

COMSCORE, INC.  
Form DEFA14A  
July 09, 2015

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

SCHEDULE 14A

(Rule 14a-101)

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

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-11(c) or §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:

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

(3) Filing Party:

(4) Date Filed:

2

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Explanatory Note:

comScore, Inc. (the “Company”) prepared the attached written materials to accompany oral discussions to be held with certain stockholders relating to the Company’s proposal to approve on an advisory basis the compensation awarded to its named executive officers in 2014, which proposal is to be voted on at the Company’s 2015 Annual Meeting of Stockholders to be held on July 21, 2015.

The Company encourages all stockholders to review the proxy statement made available on June 8, 2015 relating to such meeting.

Additional Materials:

For info about the proprietary technology used in comScore products, refer to [http://comscore.com/About\\_comScore/Patents](http://comscore.com/About_comScore/Patents) comScore 2014 Executive Compensation William Henderson, Chairman, Compensation Committee July, 2015

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