

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

SCHEDULE 13D  
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
RULE 13d-2(a)

(Amendment No. 6)<sup>1</sup>

comScore, Inc.  
(Name of Issuer)

Common Stock, par value \$0.001 per share  
(Title of Class of Securities)

20564W105  
(CUSIP Number)

DANIEL B. WOLFE  
180 DEGREE CAPITAL CORP.  
7 N. Willow Street, Suite 4B  
Montclair, NJ 07042  
Telephone: 973-746-4500

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

December 11, 2023  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

<sup>1</sup> The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1	NAME OF REPORTING PERSONS: 180 Degree Capital Corp.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) X (b)	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) WC, OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION New York	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 6,707,356 shares
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 6,707,356 shares
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,707,356 shares	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)	
13	PERCENT OF CLASS REPRESENTED IN ROW (11) 7.1%	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) IV	

1	NAME OF REPORTING PERSONS: Matthew F. McLaughlin	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) X (b)	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) PF	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 2,000,000 shares
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 2,000,000 shares
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,000,000 shares	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)	
13	PERCENT OF CLASS REPRESENTED IN ROW (11) 2.1%	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) IV	

1	NAME OF REPORTING PERSONS: Kevin M. Rendino	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) X (b)	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) PF	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 252,768 shares
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 252,768 shares
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 252,768 shares	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)	
13	PERCENT OF CLASS REPRESENTED IN ROW (11) Less than 1%	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) IN	

The following constitutes Amendment No. 6 to the Schedule 13D filed by the undersigned ("Amendment No. 6"). This Amendment No. 6 amends the Schedule 13D as specifically set forth herein.

**Item 3. Source and Amount of Funds or Other Consideration.**

Item 3 is hereby amended and restated as follows:

(1) The aggregate purchase price of the 6,707,356 shares of Common Stock of the Issuer beneficially owned by 180 Degree Capital is \$12,431,083, including brokerage commissions. The source of funds for acquiring the foregoing shares of Common Stock was working capital from each of 180 Degree Capital and a separate account which is managed by 180 Degree Capital.

(2) The aggregate purchase price of the 252,768 shares of Common Stock of the Issuer beneficially and jointly owned by Mr. Rendino and his spouse is \$508,064, including brokerage commissions. The source of funds for acquiring the foregoing shares of Common Stock was personal funds of this Reporting Person.

(3) The aggregate purchase price of the 2,000,000 shares of Common Stock of the Issuer beneficially owned by Mr. McLaughlin is \$2,188,816, including brokerage commissions. The source of funds for acquiring the foregoing shares of Common Stock was personal funds of this Reporting Person.

**Item 4. Purpose of the Transaction.**

Item 4 is hereby amended to add the following:

On December 11, 2023, 180 Degree Capital submitted to the Issuer a proposal (the "Proposal") pursuant to Rule 14a-8 promulgated under the Securities Exchange Act of 1934, as amended, requesting that the Board take all necessary steps to declassify the Board so that commencing at the Issuer's 2025 annual meeting of stockholders, directors are elected on an annual basis. A copy of the Proposal is attached hereto as Exhibit 99.1 and incorporated herein by reference.

**Item 5. Interest in the Securities of the Issuer**

Item 5(c) is hereby amended and restated as follows:

(c) The following shares of Common Stock of the Issuer were acquired in open market purchases within 60 days of the filing date of this Schedule 13D:

Class of Security	Shares Purchased	Price Per Share	Date of Purchase	Reporting Person
Common Stock	25,000	\$0.5886	10/16/2023	180 Degree Capital Corp.
Common Stock	5,100	\$0.5225	10/18/2023	180 Degree Capital Corp.
Common Stock	30,638	\$0.6473	11/14/2023	180 Degree Capital Corp.
Common Stock	19,038	\$0.6699	12/5/2023	180 Degree Capital Corp.

**Item 7. Material to be Filed as Exhibits**

Item 7 is hereby amended to add the following exhibit:

Exhibit 99.1 – [The Proposal, dated December 11, 2023.](#)

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**SIGNATURE**

After reasonable inquiry and to the best of each signatories knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: December 11, 2023

**180 DEGREE CAPITAL CORP.**

By: /s/ Daniel B. Wolfe  
Name: Daniel B. Wolfe  
Title: President

**MATTHEW F. MCLAUGHLIN**

By: /s/ Matthew F. McLaughlin  
Name: Matthew F. McLaughlin

**KEVIN M. RENDINO**

By: /s/ Kevin M. Rendino  
Name: Kevin M. Rendino



7 N. Willow Street, Suite 4B  
Montclair, NJ 07042  
P: 973-746-4500 F: 973-746-4508

December 11, 2023

Via Electronic Mail and Courier

comScore, Inc.  
11950 Democracy Drive, Suite 600  
Reston, Virginia 20190  
Attn: Ashley Wright  
General Counsel and Secretary

**Re: Submission of Proposal pursuant to Rule 14a-8 of the Securities Exchange Act of 1934, as amended, for the 2024 Annual Meeting of Stockholders of comScore, Inc.**

Ms. Wright,

180 Degree Capital Corp. ("180 Degree") is submitting the proposal attached hereto as Exhibit A (the "Proposal") pursuant to Rule 14a-8 ("Rule 14a-8") of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), to be included in the proxy statement of comScore, Inc., a Delaware corporation (the "Company"), for its 2024 annual meeting of stockholders (including any postponements, adjournments, continuations or reschedulings thereof, or any other meeting held in lieu thereof, the "2024 Annual Meeting").

As of the date hereof, 180 Degree is the beneficial owner of 6,465,735 shares of the Company's common stock, par value \$0.001 per share (the "Shares"), which are held in 180 Degree's custody account with U.S. Bank, N.A. ("U.S. Bank"). Over \$25,000 in market value of the Shares are currently held in 180 Degree's custody account with U.S. Bank. As of the date hereof, 180 Degree has continuously held at least \$25,000 in market value of the Shares which are entitled to be voted on the Proposal for at least one year, and will continue to hold at least \$25,000 in market value in Shares through the date of the 2024 Annual Meeting. Verification of 180 Degree's ownership provided by U.S. Bank is attached hereto as Exhibit B. Furthermore, 180 Degree holds 10,000 Shares in record name.

180 Degree represents that its representatives are available to meet with the Company via teleconference no less than ten (10) calendar days, nor more than thirty (30) calendar days, after submission of the Proposal.

Certain representatives of 180 Degree will be available to meet with the Company to discuss the Proposal on the following dates and at the following times:

- December 22, 2023 between 11:00 a.m. and 12:30 p.m. EST
- December 26, 2023 between 1:00 p.m. and 3:00 p.m. EST
- December 27, 2023 between 11:00 a.m. and 1:00 p.m. EST

Daniel B. Wolfe, a representative of 180 Degree, can be reached at 917-912-2742 or by email at [daniel@180degreecapital.com](mailto:daniel@180degreecapital.com) to schedule a meeting. 180 Degree would appreciate that copies of all written notices and other written or electronic communications (which shall not constitute notice) be sent to Mr. Wolfe at the above email address or at the physical mailing address 7 N. Willow Street, Suite 4B, Montclair, New Jersey 07042.

180 Degree's representatives will appear in person or by proxy to present the Proposal at the 2024 Annual Meeting.

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This notice is submitted in accordance with Rule 14a-8 under the Exchange Act. 180 Degree will assume the Proposal will be included in the Company's proxy material for the 2024 Annual Meeting unless advised otherwise in writing (with a copy to its counsel, Olshan Frome Wolosky LLP, 1325 Avenue of the Americas, New York, New York 10019, Attention: Andrew Freedman, Esq., telephone (212) 451-2250, email: AFreedman@olshanlaw.com, facsimile (212) 451-2222.

Sincerely,

180 Degree Capital Corp.

By: /s/ Daniel B. Wolfe

Name: Daniel B. Wolfe

Title: President

cc: Andrew Freedman, Olshan Frome Wolosky LLP

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**Exhibit A**  
**(Proposal)**

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## PROPOSAL

**RESOLVED**, that the stockholders of comScore, Inc. (the "Company") hereby request that the Board of Directors of the Company (the "Board") take all necessary steps to declassify the Board so that commencing at the Company's 2025 annual meeting of stockholders, directors are elected on an annual basis. Such declassification shall be completed in a manner that does not affect the unexpired terms of the previously elected directors.

## SUPPORTING STATEMENT

180 Degree believes the annual election of all directors encourages board accountability to stockholders, which fosters improved performance and value creation. This view is shared by many, if not the overwhelming majority of, proxy advisory firms, institutional investors and other stockholders. This helps explain why, according to FactSet, as of November 2023, approximately 89% of the S&P 500 and 75% of the S&P 1,500 have annually elected boards.

Although this proposal is non-binding in nature, 180 Degree believes it will serve as a referendum for stockholders to demonstrate their strong dissatisfaction with the Company's choice of maintaining a staggered Board and encourage the Company to take responsibility for improving its corporate governance regimen.

A classified Board is not in the best interests of the Company and its stockholders. It reduces accountability and is an unnecessary entrenchment device. Stockholders should have the opportunity to annually evaluate and replace ineffective and underperforming directors to keep the Board focused on performance and maximizing stockholder value.

180 Degree is committed to enhancing the Company's corporate governance for the benefit of all stockholders. This proposal to declassify the Board aims to encourage the Board to take positive steps towards the implementation of good governance and productive stockholder engagement, which will allow the Company to achieve its optimal valuation and unlock value for stockholders.

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**Exhibit B**  
**(Ownership Evidence)**