

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

SCHEDULE 14A
(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

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(c)(2))
 Definitive Proxy Statement
 Definitive Additional Materials
 Soliciting Material Under Rule 14a-12

COMSCORE, INC.

(Name of Registrant as Specified In Its Charter)

180 DEGREE CAPITAL CORP.
KEVIN M. RENDINO
MATTHEW F. MCLAUGHLIN

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
 Fee paid previously with preliminary materials.
 Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11
-

180 Degree Capital Corp., a New York corporation (“180 Degree Capital”), intends to file a preliminary proxy statement and accompanying WHITE proxy card with the Securities and Exchange Commission (“SEC”) to be used to solicit votes for the election of its highly-qualified director nominee at the 2024 annual meeting of stockholders (the “Annual Meeting”) of comScore, Inc., a Delaware corporation (the “Company”).

On January 29, 2024, 180 Degree Capital filed its Amendment No. 7 to the Schedule 13D (the “Amendment No. 5”) with respect to the Company, announcing that on January 25, 2024, 180 Degree Capital delivered a formal letter to the Issuer notifying the Company of (i) its intent to present a proposal requesting that the Company’s Board of Directors (the “Board”) take all necessary steps to declassify its Board so that directors are elected on an annual basis starting at the Company’s 2025 annual meeting of stockholders, and (ii) its nomination of Matthew F. McLaughlin (the “Nominee”) for election to the Board at the Company’s Annual Meeting. The full text of the Amendment No. 5 is attached hereto as [Exhibit 99.1](#) and is incorporated herein by reference.

Also on January 29, 2024, 180 Degree Capital issued a press release (the “Press Release”), which announced that 180 Degree Capital had nominated the Nominee for election to the Board at the Annual Meeting. Furthermore, 180 Degree Capital reiterated the need for a new member on the Board to bring a fresh perspective. The full text of the Press Release is attached hereto as [Exhibit 99.2](#) and is incorporated herein by reference.

CERTAIN INFORMATION CONCERNING THE PARTICIPANTS

180 Degree Capital Corp., a New York Corporation (“180 Degree Capital”), intends to file a preliminary proxy statement and accompanying WHITE universal proxy card with the Securities and Exchange Commission (“SEC”) to be used to solicit votes for the election of its slate of a highly-qualified director nominee at the 2024 annual meeting of stockholders of comScore, Inc., a Delaware corporation (the “Company”).

180 DEGREE CAPITAL STRONGLY ADVISES ALL STOCKHOLDERS OF THE COMPANY TO READ THE PROXY STATEMENT AND OTHER PROXY MATERIALS AS THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. SUCH PROXY MATERIALS WILL BE AVAILABLE AT NO CHARGE ON THE SEC'S WEB SITE AT [HTTP://WWW.SEC.GOV](http://www.sec.gov). IN ADDITION, THE PARTICIPANTS IN THIS PROXY SOLICITATION WILL PROVIDE COPIES OF THE PROXY STATEMENT WITHOUT CHARGE, WHEN AVAILABLE, UPON REQUEST. REQUESTS FOR COPIES SHOULD BE DIRECTED TO THE PARTICIPANTS' PROXY SOLICITOR.

The participants in the proxy solicitation are anticipated to be 180 Degree Capital, Kevin M. Rendino and certain other of 180 Degree Capital's senior management, and Matthew F. McLaughlin.

As of the date hereof, 180 Degree Capital beneficially owns an aggregate of 340,366 shares of Common Stock, \$0.001 par value per share, of the Company (the “Common Stock”), which includes 12,108 shares of Common Stock held in a separately managed account for which 180 Degree Capital serves as the investment manager. As of the date hereof, Mr. McLaughlin directly beneficially owns 100,000 shares of Common Stock. As of the date hereof, Mr. Rendino directly beneficially owns 20,000 shares of Common Stock.

**180 DEGREE CAPITAL CORP. NOMINATES MATTHEW F. MCLAUGHLIN
FOR ELECTION TO THE BOARD OF COMSCORE, INC.**

Montclair, NJ – January 29, 2024 – 180 Degree Capital Corp. (“180 Degree Capital” or “we”) (NASDAQ:TURN), today announced that on January 25, 2024, it delivered a formal letter to comScore, Inc. (“SCOR” or the “Company”) notifying it of its intention to nominate Matthew F. McLaughlin for election to the Company’s board of directors (the “Board”) at SCOR’s 2024 annual meeting of stockholders (the “Annual Meeting”).

180 Degree Capital’s nominee is:

Matthew F. McLaughlin, 54, is a retired advertising technology executive and Naval officer. Most recently, Mr. McLaughlin served as Chief Operating Officer of DoubleVerify Holdings, Inc. (NYSE: DV) (“DoubleVerify”), a software platform for digital media measurement and analytics, from 2011 to March 2022. As COO of DoubleVerify, Mr. McLaughlin directed its Product, Engineering and Sales Operations activity, including managing over half the company’s employees. During his tenure, DoubleVerify grew revenue at more than a 35% CAGR with a terminal gross profit above 30% and valuation growth of 30,000% from 2012 to 2021. Mr. McLaughlin was deeply involved in both the private equity sale in 2017 and the multi-billion dollar initial public offering in 2021. Mr. McLaughlin served as a Senior Advisor at DoubleVerify from March 2022 to July 2022. As Senior Advisor, he leveraged his decade-plus operational experience to guide the CEO on the product strategy, technology operations and overall company performance while transitioning these teams to new executive leadership.

Previously, Mr. McLaughlin served as President and Chief Operating Officer of CUnet, LLC, an online marketing agency and software subsidiary of Nelnet, Inc., from 2008 to 2011. Mr. McLaughlin served as General Manager of Audience and Media at BDMetrics Inc., an information technology company, from 2007 to 2008; Vice President of Performance Media at VNC Communications, Inc (d/b/a Performics), a performance marketing subsidiary of DoubleClick Inc., from 2006 to 2007; Senior Vice President of Operations at Heavy Hammer, Inc., a technology company, from 2005 to 2006; Director of Business Technology, Search Marketing, and Email & Affinity Marketing at Advertising.com, Inc., an online advertising company that was acquired by AOL, Inc., from 2001 to 2005; and an Applications Technology Sales Consultant for Oracle Corporation, a multinational computer technology company, from 2000 to 2001. Formerly, Mr. McLaughlin served as a U.S. Navy Submarine Officer, from 1992 to 2000. Mr. McLaughlin received a M.A. (Cantab) in Natural Science from the University of Cambridge and B.S. in Computer Science from the United States Naval Academy.

As previously announced in November 2023, 180 Degree Capital originally planned to nominate two director nominee candidates for consideration at the Annual Meeting. One of 180 Degree Capital’s original nominees was intended as a replacement for Brent Rosenthal. 180 Degree Capital welcomed the announcement by the Company on December 29, 2023, that Mr. Rosenthal would not stand for re-election at the Annual Meeting. 180 Degree Capital thanks the Board for taking incremental steps toward improving the corporate governance of SCOR, but it believes more steps need to be taken. Accordingly, 180 Degree Capital will pursue the nomination of Mr. McLaughlin.

Subsequent to the announcement regarding Mr. Rosenthal, 180 Degree Capital communicated to the Board that it believes SCOR still needs to include a new member who will bring fresh perspectives, business knowledge (specifically digital), and additional focus on building value for common stockholders. The Nominating Committee of the Board initially expressed no interest in speaking with Mr. McLaughlin due, we believe, to a decision that it would not nominate him for election at the Annual Meeting regardless of his qualifications and complementary skill sets. Subsequent discussions appear to indicate that the Nominating Committee is willing to meet with Mr. McLaughlin, but we remain unconvinced that the Board will take actions that will lead to Mr. McLaughlin joining the Board at the Annual Meeting. As of the date of this filing, there are no formal discussions planned.

180 Degree Capital realizes that there are only three seats up for election, and it would prefer to not run candidates against Jon Carpenter, William Livek or Leslie Gillin, but it cannot stand idly by while the Board continues to be dysfunctional and operate in manners that are not in the best interest of all stakeholders.

Once again, 180 Degree Capital’s strong preference is to not engage in a competitive proxy contest. 180 Degree Capital’s original filings were meant to initiate discussions to improve the corporate governance of SCOR. Initial steps were made on this front, but the Board only just initiated formal discussions with 180 Degree Capital on this topic in mid-January 2024. 180 Degree Capital is interested in action, the type of action that only is possible with representation on the Board. Given the limited number of director positions that are up for election at the Annual Meeting due to the Company’s staggered Board, 180 Degree Capital offers the following potential solutions:

1. The Board expands to 11 members, five of whom would be non-preferred directors, with Mr. McLaughlin being appointed to the new vacancy coincident with the Annual Meeting;

2. One of the current non-preferred appointed members of the Board transitions to a Board Emeritus or other Board Advisory role in conjunction with Mr. McLaughlin's election/appointment to the Board so that person could remain involved with SCOR and its Board, if desired by both parties; or
3. One of the current non-preferred appointed members resigns from the Board in conjunction with Mr. McLaughlin's appointment to the Board that can coincide with the Annual Meeting.

180 Degree Capital believes each of these suggestions are viable paths forward, that would not only improve corporate governance for SCOR, but also provide its management with additional deep industry experience that is relevant to its ongoing transformation into a leader in cross-platform measurement. We also acknowledge that the preferred stockholders would need to consent to increasing the Board to 11 members from its current 10 members. Given the fact that the preferred stockholders would continue to have a majority of appointed members on the Board even with 11 total members, the unwillingness to make such a change would further reinforce our view that they have a complete disregard for the common stockholders of SCOR and further cement the fact that the Board is, defacto, comprised of one board of directors that represents the preferred stockholders and another that represents common stockholders.

180 Degree Capital is focused on providing support to management and ensuring the highest level of corporate governance of SCOR. 180 Degree Capital believes that the addition of Mr. McLaughlin to the Board accomplishes both goals, and that the unwillingness of the Board to pursue such an outcome, highlights glaringly that the Board wants to remain insulated from reality, has no self-awareness, and is not interested in building value for SCOR's common stockholders or its employees. 180 Degree Capital believes appointing Mr. McLaughlin to the Board would provide a complementary skill set and deep industry knowledge that the management team can draw on as it develops strategies for competing in the competitive measurement world.

About 180 Degree Capital Corp.

180 Degree Capital Corp. is a publicly traded registered closed-end fund focused on investing in and providing value-added assistance through constructive activism to what we believe are substantially undervalued small, publicly traded companies that have potential for significant turnarounds. Our goal is that the result of our constructive activism leads to a reversal in direction for the share price of these investee companies, i.e., a 180-degree turn. Detailed information about 180 and its holdings can be found on its website at www.180degreecapital.com.

Press Contact:
Daniel B. Wolfe
Robert E. Bigelow
180 Degree Capital Corp.
973-746-4500
ir@180degreecapital.com

Mo Shafroth
Peaks Strategies
mshafroth@peaksstrategies.com

Forward-Looking Statements

This press release and the attached letter may contain statements of a forward-looking nature relating to future events. These forward-looking statements are subject to the inherent uncertainties in predicting future results and conditions. These statements reflect 180 Degree Capital's current beliefs, are based upon public information provided in many cases by the Company, and a number of important factors could cause actual results to differ materially from those expressed in this press release. Please see the Company's securities filings filed with the Securities and Exchange Commission for a more detailed discussion of the risks and uncertainties associated with the Company's business and other significant factors that could affect the Company's actual results. Except as otherwise required by federal securities laws, 180 undertakes no obligation to update or revise these forward-looking statements to reflect new events or uncertainties. The reference and link to the website www.180degreecapital.com has been provided as a convenience, and the information contained on such website is not incorporated by reference into this press release. 180 is not responsible for the contents of third-party websites.

CERTAIN INFORMATION CONCERNING THE PARTICIPANTS

180 Degree Capital Corp., a New York Corporation ("180 Degree Capital"), intends to file a preliminary proxy statement and accompanying WHITE universal proxy card with the Securities and Exchange Commission ("SEC") to be used to solicit votes for the election of its slate of a highly-qualified director nominee at the 2024 annual meeting of stockholders of comScore, Inc., a Delaware corporation (the "Company").

180 DEGREE CAPITAL STRONGLY ADVISES ALL STOCKHOLDERS OF THE COMPANY TO READ THE PROXY STATEMENT AND OTHER PROXY MATERIALS AS THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. SUCH PROXY MATERIALS WILL BE AVAILABLE AT NO CHARGE ON THE SEC'S WEB SITE AT [HTTP://WWW.SEC.GOV](http://www.sec.gov). IN ADDITION, THE PARTICIPANTS IN THIS PROXY SOLICITATION WILL PROVIDE COPIES OF THE PROXY STATEMENT WITHOUT CHARGE, WHEN AVAILABLE, UPON REQUEST. REQUESTS FOR COPIES SHOULD BE DIRECTED TO THE PARTICIPANTS' PROXY SOLICITOR.

The participants in the proxy solicitation are anticipated to be 180 Degree Capital, Kevin M. Rendino and certain other of 180 Degree Capital's senior management, and Matthew F. McLaughlin.

As of the date hereof, 180 Degree Capital beneficially owns an aggregate of 340,366 shares of Common Stock, \$0.001 par value per share, of the Company (the "Common Stock"), which includes 12,108 shares of Common Stock held in a separately managed account for which 180 Degree Capital serves as the investment manager. As of the date hereof, Mr. McLaughlin directly beneficially owns 100,000 shares of Common Stock. As of the date hereof, Mr. Rendino directly beneficially owns 20,000 shares of Common Stock.

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. 7)¹

Comscore, Inc.
(Name of Issuer)

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

20564W204
(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)

January 25, 2024
(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.

¹ 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).

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 340,366 shares*
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 340,366 shares*
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 340,366 shares*	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)	
13	PERCENT OF CLASS REPRESENTED IN ROW (11) 7.2%*	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) IV	

* Reflects a reverse stock split of the Common Stock of the Issuer at a ratio of 1-for-20.

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 100,000 shares*
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 100,000 shares*
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 100,000 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) IN	

* Reflects a reverse stock split of the Common Stock of the Issuer at a ratio of 1-for-20.

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 20,000 shares*
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 20,000 shares*
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 20,000 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	

* Reflects a reverse stock split of the Common Stock of the Issuer at a ratio of 1-for-20.

CUSIP No. 20564W204

The following constitutes Amendment No. 7 to the Schedule 13D filed by the undersigned ("Amendment No. 7"). This Amendment No. 7 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 340,366 shares of Common Stock of the Issuer beneficially owned by 180 Degree Capital is \$12,501,940, 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 100,000 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.

(3) The aggregate purchase price of the 20,000 shares of Common Stock of the Issuer beneficially and jointly owned by Mr. Rendino and his spouse is \$627,635, 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 January 25, 2024, 180 Degree Capital delivered a formal letter to the Issuer notifying the Issuer of (i) its intent to present a proposal requesting that the Issuer's Board of Directors (the "Board") take all necessary steps to declassify its Board so that directors are elected on an annual basis starting at the Issuer's 2025 annual meeting of stockholders, and (ii) its nomination of Matthew F. McLaughlin (the "Nominee") for election to the Board at the Issuer's fiscal year 2024 annual meeting of stockholders (the "Annual Meeting"), whose background and qualifications are set forth below. Effective January 25, 2024, the 180 Degree Capital withdrew the Proposal previously submitted pursuant to Rule 14a-8.

Also on January 29, 2024, 180 Degree Capital issued a press release (the "Press Release"), which announced that 180 Degree Capital had nominated the Nominee for election to the Board at the Annual Meeting. Furthermore, 180 Degree Capital reiterated the need for a new member on the Board to bring a fresh perspective. The full text of the Press Release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

180 Degree Capital's nominee is:

Matthew F. McLaughlin, age 54, is a retired advertising technology executive and Naval officer. Most recently, Mr. McLaughlin served as Chief Operating Officer of DoubleVerify Holdings, Inc. (NYSE: DV) ("DoubleVerify"), a software platform for digital media measurement and analytics, from 2011 to March 2022. As COO of DoubleVerify, Mr. McLaughlin directed its Product, Engineering and Sales Operations activity, including managing over half the company's employees. During his tenure, DoubleVerify grew revenue at more than a 35% CAGR with a terminal gross profit above 30% and valuation growth of 30,000% from 2012 to 2021. Mr. McLaughlin was deeply involved in both the private equity sale in 2017 and the multi-billion dollar initial public offering in 2021. Mr. McLaughlin served as a Senior Advisor at DoubleVerify from March 2022 to July 2022. As Senior Advisor, he leveraged his decade-plus operational experience to guide the CEO on the product strategy, technology operations and overall company performance while transitioning these teams to new executive leadership. Mr. McLaughlin served as President and Chief Operating Officer of CUnet, LLC, an online marketing agency and software subsidiary of Nelnet, Inc. (NYSE: NNI), from 2008 to 2011. Mr. McLaughlin served as General Manager of Audience and Media at BDMetrics Inc., an information technology company, from 2007 to 2008; Vice President of Performance Media at VNC Communications, Inc (d/b/a Performics), a performance marketing subsidiary of DoubleClick Inc., from 2006 to 2007; Senior Vice President of Operations at Heavy Hammer, Inc., a technology company, from 2005 to 2006; Director of Business Technology, Search Marketing, and Email & Affinity Marketing at Advertising.com, Inc., an online advertising company that was acquired by AOL, Inc. (formerly NYSE: AOL), from 2001 to 2005; and an Applications Technology Sales Consultant for Oracle Corporation (NYSE: ORCL), a multinational computer technology company, from 2000 to 2001. Formerly, Mr. McLaughlin served as a U.S. Navy Submarine Officer, from 1992 to 2000. Mr. McLaughlin received a M.A. (Cantab) in Natural Science from the University of Cambridge and B.S. in Computer Science from the United States Naval Academy.

As disclosed in Amendment No. 5 of the Schedule 13D, 180 Degree Capital originally planned to nominate two director nominee candidates for consideration at the Annual Meeting. One of 180 Degree Capital's original nominees was intended as a replacement for Brent Rosenthal. 180 Degree Capital welcomed the announcement by the Issuer on December 29, 2023 that Mr. Rosenthal will not stand for re-election at the Annual Meeting. 180 Degree Capital thanks the Board for taking incremental steps toward improving the corporate governance of the Issuer, but it believes more steps need to be taken. Accordingly, 180 Degree Capital will pursue the nomination of Mr. McLaughlin.

Subsequent to this announcement, 180 Degree Capital communicated to the Board that it needs to include a new member who will bring fresh perspectives, business knowledge (specifically digital), and additional focus on building value for Common Stock holders. The Nominating Committee of the Board initially expressed no interest in speaking with Mr. McLaughlin due, we believe, to a decision that it would not nominate him for election at the Annual Meeting regardless of his qualifications and complementary skill sets. Subsequent discussions appear to indicate that the Nominating Committee is willing to meet with Mr. McLaughlin, but we remain unconvinced that the Board will take actions that will lead to Mr. McLaughlin joining the Board at the Annual Meeting. As of the date of this filing, there are no formal discussions planned.

180 Degree Capital realizes that there are only three seats up for election, and it would prefer to not run candidates against Jon Carpenter, William Livek or Leslie Gillin, but it cannot stand idly by while the Board continues to be dysfunctional and operate in manners that are not in the best interest of all stakeholders.

Once again, 180 Degree Capital's strong preference is to not engage in a competitive proxy contest. 180 Degree Capital's original filings were meant to initiate discussions to improve the corporate governance of the Issuer. Initial steps were made on this front, but the Issuer only initiated formal discussions with 180 Degree Capital on this topic in mid-January 2024. 180 Degree Capital is interested in action, the only type of action that is possible with representation on the Board. Given the limitations of the director positions that are up for election at the Annual Meeting due to the Company's staggered Board, 180 Degree Capital offers the following potential solutions:

1. The Board expands to 11 members, five of whom would be non-preferred directors, with Mr. McLaughlin being appointed to the new vacancy coincident with the Annual Meeting.
2. One of the current non-preferred appointed members of the Board transitions to a Board Emeritus or other Board Advisory role in conjunction with Mr. McLaughlin's election/appointment to the Board so that person could remain involved with the Issuer and its Board, if desired by both parties; or
3. One of the current non-preferred appointed members resigns from the Board in conjunction with Mr. McLaughlin's appointment to the Board that can coincide with the Annual Meeting.

180 Degree Capital believes each of these suggestions are viable paths forward that would not only improve corporate governance for the Issuer, but also provide its management with additional deep industry experience that is relevant to its ongoing transformation into a leader in cross-platform measurement. We also acknowledge that the preferred stockholders would need to consent to increasing the Board to 11 members from its current 10 members. Given the fact that the preferred stockholders would continue to have a majority of appointed members on the Board even with 11 total members, the unwillingness to make such a change would further support their complete disregard for the common stockholders of the Issuer and cement the fact that the Board is, defacto, comprised of one board of directors that represents the preferred stockholders and another that represents common stockholders.

180 Degree Capital is focused on providing support to management and ensuring the highest level of corporate governance of the Issuer. 180 Degree Capital believes that the addition of Mr. McLaughlin to the Board accomplishes both goals, and that the unwillingness of the Board to pursue such an outcome highlights glaringly that the Board wants to remain insulated from reality, has no self-awareness, and is not interested in building value for the Issuer's common stockholders or its employees. 180 Degree Capital believes appointing Mr. McLaughlin to the Board would provide complementary skill sets and deep industry knowledge that the management team can draw on as it develops strategies for competing in the competitive measurement world.

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	952	\$13.3966	12/5/2023	180 Degree Capital Corp.
Common Stock	4,999	\$14.1748	12/18/2023	180 Degree Capital Corp.
Common Stock	2,613	\$13.5334	12/21/2023	Kevin M. Rendino
Common Stock	4,170	\$18.2202	1/22/2024	Kevin M. Rendino

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

Item 6 is hereby amended to add the following:

On January 25, 2024, 180 Degree Capital entered into a letter agreement (the “Indemnification Agreement”) with Mr. McLaughlin, pursuant to which 180 Degree Capital has agreed to indemnify Mr. McLaughlin against certain claims arising from the solicitation of proxies from the Issuer’s stockholders in connection with the Annual Meeting and any related transactions. A form of the Indemnification Agreement is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

Mr. McLaughlin has granted Daniel B. Wolfe a power of attorney (the “Power of Attorney”) to execute certain SEC filings and other documents in connection with the solicitation. A form of Power of Attorney is attached hereto as Exhibit 99.3 and is incorporated herein by reference.

Item 7. Material to be Filed as Exhibits

Item 7 is hereby amended to add the following exhibits:

- Exhibit 99.1 – [Press Release, dated January 29, 2024.](#)
 - Exhibit 99.2 – [Indemnification Agreement, dated January 25, 2024.](#)
 - Exhibit 99.3 – [Power of Attorney, dated January 25, 2024.](#)
-

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: January 29, 2024

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

**180 DEGREE CAPITAL CORP.
7 N. Willow Street, Suite 4B
Montclair, NJ 07042**

January 25, 2024

Matthew F. McLaughlin
53 Gideon Garth
Severna Park, MD 21146

Re: comScore, Inc.

Dear Mr. McLaughlin:

Thank you for agreeing to serve as a nominee for election to the board of directors of comScore, Inc. (the "Company") in connection with the proxy solicitation that 180 Degree Capital Corp. and certain of its affiliates (collectively, the "180 Degree Group") is considering undertaking to nominate and elect directors at the Company's 2024 annual meeting of stockholders, or any other meeting of stockholders held in lieu thereof, and any adjournments, postponements, reschedulings or continuations thereof (the "180 Degree Group Solicitation"). Your outstanding qualifications, we believe, will prove a valuable asset to the Company and all of its stockholders. This letter ("Agreement") will set forth the terms of our agreement.

The members of the 180 Degree Group agree to jointly and severally indemnify and hold you harmless against any and all claims of any nature, whenever brought, arising from the 180 Degree Group Solicitation and any related transactions, irrespective of the outcome; provided, however, that you will not be entitled to indemnification for claims arising from your gross negligence, willful misconduct, intentional and material violations of law, criminal actions or material breach of the terms of this Agreement; provided further, that upon your becoming a director of the Company, this indemnification shall not apply to any claims made against you in your capacity as a director of the Company. This indemnification will include any and all losses, liabilities, damages, demands, claims, suits, actions, judgments, or causes of action, assessments, costs and expenses, including, without limitation, interest, penalties, reasonable attorneys' fees, and any and all reasonable costs and expenses incurred in investigating, preparing or defending against any litigation, commenced or threatened, any civil, criminal, administrative or arbitration action, or any claim whatsoever, and any and all amounts paid in settlement of any claim or litigation asserted against, resulting, imposed upon, or incurred or suffered by you, directly or indirectly, as a result of or arising from the 180 Degree Group Solicitation and any related transactions (each, a "Loss").

In the event you are notified or otherwise become aware of a claim against you pursuant to the prior paragraph or the occurrence of a Loss, you shall give the 180 Degree Group prompt written notice (including through electronic submission) of such claim or Loss (provided that failure to promptly notify the 180 Degree Group shall not relieve us from any liability which we may have on account of this Agreement, except to the extent we shall have been materially prejudiced by such failure). Upon receipt of such written notice, the 180 Degree Group will provide you with counsel to represent you. Such counsel shall be reasonably acceptable to you. In addition, you will be reimbursed promptly for all Losses suffered by you and as incurred as provided herein. The 180 Degree Group may not enter into any settlement of loss or claim without your consent unless such settlement includes a release of you from any and all liability in respect of such claim.

You hereby agree to keep confidential and not disclose to any party, without the consent of the 180 Degree Group, any confidential, proprietary or non-public information (collectively, "Information") of the 180 Degree Group or its affiliates which you have heretofore obtained or may obtain in connection with your service as a nominee hereunder. Notwithstanding the foregoing, Information shall not include any information that is publicly disclosed by the 180 Degree Group or its affiliates or any information that you can demonstrate is now, or hereafter becomes, through no act or failure to act on your part, otherwise generally known to the public.

Notwithstanding the foregoing, if you are required by applicable law, rule, regulation or legal process to disclose any Information you may do so provided that you first promptly notify the 180 Degree Group so that the 180 Degree Group or any member thereof may seek a protective order or other appropriate remedy or, in the 180 Degree Group's sole discretion, waive compliance with the terms of this Agreement. In the event that no such protective order or other remedy is obtained or the 180 Degree Group does not waive compliance with the terms of this Agreement, you may consult with counsel at the cost of the 180 Degree Group and you may furnish only that portion of the Information which you are advised by counsel is legally required to be so disclosed and you will request that the party(ies) receiving such Information maintain it as confidential.

All Information, all copies thereof, and any studies, notes, records, analysis, compilations or other documents prepared by you containing such Information, shall be and remain the property of the 180 Degree Group and, upon the request of a representative of the 180 Degree Group, all such Information shall be returned or, at the 180 Degree Group's option, destroyed by you, with such destruction confirmed by you to the 180 Degree Group in writing.

This Agreement shall be governed by the laws of the State of New York, without regard to the principles of the conflicts of laws thereof.

* * *

If you agree to the foregoing terms, please sign below to indicate your acceptance.

Very truly yours,

180 DEGREE CAPITAL CORP.

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

ACCEPTED AND AGREED:

/s/ Matthew F. McLaughlin
MATTHEW F. MCLAUGHLIN

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints Daniel B. Wolfe the undersigned's true and lawful attorney-in-fact to take any and all action in connection with (i) the undersigned's beneficial ownership of, or participation in a group with respect to, securities of comScore, Inc., a Delaware corporation (the "Company"), directly or indirectly beneficially owned by 180 Degree Capital Corp. or any of its affiliates (collectively, the "Group") and (ii) any proxy solicitation by the Group to elect the Group's slate of director nominees to the board of directors of the Company at the 2024 annual meeting of stockholders of the Company, including any adjournments or postponements thereof (the "Solicitation"). Such action shall include, but not be limited to:

1. if applicable, executing for and on behalf of the undersigned any Schedule 13D, and amendments thereto, filed by the Group that are required to be filed under Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and the rules thereunder in connection with the undersigned's beneficial ownership of, or participation in a group with respect to, securities of the Company or the Solicitation;
2. if applicable, executing for and on behalf of the undersigned all Forms 3, 4 and 5 required to be filed under Section 16(a) of the Exchange Act and the rules thereunder in connection with the undersigned's beneficial ownership of, or participation in a group with respect to, securities of the Company or the Solicitation;
3. executing for and on behalf of the undersigned all Group Agreements or similar documents pursuant to which the undersigned shall agree to be a member of the Group;
4. performing any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such document, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
5. taking any other action of any type whatsoever in connection with the Solicitation, including entering into any settlement agreement, that in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with Section 13(d), Section 16 or Section 14 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer a member of the Group unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 25th day of January 2024.

/s/ Matthew F. McLaughlin

MATTHEW F. MCLAUGHLIN