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**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**SCHEDULE 13D**

Under the Securities Exchange Act of 1934

**(Amendment No. 2)\***

**COMSCORE, INC.**

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**(Name of Issuer)**

**Common Stock, par value \$0.001 per share**

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**(Title of Class of Securities)**

**20564W105**

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**(CUSIP Number)**

**Jennifer A. Smith**  
**400 Washington Blvd.,**  
**Stamford, CT, 06902**  
**(203) 905-7801**

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

**09/26/2025**

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**(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 §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

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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**SCHEDULE 13D**

**CUSIP No. 20564W105**

Name of reporting person

1

Charter Communications, Inc.

2

Check the appropriate box if a member of a Group (See Instructions)

(a)

(b)

3 SEC use only  
Source of funds (See Instructions)

4 WC  
Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5   
Citizenship or place of organization

6 DELAWARE

Sole Voting Power

7

0.00

Number of Shares Beneficially

Shared Voting Power

8

Owned by Each Reporting Person

1,631,889.00

Sole Dispositive Power

9

0.00

With: Shared Dispositive Power

10

1,631,889.00

Aggregate amount beneficially owned by each reporting person

11 1,631,889.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12   
Percent of class represented by amount in Row (11)

13 24.55 %

Type of Reporting Person (See Instructions)

14 CO

**Comment for Type of Reporting Person:** Represents (i) 28,311 shares of Common Stock issuable upon settlement of deferred restricted stock units ("RSUs") and (ii) 1,603,578 shares of Common Stock issuable upon conversion of 31,928,301 shares of Series B Convertible Preferred Stock, par value \$0.001 ("Series B Preferred Stock"). Calculated based on 5,014,780 shares of Common Stock outstanding as of August 1, 2025, as reported on the Issuer's 10-Q filed with the Securities and Exchange Commission ("SEC") on August 6, 2025, as increased by (i) 1,603,578 shares of Common Stock issuable upon conversion of 31,928,301 shares of Series B Convertible Preferred Stock and (ii) 28,311 shares of Common Stock issuable upon settlement of deferred RSUs.

## SCHEDULE 13D

**CUSIP No.** 20564W105

Name of reporting person

1 CCH II, LLC

Check the appropriate box if a member of a Group (See Instructions)

2  (a)  
 (b)

3 SEC use only  
Source of funds (See Instructions)

4 AF

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

Citizenship or place of organization

6

DELAWARE

Sole Voting Power

7

0.00

Number of Shares Beneficially

Shared Voting Power

Owned by

1,631,889.00

Each Reporting Person

Sole Dispositive Power

9

0.00

With:

Shared Dispositive Power

10

1,631,889.00

Aggregate amount beneficially owned by each reporting person

11

1,631,889.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12

Percent of class represented by amount in Row (11)

13

24.55 %

Type of Reporting Person (See Instructions)

14

OO

**Comment for Type of Reporting Person:** Represents (i) 28,311 shares of Common Stock issuable upon settlement of deferred RSUs and (ii) 1,603,578 shares of Common Stock issuable upon conversion of 31,928,301 shares of Series B Convertible Preferred Stock. Calculated based on 5,014,780 shares of Common Stock outstanding as of August 1, 2025, as reported on the Issuer's 10-Q filed with the SEC on August 6, 2025, as increased by (i) 1,603,578 shares of Common Stock issuable upon conversion of 31,928,301 shares of Series B Convertible Preferred Stock and (ii) 28,311 shares of Common Stock issuable upon settlement of deferred RSUs.

### SCHEDULE 13D

**CUSIP No.** 20564W105

Name of reporting person

1

Charter Communications Holdings, LLC

Check the appropriate box if a member of a Group (See Instructions)

2

(a)

(b)

3

SEC use only

Source of funds (See Instructions)

4

AF

Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5

Citizenship or place of organization

6

DELAWARE

Number of

7

Sole Voting Power

Shares Beneficially Owned by Each Reporting Person With: 0.00 Shared Voting Power 8 1,631,889.00 Sole Dispositive Power 9 0.00 Shared Dispositive Power 10 1,631,889.00

Aggregate amount beneficially owned by each reporting person

11 1,631,889.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12  Percent of class represented by amount in Row (11)

13 24.55 %

Type of Reporting Person (See Instructions)

14 OO

**Comment for Type of Reporting Person:** Represents (i) 28,311 shares of Common Stock issuable upon settlement of deferred RSUs and (ii) 1,603,578 shares of Common Stock issuable upon conversion of 31,928,301 shares of Series B Convertible Preferred Stock. Calculated based on 5,014,780 shares of Common Stock outstanding as of August 1, 2025, as reported on the Issuer's 10-Q filed with the SEC on August 6, 2025, as increased by (i) 1,603,578 shares of Common Stock issuable upon conversion of 31,928,301 shares of Series B Convertible Preferred Stock and (ii) 28,311 shares of Common Stock issuable upon settlement of deferred RSUs.

### SCHEDULE 13D

**CUSIP No.** 20564W105

1 Name of reporting person

Spectrum Management Holding Company, LLC

Check the appropriate box if a member of a Group (See Instructions)

2  (a)

(b)

3 SEC use only

Source of funds (See Instructions)

4 AF

Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5

Citizenship or place of organization

6 DELAWARE

Number of Shares Beneficially Owned by Each Reporting Person With: 7 Sole Voting Power 0.00 Shared Voting Power 8 1,631,889.00 Sole Dispositive Power 9

0.00  
Shared Dispositive Power

10  
1,631,889.00

Aggregate amount beneficially owned by each reporting person

11  
1,631,889.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12  
  
Percent of class represented by amount in Row (11)

13  
24.55 %

Type of Reporting Person (See Instructions)

14  
OO

**Comment for Type of Reporting Person:** Represents (i) 28,311 shares of Common Stock issuable upon settlement of deferred RSUs and (ii) 1,603,578 shares of Common Stock issuable upon conversion of 31,928,301 shares of Series B Convertible Preferred Stock. Calculated based on 5,014,780 shares of Common Stock outstanding as of August 1, 2025, as reported on the Issuer's 10-Q filed with the SEC on August 6, 2025, as increased by (i) 1,603,578 shares of Common Stock issuable upon conversion of 31,928,301 shares of Series B Convertible Preferred Stock and (ii) 28,311 shares of Common Stock issuable upon settlement of deferred RSUs.

## SCHEDULE 13D

**CUSIP No.** 20564W105

Name of reporting person

1  
Charter Communications Holding Company, LLC  
Check the appropriate box if a member of a Group (See Instructions)

2  
 (a)  
 (b)

3  
SEC use only  
Source of funds (See Instructions)

4  
AF  
Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5  
  
Citizenship or place of organization

6  
DELAWARE

Sole Voting Power

7

Number of  
Shares  
Beneficially

0.00

Shared Voting Power

8

Owned by  
Each

1,631,889.00

Sole Dispositive Power

9

Reporting  
Person

0.00

With:  
Shared Dispositive Power

10

1,631,889.00

Aggregate amount beneficially owned by each reporting person

11  
1,631,889.00

12 Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)



Percent of class represented by amount in Row (11)

13

24.55 %

Type of Reporting Person (See Instructions)

14

OO

**Comment for Type of Reporting Person:** Represents (i) 28,311 shares of Common Stock issuable upon settlement of deferred RSUs and (ii) 1,603,578 shares of Common Stock issuable upon conversion of 31,928,301 shares of Series B Convertible Preferred Stock. Calculated based on 5,014,780 shares of Common Stock outstanding as of August 1, 2025, as reported on the Issuer's 10-Q filed with the SEC on August 6, 2025, as increased by (i) 1,603,578 shares of Common Stock issuable upon conversion of 31,928,301 shares of Series B Convertible Preferred Stock and (ii) 28,311 shares of Common Stock issuable upon settlement of deferred RSUs.

## SCHEDULE 13D

### Item 1. Security and Issuer

Title of Class of Securities:

(a)

Common Stock, par value \$0.001 per share

Name of Issuer:

(b)

COMSCORE, INC.

Address of Issuer's Principal Executive Offices:

(c)

11950 Democracy Drive, Suite 600, Reston, VIRGINIA , 20190.

**Item 1 Comment:** This Amendment No. 2 to Schedule 13D (this "Amendment No. 2" or "Statement") amends and supplements the statement on Schedule 13D originally filed with the SEC on March 19, 2021, as amended. Except as set forth herein, the Schedule 13D remains in full force and effect. Each capitalized term used but not defined herein has the meaning ascribed to such term in the Schedule 13D.

### Item 2. Identity and Background

This Schedule 13D is being filed by Charter Communications, Inc., a Delaware corporation ("Charter Parent"), CCH II, LLC, a Delaware limited liability company ("CCH II"), Charter Communications Holdings, LLC, a Delaware limited liability company ("Charter Holdings"), Spectrum Management Holding Company, a Delaware limited liability company ("Spectrum Holdings") and Charter Communications Holding Company, LLC, a Delaware limited liability company ("Charter Holding Company"). Charter Holding Company is the record holder of the reported shares. Spectrum Holdings is the controlling parent company of Charter Holding Company. Charter Holdings is the controlling parent company of Spectrum Holdings. CCH II is the controlling parent company of Charter Holdings. Charter Parent is the controlling parent company of CCH II. Charter Parent, Charter Holding Company, CCH II, Charter Holdings and Spectrum Holdings are sometimes referred to herein collectively as the "Reporting Persons" and individually as a "Reporting Person."

(a)

The address of the principal office of Charter Parent, Charter Holding Company, CCH II, Charter Holdings and Spectrum Holdings is 400 Washington Blvd., Stamford, Connecticut 06902.

(b)

Charter Parent and its subsidiaries (collectively, "Charter") is a leading broadband connectivity company and cable operator. Over an advanced communications network, supported by a 100% U.S.-based workforce, Charter offers a full range of state-of-the-art residential and business services including Spectrum Internet(r), TV, Mobile and Voice.

(c)

During the past five years, none of the Reporting Persons nor, to the knowledge of the Reporting Persons, any of their respective executive officers or directors, has been convicted in a criminal proceeding (excluding traffic violations and similar misdemeanors).

(d)

During the past five years, none of the Reporting Persons nor, to the knowledge of the Reporting Persons, any of their respective executive officers or directors, has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which such person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(e)

The name, citizenship, business address, principal business occupation or employment of Charter Parent are set forth in Exhibit 7 attached hereto.

(f)

### Item 4. Purpose of Transaction

The information set forth in Item 4 of the Schedule 13D is amended to incorporate the following at the end thereof: At the closing of the transactions contemplated thereby (the "Closing"), pursuant to the Exchange Agreement (as

defined in Item 6 below), in exchange for 31,928,301 shares of Series B Convertible Preferred Stock, the Issuer will issue to Charter Holding Company (i) 4,223,621 shares of Series C Convertible Preferred Stock, par value \$0.001 per share ("Series C Preferred Stock") and (ii) 3,286,825 shares of common stock, par value \$0.001 per share ("Exchange Common Stock"). Additionally, provided that the Closing occurs, the Issuer is obligated to make a one-time cash payment to Charter Holding Company in the amount of \$2,000,000 on June 30, 2028.

Item 5. Interest in Securities of the Issuer

(a) The information contained on the cover pages of this Schedule 13D and the information set forth in Item 4 of this Schedule 13D are incorporated herein by reference. As of the date hereof, the Reporting Persons beneficially own an aggregate of 1,631,889 shares of Common Stock, inclusive of 31,928,301 shares of Series B Preferred Stock which are convertible into 1,603,578 shares of Common Stock (as such amount is increased in respect of dividends that have accrued since June 30, 2024, which is not reflected in the reported securities) and 28,311 deferred RSUs. Such shares of Common Stock represent approximately 24.55% of the Issuer's outstanding Common Stock, assuming settlement of the deferred RSUs and the exchange of all Series B Preferred Stock held by the Reporting Persons into shares of Common Stock, in accordance with Rule 13d-3 of the Act.

(b) Charter Communications Holding Company, LLC, a Delaware limited liability company ("Charter Holding Company") is the record holder of the 31,928,301 shares of Series B Preferred Stock and has the right to receive 28,311 shares of Common Stock to be issued in settlement of deferred RSUs granted by the Issuer in respect of David Kline's and Jeffrey Barratt Murphy's service on the Issuer's board of directors. Spectrum Management Holding Company, a Delaware limited liability company ("Spectrum Holdings") is the controlling parent company of Charter Holding Company. Charter Communications Holdings, LLC, a Delaware limited liability company ("Charter Holdings") is the controlling parent company of Spectrum Holdings. CCH II, LLC, a Delaware limited liability company ("CCH II") is the controlling parent company of Charter Holdings. Charter Communications, Inc., a Delaware corporation ("Charter Parent") is the controlling parent company of CCH II. As a result of the foregoing ownership and relationships, each of Charter Parent, Charter Holding Company, CCH II, Charter Holdings and Spectrum Holdings may be deemed to have shared power to vote and dispose or direct the vote and direct the disposition of the reported securities directly held by Charter Holding Company. Neither the filing of this Statement nor any of its contents shall be deemed to constitute an admission by any of the Reporting Persons that it is the beneficial owner of any of the Common Stock referred to herein for the purposes of Section 13(d) of the Act, or for any other purpose, and such beneficial ownership (other than Series B Preferred Stock and Common Stock held directly by such Reporting Person) is expressly disclaimed by each such Reporting Person.

(c) Except as reported in Item 4 hereof, the Reporting Persons have not engaged in any transactions in the Common Stock during the last 60 days.

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

The information set forth in Item 6 of the Schedule 13D is amended to incorporate the following at the end thereof: Stock Exchange Agreement On September 26, 2025, the Issuer and Charter Holding Company entered into a Stock Exchange Agreement (the "Exchange Agreement") pursuant to which the Issuer agreed to exchange 31,928,301 shares of Series B Preferred Stock for (i) 4,223,621 shares of a new series of convertible preferred stock designated as "Series C Convertible Preferred Stock", par value \$0.001 per share, and (ii) 3,286,825 shares of Common Stock, par value \$0.001 per share (the "Exchange"). In connection with the Exchange, the Issuer is obligated to make a one-time cash payment to Charter Holding Company in the amount of \$2,000,000 on June 30, 2028. Stockholder Support Agreement On September 26, 2025, in connection with the execution of the Exchange Agreement, Charter Holding Company entered into a Stockholder Support Agreement with the Issuer (the "Support Agreement"). The Support Agreement requires Charter Holding Company to vote in favor of the approval of the Exchange, oppose any competing or delaying proposals, and to grant the Issuer an irrevocable proxy to enforce those voting commitments. Until the Exchange Agreement terminates, Charter Holding Company may not transfer or encumber Common Stock or enter any conflicting voting arrangements, subject to certain exceptions. Any additional or successor shares automatically become subject to the same restrictions. Second Amended and Restated Stockholders Agreement At the Closing, the Issuer and Charter Holding Company, Liberty Broadband Corporation and Pine Investor, LLC (the "Stockholders") will enter into a Second Amended and Restated Stockholders Agreement (the "Second Amended Stockholders Agreement"). The Amended Stockholders Agreement provides each Stockholder the right to designate two individuals to the ten-person board of directors ("Board"). Under the Second Amended Stockholders Agreement, each Stockholder will have the right to designate one individual to the seven (7) person board which also includes one (1) Additional Director jointly nominated by any Stockholder that continues to own at least 7.5% of the outstanding Common Stock on an as converted basis, and three (3) Unaffiliated Directors who are neither designees nor affiliates of the Stockholders. The Additional Director will be designated as Board Chair. Any change in the Board's size must be approved by a majority of the Unaffiliated Directors. Under the Amended Stockholders Agreement, each Stockholder had the right to designate a director so long as it held at least 10% of the outstanding Common Stock on an as converted basis. Under the Second Amended Stockholders Agreement, the individual designation threshold for each Stockholder will be 7.5%. The Additional Director seat will also be subject to a collective ownership threshold of at least 22.5% among the Stockholders. Under the Second Amended Stockholders Agreement, if a Stockholder (the "Buying Stockholder") acquires all of another Stockholder's (the "Selling Stockholder") Series C Preferred Stock (or related Common Stock) and Exchange Common Stock as of the Closing, the Selling Stockholder's designated director must resign. A director designated by the Buying Stockholder will fill the vacancy, provided the Buying Stockholder continues to own at least 7.5% of the outstanding Common Stock on an as-converted basis. No Stockholder may designate or nominate a majority of the Board. Under the Second Amended Stockholders Agreement, each Stockholder is obligated to vote any shares of Common Stock or Series C Preferred Stock held by

such Stockholder (or with respect to which such Stockholder has the power to vote) that represent voting power in excess of 49.99% of the total voting power of the Issuer in a neutral manner on all matters upon which the Stockholder is entitled to vote. Under the Second Amended Stockholders Agreement, Stockholders are restricted from transferring Exchange Common Stock for six months after the Closing, and Common Stock issued upon voluntary conversion of Series C Preferred Stock for six months after conversion unless the per-share price is at least \$12.50. Under the Second Amended Stockholders Agreement, until a Stockholder owns less than 5% of the outstanding Common Stock on an as converted basis, the Stockholder and its affiliates may not acquire more than 49.99% of the outstanding Common Stock on an as converted basis, publicly seek or encourage merger or similar transactions, solicit proxies, call stockholder meetings, initiate proposals, or seek director removal, subject to certain exceptions. First Amendment to Registration Rights Agreement At the Closing, the Issuer will amend its Registration Rights Agreement, dated as of March 10, 2021, by and among the Issuer and the other parties thereto (the "RRA", and such amendment, the "RRA Amendment"). The RRA Amendment, among other things, will amend the definition of "Registrable Securities" under the RRA to include shares of Series C Preferred Stock and shares of Common Stock issued upon conversion of the Series C Preferred Stock.

Item 7. Material to be Filed as Exhibits.

Exhibit 7 Directors and Executive Officers of the Reporting Persons Exhibit 8 Stock Exchange Agreement, dated September 26, 2025, by and between comScore, Inc. and Charter Communications Holding Company, LLC (incorporated by reference to Exhibit 10.1 to the Issuer's Current Report on Form 8-K, filed on September 29, 2025) (File No. 001-33520). Exhibit 9 Stockholder Support Agreement, dated September 26, 2025, by and between comScore, Inc. and Charter Communications Holding Company, LLC (incorporated by reference to Exhibit 10.4 to the Issuer's Current Report on Form 8-K, filed on September 29, 2025) (File No. 001-33520).

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Charter Communications, Inc.

Signature: /s/ Jennifer A. Smith  
Name/Title: Jennifer A. Smith / Vice President  
Date: 09/30/2025

CCH II, LLC

Signature: /s/ Jennifer A. Smith  
Name/Title: Jennifer A. Smith / Vice President  
Date: 09/30/2025

Charter Communications Holdings, LLC

Signature: /s/ Jennifer A. Smith  
Name/Title: Jennifer A. Smith / Vice President  
Date: 09/30/2025

Spectrum Management Holding Company, LLC

Signature: /s/ Jennifer A. Smith  
Name/Title: Jennifer A. Smith / Vice President  
Date: 09/30/2025

Charter Communications Holding Company, LLC

Signature: /s/ Jennifer A. Smith  
Name/Title: Jennifer A. Smith / Vice President  
Date: 09/30/2025

### Directors and Executive Officers of the Reporting Persons

The name and present principal occupation of each director and executive officer of Charter Parent is set forth below. Unless otherwise noted, the business address for each person listed below is c/o Charter Communications, Inc., 400 Washington Blvd., Stamford, Connecticut 06902. All executive officers and directors listed are United States citizens.

Name and Business Address (if applicable)	Principal Occupation and Principal Business (if applicable)
	Charter Communications, Inc.
Christopher L. Winfrey	President and Chief Executive Officer, Director
Richard J. DiGeronimo	President, Product and Technology
Jessica M. Fischer	Chief Financial Officer
Jamal H. Haughton	Executive Vice President, General Counsel and Corporate Secretary
Kevin D. Howard	Executive Vice President, Chief Accounting Officer and Controller
R. Adam Ray	Executive Vice President, Chief Commercial Officer
Eric L. Zinterhofer	Non-Executive Chairman of the Board
W. Lance Conn	Director
Kim C. Goodman	Director
John D. Markley, Jr.	Director
David C. Merritt	Director
Steven A. Miron	Director
Balan Nair	Director
Michael A. Newhouse	Director
Martin E. Patterson	Director
Mauricio Ramos	Director
Carolyn J. Slaski	Director
J. David Wargo	Director