such nominee may only vote your shares on Proposal No. 5 and Proposal No. 6 and on any other routine matters properly presented for a vote at the 2018 Annual Meeting.

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Q: What is the effect of a broker non-vote?

A: A broker non-vote with respect to a proposal occurs when shares are held by a bank, broker or other nominee for a beneficial owner and the bank, broker or other nominee does not receive voting instructions from the beneficial owner as to how to vote such shares, and the bank, broker or other nominee does not have the authority to exercise discretion to vote on such proposal. Additionally, the bank, broker or other nominee may elect not to vote shares with respect to a proposal for which it does have discretionary authority to vote on such proposal, in which case such shares would also be treated as broker non-votes with respect to that proposal.

Broker non-votes will be counted for purposes of calculating whether a quorum is present at the 2018 Annual Meeting, but will not be counted for purposes of determining the number of votes present in person or represented by proxy and entitled to vote with respect to a particular proposal. Thus, broker non-votes will not impact our ability to obtain a quorum and will not otherwise affect the outcome of the vote on a proposal that requires a plurality of votes cast (Proposal No. 1) or the approval of a majority of the shares present in person or represented by proxy and entitled to vote (Proposal No. 2, Proposal No. 3, Proposal No. 4 and Proposal No. 6). With respect to Proposal No. 5, a broker non-vote has the effect of a vote against the proposal.

Q: What is the effect of not casting a vote at the 2018 Annual Meeting?

A: If you are the stockholder of record of your shares and you do not vote by proxy card, via telephone, via the Internet or in person at the 2018 Annual Meeting, your shares will not be voted at the 2018 Annual Meeting. If you are a beneficial owner of shares held in street name, it is critical that you provide voting instructions if you want your vote to count in the election of directors (Proposal No. 1), the Say on Pay advisory vote (Proposal No. 2), the Say on Frequency advisory vote (Proposal No. 3) or the approval of the 2018 Equity and Incentive Compensation Plan (Proposal No. 4).

In the past, if you held your shares in street name and you did not indicate how you wanted your shares voted in the election of directors, your bank, broker or other nominee was allowed to vote those shares on your behalf in the election of directors at their discretion. Under current applicable regulations, your bank, broker or other nominee does not have the ability to vote your uninstructed shares in the election of directors on a discretionary basis or to vote your uninstructed shares on non-binding advisory proposals related to executive compensation. Thus, if you hold your shares in street name and you do not instruct your bank, broker or other nominee how to vote on these or other non-routine matters, no votes will be cast on your behalf. Your bank, broker or other nominee will, however, continue to have discretion to vote any uninstructed shares on the ratification of the appointment of comScore's independent registered public accounting firm and other routine matters.

Q: How does the Board of Directors recommend that I vote?

A: The Board of Directors recommends that you vote your shares:

- 1) FOR each of the nominees for election as directors (Proposal No. 1);

- 2) FOR the approval of the compensation of the named executive officers (Proposal No. 2);
- 3) 1 YEAR on the frequency of future advisory votes on executive compensation (Proposal No. 3);
- 4) FOR the approval of the 2018 Equity and Incentive Compensation Plan (Proposal No. 4);
- 5) FOR the approval of the amendment to our Amended and Restated Certificate of Incorporation to increase the number of shares of Common Stock authorized for issuance thereunder from 100,000,000 to 150,000,000 (Proposal No. 5); and
- 6) FOR the ratification of the appointment of Deloitte & Touche LLP as comScore's independent registered public accounting firm for the fiscal year ending December 31, 2018 (Proposal No. 6).

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Q: What happens if additional matters are presented at the 2018 Annual Meeting?

A: If any other matters are properly presented for consideration at the 2018 Annual Meeting, including, among other things, consideration of a motion to adjourn the 2018 Annual Meeting to another time or place (including, without limitation, for the purpose of soliciting additional proxies), the persons named as proxy holders, Gregory Fink, Carol DiBattiste and Ashley Wright (each officers of the Company), or either of them, will have discretion to vote on those matters in accordance with their best judgment. Other than the matters described in this proxy statement, comScore does not currently know of any other matters that will be raised at the 2018 Annual Meeting.

Q: Can I change my vote?

A: If you are the stockholder of record, you may change your vote by (1) granting a new proxy bearing a later date (which automatically revokes the earlier proxy) using any of the voting methods described above (and until the applicable deadline for each voting method), (2) providing a written notice of revocation to comScore's Corporate Secretary at comScore, Inc., 11950 Democracy Drive, Suite 600, Reston, Virginia 20190 prior to your shares being voted, or (3) attending the 2018 Annual Meeting and voting in person.

If you are a beneficial owner of shares held in street name, you may change your vote, subject to any rules your bank, broker or other nominee may have, at any time before your proxy is voted at the 2018 Annual Meeting, (1) by submitting new voting instructions to your bank, broker or other nominee or (2) if you have obtained a legal proxy from the bank, broker or other nominee that holds your shares giving you the right to vote your shares, by attending the 2018 Annual Meeting and voting in person.

Q: What happens if I decide to attend the 2018 Annual Meeting, but I have already voted or submitted a proxy card covering my shares?

A: You may attend the 2018 Annual Meeting and vote in person even if you have already voted or submitted a proxy card. Any previous votes that were submitted by you by proxy will be superseded by the vote you cast in person at the 2018 Annual Meeting. Please be aware that attendance at the 2018 Annual Meeting will not, by itself, revoke a proxy.

If a bank, broker or other nominee beneficially holds your shares in street name and you wish to attend the 2018 Annual Meeting and vote in person, you must obtain a legal proxy from the bank, broker or other nominee that holds your shares giving you the right to vote the shares.

Q: What should I do if I receive more than one Notice of Internet Availability or set of proxy materials?

A: You may receive more than one Notice of Internet Availability or set of proxy materials, including multiple copies of proxy cards or voting instruction cards. For example, if you hold your shares in more than one brokerage account, you may receive a separate Notice of Internet Availability or voting instruction card for each

brokerage account in which you hold shares. If you are a stockholder of record and your shares are registered in more than one name, you will receive more than one Notice of Internet Availability or proxy card. Please complete, sign, date and return each comScore proxy card or voting instruction card that you receive to ensure that all your shares are voted.

Q: Who will count the votes?

A: comScore's Board of Directors has designated representatives of American Stock Transfer & Trust Company, LLC, the Company's transfer agent, to serve as inspector of election.

Q: Where can I find the voting results of the 2018 Annual Meeting?

A: We intend to announce preliminary voting results at the 2018 Annual Meeting and will publish final results in a Current Report on Form 8-K, which will be filed with the SEC within four (4) business days following the 2018 Annual Meeting.

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Q: Who will bear the cost of soliciting votes for the 2018 Annual Meeting?

A: comScore will pay the entire cost of preparing, assembling, printing, mailing and distributing these proxy materials and soliciting votes. The Company has engaged Innisfree M&A Incorporated (Innisfree) to aid in the solicitation of proxies. The Company will pay Innisfree a fee of \$25,000 as compensation for its services and will reimburse Innisfree for its reasonable out-of-pocket expenses. Our directors, officers and employees may also solicit proxies in person or by other means of communication. Such directors, officers and employees will not be additionally compensated but may be reimbursed for reasonable out-of-pocket expenses in connection with such solicitation.

If you choose to access the proxy materials and/or vote over the Internet, you are responsible for any Internet access charges you may incur.

Q: What is the deadline to propose actions for consideration at next year's annual meeting of stockholders or to nominate individuals to serve as directors?

A: You may submit proposals, including recommendations of director candidates, for consideration at future stockholder meetings. comScore's bylaws provide for advance notice procedures to recommend a person for nomination as a director or to propose business to be considered by stockholders at a meeting. For the 2019 annual meeting of stockholders, such nominations or proposals, other than those made by or at the direction of the Board of Directors, must be submitted in writing and received by our Corporate Secretary at our principal executive offices 11950 Democracy Drive, Suite 600, Reston, Virginia 20190 no later than January 20, 2019, which is 90 days prior to the anniversary of the expected first mailing date of notice of availability of this proxy statement. If our 2019 annual meeting of stockholders is moved more than 30 days before or after the anniversary date of our 2018 Annual Meeting, then the deadline for such nominations or proposals to be received by our Corporate Secretary is the close of business on the tenth day following the day notice of the date of the meeting was mailed or made public, whichever occurs first. Such proposals also must comply with all applicable requirements of the rules and regulations of the SEC. The chairperson of the stockholder meeting may refuse to acknowledge the introduction of your proposal if it is not made in compliance with the foregoing procedures or the applicable provisions of our bylaws. If a stockholder who has notified comScore of his or her intention to present a proposal at an annual meeting does not appear to present his or her proposal at such meeting, comScore need not present the proposal for vote at such meeting.

In addition, for a stockholder proposal to be considered for inclusion in our proxy statement for the 2019 annual meeting of stockholders, the proposal must be submitted in writing and received by our Corporate Secretary at our principal executive offices at 11950 Democracy Drive, Suite 600, Reston, Virginia 20190 no later than December 21, 2018, which is 120 days prior to the anniversary of the expected mailing date of the notice of availability of this proxy statement.

A copy of the full text of the bylaw provisions discussed above may be obtained by writing to comScore's Corporate Secretary at our principal executive offices at 11950 Democracy Drive, Suite 600, Reston, Virginia 20190 or by accessing comScore's filings on the SEC's website at www.sec.gov. All notices of proposals by stockholders, whether or not to be considered for inclusion in comScore's proxy materials, should be sent to comScore's Corporate Secretary at our principal executive offices.

Q: How may I obtain a separate copy of the Notice of Internet Availability?

- A: If you share an address with another stockholder, each stockholder might not receive a separate copy of the Notice of Internet Availability. Stockholders may request to receive separate or additional copies of the Notice of Internet Availability by writing to comScore, Inc., 11950 Democracy Drive, Suite 600, Reston, Virginia 20190, Attention: Corporate Secretary. Stockholders who share an address and receive multiple copies of the Notice of Internet Availability can also request to receive a single copy by following the instructions above.

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Q: How may I obtain comScore's 2017 Form 10-K and other financial information?

A: Our Annual Report on Form 10-K for the year ended December 31, 2017 (the 2017 10-K) is available at www.astproxyportal.com/ast/25890. Stockholders can also access our 2017 10-K and other financial information on the Investor Relations section of our website at www.comscore.com or on the SEC's website at www.sec.gov. Alternatively, current and prospective investors may request a free copy of our 2017 10-K by writing to comScore, Inc., 11950 Democracy Drive, Suite 600, Reston, Virginia 20190, Attention: Corporate Secretary. We also will furnish any exhibit to the 2017 10-K if specifically requested upon payment of charges that approximate our cost of reproduction.

Q: Who can help answer my questions?

A: Please contact our legal department by calling 703-438-2000 or by writing to comScore, Inc., 11950 Democracy Drive, Suite 600, Reston, Virginia 20190, Attention: Legal Department.

Table of Contents**DIRECTORS, DIRECTOR NOMINEES, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE****Directors, Director Nominees and Executive Officers**

The names of our executive officers and directors and their ages, positions and biographies are set forth below. Also included for our directors is information regarding their service on other public company boards, and their specific experience, qualifications, attributes and skills that led to the conclusion that each director should serve on our Board of Directors (Board). This information is as of April 19, 2018.

Name	Age	Position
<i>Executive Officers and Executive Director</i>		
William Livek	63	President and Executive Vice Chairman and Class II Director
Gregory Fink	51	Chief Financial Officer and Treasurer
Carol DiBattiste	66	General Counsel & Chief Compliance, Privacy and People Officer
Christopher Wilson	51	Chief Revenue Officer
Daniel Hess	50	Chief Product Officer
Joseph Rostock	55	Chief Information and Technology Operations Officer
<i>Non-Employee Directors</i>		
Brent Rosenthal (1)(2)	46	Chairman of the Board and Class II Director
Gian Fulgoni*	70	Chairman Emeritus and Class III Director
Dale Fuller (3)	59	Class III Director
Jacques Kerrest (1)(3)	71	Class I Director
Michelle McKenna-Doyle (1)(2)	52	Class I Director
Wesley Nichols*	53	Class I Director
Robert Norman (2)(3)	58	Class III Director
Paul Reilly (2)(3)	61	Class I Director
Bryan Wiener	47	Class II Director

* *Not standing for re-election at the 2018 Annual Meeting.*

(1) Member of Nominating and Governance Committee

(2) Member of Compensation Committee

(3) Member of Audit Committee

Executive Officers and Executive Director

William (Bill) Livek has served as our President and Executive Vice Chairman since January 2016. Mr. Livek previously served as Vice Chairman and Chief Executive Officer of Rentrak Corporation, a media measurement and consumer targeting company, from June 2009 until the Company's acquisition of Rentrak in January 2016. From December 2008 until June 2009, Mr. Livek was founder and Chief Executive Officer of Symmetrical Capital, an investment and consulting firm. From February 2007 until December 2008, he was

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Senior Vice President, Strategic Alliances and International Expansion, of Experian Information Solutions, Inc., a provider of information, analytical and marketing services, and was co-President of Experian's subsidiary Experian Research Services from October 2004 to February 2007. He holds a B.S. degree in Communications Radio/Television from Southern Illinois University. Mr. Livek brings substantial industry experience and audience measurement expertise to our Board.

Gregory A. Fink has served as our Chief Financial Officer and Treasurer since October 2017 and previously served as our Executive Vice President, Finance since joining the Company earlier in October 2017. Prior to joining the Company, Mr. Fink was the Senior Vice President, Controller and Chief Accounting Officer at Fannie Mae, a government-sponsored enterprise in the mortgage industry, since 2011. Mr. Fink holds a B.S. in Business Administration with an accounting emphasis from San Diego State University and is a Certified Public Accountant.

Carol DiBattiste has served as our General Counsel & Chief Privacy and People Officer since January 2017 and as our Chief Compliance Officer since April 2017. Ms. DiBattiste previously held positions at the U.S. Department of Veterans Affairs with the Board of Veterans' Appeals as Executive in Charge and Vice Chairman from August 2016 to January 2017, and Senior Advisor for Appeals Modernization, Office of the Secretary, from May 2016 to August 2016. Prior to that, Ms. DiBattiste served as Executive Vice President, Chief Legal, Privacy, Security, and Administrative Officer of Education Management Corporation, an operator of for-profit post-secondary educational institutions, from March 2013 through March 2016. She also served as Executive Vice President, General Counsel and Chief Administrative Officer of Geeknet, Inc., an online retailer, from April 2011 through March 2013. Ms. DiBattiste holds an L.L.M., Law from the Columbia University School of Law, a J.D. from Temple University School of Law, and a B.A., Sociology-Criminal Justice from LaSalle University.

Christopher Wilson has served as our Chief Revenue Officer since June 2017. Mr. Wilson previously served as our Executive Vice President, Commercial from January 2016 to June 2017. Prior to joining the Company, Mr. Wilson served as President, National Television at Rentrak Corporation from 2010 until the Company's merger with Rentrak in January 2016. Mr. Wilson holds a Bachelor's Degree in Broadcast Communications from Southern Illinois University, Carbondale.

Daniel Hess has served as our Chief Product Officer since January 2018. Mr. Hess previously served as our Executive Vice President, Products from September 2016 to December 2017. Prior to joining the Company, Mr. Hess served as an investor in and advisor to