

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

ADMINISTRATIVE PROCEEDING
File No. 3-19499

In the Matter of

Comscore, Inc.,

Respondent.

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ADMINISTRATIVE PROCEEDING
File No. 3-19500

In the Matter of

Serge Matta,

Respondent.

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COMSCORE FAIR FUND PLAN NOTICE TO PRELIMINARY CLAIMANTS

TO: Persons who purchased or acquired Comscore common stock (the “Security”) from February 20, 2014 through March 23, 2018, inclusive (the “Relevant Period”), and were harmed by violations of the federal securities laws.¹

If you purchased or acquired the Security during the Relevant Period, you are a Preliminary Claimant, and you may be entitled to a recovery from the Comscore Fair Fund. To be considered for a Distribution Payment, you must submit a Claim Form with the necessary documentation to the Fund Administrator, JND Legal Administration. Your Claim Form must be received or postmarked by the Claims Bar Date of March 31, 2025. Late claims will not be considered.

I. Purpose of this Notice.

The United States Securities and Exchange Commission (“SEC” or “Commission”) approved a distribution plan (the “Plan”) on November 13, 2024. The purpose of this Plan Notice (“Notice”) is to inform you that you may be eligible to share in the proceeds of the Fair Fund. Copies of this Notice and the Claim Form are available on the Fair Fund’s website at www.ComscoreFairFund.com. If you would like a paper copy of the Claim Form, please contact the Fund Administrator by phone at 877-231-0640 or by email to Info@ComscoreFairFund.com.

Please Note: Receipt of this Notice does not guarantee that you are eligible to receive a Distribution Payment. In addition, the Fund Administrator does not have information regarding your transactions in the Security.

¹ Any capitalized terms used in this Notice that are not otherwise defined herein shall have the meaning ascribed to them in the Plan of Distribution, which is available on the website established for the Fair Fund at www.ComscoreFairFund.com.

NOTICE REGARDING ELECTRONIC FILES: Claimants are strongly encouraged to submit information regarding their transactions electronically. If you plan to submit a large number of transactions, please consult the mandatory electronic filing requirements and use the file layout available on the Fair Fund website at www.ComscoreFairFund.com. You may also email the Fund Administrator's electronic filing department at CSFSecurities@JNDLA.com for more information. Please note that if you submit a file that does not comply with the electronic filing requirements, it will be rejected by the Fund Administrator. Proof of authority to submit a Claim Form on behalf of any managed accounts must be submitted with any Claim Forms for such accounts.

PLEASE READ THIS NOTICE CAREFULLY AND IN ITS ENTIRETY. THIS NOTICE CONTAINS IMPORTANT INFORMATION REGARDING YOUR ELIGIBILITY TO RECEIVE A DISTRIBUTION PAYMENT FROM THE FAIR FUND.

II. Background.

On September 24, 2019, the Commission issued separate, but related orders (the "Orders") instituting and simultaneously settling cease-and-desist proceedings against the Respondents. In the Orders, the Commission found that, from February 2014 through February 2018, at the direction and oversight of its former Chief Executive Officer, Matta, Comscore's public filings materially overstated revenue by approximately \$43 million as result of a fraudulent scheme and improper accounting involving the manipulation of non-monetary and monetary contracts. Comscore's and Matta's actions enabled the company to artificially exceed its analysts' consensus revenue targets in seven consecutive quarters. In addition, from April 2014 through February 2016, Comscore and Matta made false and misleading statements about two important performance metrics. As a result of the conduct described its Orders, the Commission found that Comscore and Matta violated the federal securities laws. In their respective Orders, the Commission ordered Comscore and Matta, to pay \$5,000,000 and \$700,000 in civil money penalties, respectively, to the Commission.

In each of the Orders, the Commission created a fair fund, pursuant to Section 308(a) of the Sarbanes-Oxley Act of 2002, so the penalties collected can be distributed to harmed investors. On April 27, 2023, the Commission issued an Order Consolidating Fair Funds to consolidate the two fair funds into a single fair fund (the "Comscore Fair Fund" or "Fair Fund"). The Respondents have paid in full, and the \$5,700,000 paid by Respondents has been combined and comprises the Fair Fund.

On December 27, 2023, the Commission appointed JND Legal Administration as the fund administrator for the Fair Fund (the "Fund Administrator"). The Fund Administrator is responsible for administering the Fair Fund in accordance with the Plan.

III. Eligibility Criteria and Allocation for the Fair Fund.

The Fair Fund, together with accumulated interest and earnings, less Administrative Costs (the "Net Available Fair Fund") will be distributed to Eligible Claimants who purchased or acquired the Security during the Relevant Period, who suffered a Recognized Loss, and whose Distribution Payment calculates to an amount equal to or greater than the Minimum Distribution Amount of \$10.00.

To receive a Distribution Payment, a claimant must meet all the requirements of an Eligible Claimant under the Plan for the Comscore Fair Fund and must have a distribution amount of at least \$10.00 (the Minimum Distribution Amount) as calculated under the Plan of Allocation, which is Exhibit A to the Plan. The Plan is available on the Fair Fund website, www.ComscoreFairFund.com and on the SEC's Harmed Investor page, <https://www.sec.gov/enforcement-litigation/distributions-harmed-investors/comscore>.

Excluded Parties are:

- The Respondents;

Questions? Visit www.ComscoreFairFund.com or call 1-877-231-0640

- Present or former officers or directors of Respondents or any assigns, creditors, heirs, distributees, spouses, parents, dependent children or controlled entities of any of the foregoing Persons or entities;
- Any employee or former employee of the Respondents or any of its affiliates who has been terminated for cause or has otherwise resigned, in connection with the conduct described in the Order;
- Any Person who, as of the Claims Bar Date, has been the subject of criminal charges related to the conduct described in the Order or any related Commission action;
- Any firm, trust, corporation, officer, or other entity in which Respondents has or had a controlling interest;
- The Fund Administrator, its employees, and those Persons assisting the Fund Administrator in its role as the Fund Administrator; or
- Any purchaser or assignee of another Person's right to obtain a recovery from the Fair Fund for value; provided, however, that this provision shall not be construed to exclude those Persons who obtained such a right by gift, inheritance or devise.

Should the sum of the Recognized Losses of all Eligible Claimants exceed the Net Available Fair Fund, the Fund Administrator will distribute funds to the Eligible Claimants based upon a *pro rata* distribution formula. Each Eligible Claimant's *Pro-Rata* Percentage will be calculated for each Eligible Claimant as the ratio of his, her, or its Recognized Loss to the sum of Recognized Losses of all Eligible Claimants. Each Eligible Claimant's distribution amount will equal his, her or its "*Pro-Rata* Percentage" of the Net Available Fair Fund. To avoid a windfall, an Eligible Claimant's distribution amount will be capped at the Recognized Loss less any Prior Recovery (received from another source), plus any potential Reasonable Interest awarded, and subject to the \$10 Minimum Distribution Amount.

No Eligible Claimant shall receive a distribution payment unless his, her or its Recognized Loss calculated pursuant to the Plan of Allocation results in a payment that is equal to or greater than \$10.00 Minimum Distribution Amount. Claims that would result in a payment of less than \$10.00 will not be paid.

V. Claim Forms.

CLAIM FORMS ARE AVAILABLE ON THE FAIR FUND WEBSITE AT WWW.COMSCOREFAIRFUND.COM. CLAIM FORMS MUST BE RECEIVED BY OR MAILED TO THE ADDRESS BELOW AND POSTMARKED BY MARCH 31, 2025.

**Comscore Fair Fund
c/o JND Legal Administration
P.O. Box 91203
Seattle, WA 98111**

IF YOU FAIL TO TIMELY SUBMIT A COMPLETED CLAIM FORM, YOU MAY BE BARRED FROM RECEIVING A PAYMENT FROM THE FAIR FUND. THE CLAIM FORM MUST BE ACCOMPANIED BY APPROPRIATE SUPPORTING DOCUMENTS FOR EACH TRANSACTION LISTED IN THE CLAIM FORM.

If you submit a Claim Form that fails to provide all required information, or is otherwise deficient, you may receive a Claim Status Notice advising you of the reason(s) why the claim is deficient and of the opportunity to cure such deficiencies.

VI. Claims Determination.

The Fund Administrator shall mail a Claim Status Notice advising each claimant who has a deficient Claim Form. The Claim Status Notice will provide each claimant the reason(s) for the deficiency. If a claim is denied in whole or in part, the Fund Administrator will state the reason for such denial. Claimants may cure deficiencies or seek reconsideration of denied claims subject to the time limitations in the Plan. The Fund Administrator will complete all claim determinations and send a Determination Notice to all claimants who timely submitted a Claim Form. All

determinations of the Fund Administrator that are made in accordance with the Plan shall be final and not subject to appeal. See Plan paragraphs 12 and 61-62.

VIII. Special Notice to Securities Brokers and Other Nominee Purchasers.

Banks, brokers, and other nominees that may have records of purchasers of the Security during the Relevant Period must (a) within 14 days of the Nominees' or Custodians' receipt of the Plan Notice, notify and send the Plan Notice to the respective beneficial owners and as requested, provide to the beneficial owners a Claim Form, so that the beneficial owners may timely file a claim. The burden will be on the Nominees or Custodians to ensure the claims process information, including, if requested, the Claim Form, Plan Notice and other relevant materials, is properly disseminated to the beneficial owners; and/or (b) provide to the Fund Administrator, within 14 days of receipt of the Plan Notice, a list of last known names and addresses for all beneficial owners for whom/which they purchased, as the record holder, the Security during the Relevant Period, so that the Fund Administrator can communicate with the beneficial owners directly.

IX. Additional Information.

Additional information regarding the Fair Fund may be found at www.ComscoreFairFund.com. Claim Forms may be downloaded from the website. You may obtain additional information or request copies of the Claim Form by calling the Fair Fund's toll-free hotline at 1-877-231-0640 or by emailing Info@ComscoreFairFund.com.

PLEASE CHECK THE WEBSITE WWW.COMSCOREFAIRFUND.COM FREQUENTLY FOR UPDATES