

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 101067 / September 17, 2024

ADMINISTRATIVE PROCEEDING
File No. 3-19499

In the Matter of

COMSCORE, INC.,

Respondent.

**NOTICE OF PROPOSED PLAN OF
DISTRIBUTION AND OPPORTUNITY
FOR COMMENT**

ADMINISTRATIVE PROCEEDING
FILE NO. 3-19500

In the Matter of

SERGE MATTA,

Respondent.

Notice is hereby given, pursuant to Rule 1103 of the United States Securities and Exchange Commission’s (the “Commission”) Rules on Fair Fund and Disgorgement Plans (the “Commission’s Rules”), 17 C.F.R. § 201.1103, that the Division of Enforcement has submitted to the Commission a proposed plan of distribution (the “Proposed Plan”) for the distribution of monies paid in the above-captioned matters.

On September 24, 2019, the Commission issued separate, but related Orders Instituting Cease-and-Desist Proceedings Pursuant to Section 8A of the Securities Act of 1933 and Section 21C of the Securities Exchange Act of 1934, Making Findings, and Imposing a Cease-and-Desist Order (the “Orders”) against Comscore, Inc. (“Comscore”)¹ and Serge Matta (“Matta”)² (collectively, the “Respondents”). The Commission found that from February 2014 through February 2016, at the direction and oversight of its former Chief Executive Officer, Matta, Comscore public filings materially overstated revenue by approximately \$43 million as result of

¹ Securities Act. Rel. No. 10692 (Sept. 24, 2019).

² Securities Act. Rel. No. 10693 (Sept. 24, 2019).

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 target 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.

The Commission ordered Comscore and Matta to pay \$5,000,000 and \$700,000, respectively, in civil money penalties to the Commission. In each of the Orders, the Commission also 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.³

The Comscore Fair Fund includes the \$5,700,000 paid by the Respondents. The assets of the Comscore Fair Fund are subject to the continuing jurisdiction and control of the Commission. The Comscore Fair Fund has been deposited in a Commission-designed account at the U.S. Department of the Treasury, and any interest accrued will be added to the Comscore Fair Fund.

OPPORTUNITY FOR COMMENT

Pursuant to this Notice, all interested persons are advised that they may obtain a copy of the Plan from the Commission's public website at <https://www.sec.gov/litigation/fairfundlist.htm>. Interested persons may also obtain a written copy of the Proposed Plan by submitting a written request to Jennifer Cardello via email at cardelloj@sec.gov. All persons who desire to comment on the Proposed Plan may submit their comments, in writing, no later than thirty (30) days from the date of this Notice:

1. to the Office of the Secretary, United States Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549-1090;
2. by using the Commission's Internet comment form (<http://www.sec.gov/litigation/admin.shtml>); or
3. by sending an e-mail to rule-comments@sec.gov.

Comments submitted by email or via the Commission's website should include "Administrative Proceeding File Nos. 3-19499 and 3-19500" in the subject line. Comments received will be publicly available. Persons should submit only information they wish to make publicly available.

³ Exchange Act Rel. No. 97389 (Apr. 27, 2023).

THE PROPOSED PLAN

The Net Available Fair Fund⁴ is comprised of the \$5,700,000 in civil money penalties paid by the Respondents, plus any interest and income earned thereon, less taxes, fees, and expenses. The Proposed Plan provides for the distribution of the Net Available Fair Fund to investors who purchased or acquired shares of Comscore common stock on February 20, 2014 through March 23, 2018, inclusive as calculated using the methodology detailed in Plan of Allocation, attached as Exhibit A to the Proposed Plan.

For the Commission, by the Division of Enforcement, pursuant to delegated authority.⁵

Vanessa A. Countryman
Secretary

⁴ All capitalized terms used herein but not defined shall have the same meanings ascribed to them in the Proposed Plan.

⁵ 17 C.F.R. § 200.30-4(a)(21)(iii).