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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act Of 1934**

**Date of Report (Date of earliest event reported): April 24, 2015 (April 20, 2015)**

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**Comstock Holding Companies, Inc.**  
(Exact Name of Registrant as Specified in its Charter)

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**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**1-32375**  
(Commission  
File Number)

**20-1164345**  
(IRS Employer  
Identification No.)

**1886 METRO CENTER DRIVE, FOURTH FLOOR  
RESTON, VIRGINIA 20190**  
(Address of principal executive offices) (Zip Code)

**Registrant's Telephone Number, Including Area Code: (703) 883-1700**

(Former Name or Former Address, if Changed Since Last Report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (See General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

On April 20, 2015, Comstock Holding Companies, Inc. (the “Company”) received a deficiency letter (the “Notice Letter”) from The Nasdaq Stock Market LLC (“Nasdaq”) advising that, based on the closing bid price of the Company’s Class A common stock for the previous 30 consecutive business days prior to the date of the Nasdaq letter, we do not comply with the minimum bid price requirement of \$1.00 per share, as required by Listing Rule 5550(a)(2). The notification has no immediate effect on the listing of our shares of Class A common stock on Nasdaq.

The Company has a grace period of 180 calendar days to regain compliance with the minimum closing price requirement for continued listing. If at any time during the 180-day grace period, the minimum closing bid price per share of the Company’s Class A common stock closes at or above \$1.00 for a period of ten consecutive business days, the Company will regain compliance and the matter will be closed. In the event that we do not regain compliance within the 180-day grace period, we may be eligible to receive an additional 180-day grace period, provided that the Company meets the continued listing requirement for market value of publicly held shares and all other applicable standards for initial listing on Nasdaq, except for the bid price requirement, and provides written notice of its intention to cure the minimum bid price deficiency during the second 180-day grace period. If the Company fails to regain compliance after the second 180-day grace period, the Company’s Class A common stock will be subject to delisting by Nasdaq.

At our annual meeting of stockholders expected to be held on June 17, 2015, we will seek stockholder approval for amendments to the Company’s Restated Certificate of Incorporation to effect a reverse stock split. The rationale and the ratio of the reverse stock split, if implemented in the discretion of the Company’s Board of Directors, is discussed more fully in the Company’s Preliminary Proxy Statement filed with the Securities and Exchange Commission on April 17, 2015. The Company believes that if effected, the reverse stock split will have the effect of increasing the price of its Class A common stock and will assist Comstock in regaining compliance with Nasdaq’s minimum bid price requirement.

On April 23, 2015, the Company issued a press release regarding its receipt of the Notice Letter, a copy of which is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibit

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release dated April 23, 2015.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: April 24, 2015

COMSTOCK HOLDING COMPANIES, INC.

By:                   /s/ Christopher Clemente                  

Christopher Clemente,  
Chief Executive Officer



Press Release

April 23 2015  
FOR IMMEDIATE RELEASE:

**COMSTOCK HOLDING COMPANIES BOARD AUTHORIZES REVERSE STOCK SPLIT AND WILL SEEK SHAREHOLDER APPROVAL  
AT UPCOMING ANNUAL MEETING**

**Strategic Move Intended to Enhance Market Price of Common Stock and Ability  
to Meet Nasdaq Listing Requirements**

*Washington, DC/Reston, VA* - Comstock Holding Companies, Inc. (NASDAQ: CHCI) today announced that its Board of Directors authorized a reverse stock split and that it will seek approval of shareholders to execute the reverse split at the Company's annual shareholder meeting, to be held on June 17, 2015.

The Company's decision to seek shareholder approval of the reverse stock split is for the primary purpose of increasing the market price of our common stock to enhance Comstock's ability to meet the continued listing requirements of The NASDAQ Capital Market and to make our common shares more attractive to a broader range of institutional and other investors.

On March 18, 2015, the Company's Board of Directors authorized the reverse stock split in advance of the Company's recent receipt of a letter from Nasdaq notifying the Company that the minimum bid price per share for its common stock was below \$1.00 for a period of 30 consecutive business days and therefore the Company did not currently meet the minimum bid price requirement set forth in Nasdaq Listing Rule 5550(a)(2). The notification has no immediate effect on the listing of Comstock's shares of Class A common stock on Nasdaq because Nasdaq rules provide a grace period of 180 calendar days to regain compliance with the minimum closing price requirement.

If at any time during the 180-day grace period, the minimum closing bid price per share of the Company's Class A common stock closes at or above \$1.00 for a period of ten consecutive business days, the Company will regain compliance and the matter will be closed. If the Company fails to regain compliance after the 180-day grace period and any available extension thereof, its Class A common stock would be subject to delisting by Nasdaq.

The Company will present the reverse stock split to its shareholders at the Company's annual meeting of stockholders on June 17, 2015. The Company's Preliminary Proxy Statement, filed with the Securities and Exchange Commission on April 17, 2015, contains additional details regarding the rationale and the ratio of the reverse stock split. The Company believes that if effected, the reverse stock split will have the effect of increasing the price of its Class A common stock and that it will thereafter regain compliance with Nasdaq's minimum bid price requirement.

**About Comstock Holding Companies, Inc.**

Comstock is a multi-faceted real estate development and services company that builds a wide range of housing products under its Comstock Homes brand through its wholly owned subsidiary, Comstock Homes of Washington, LC, and provides a variety of capital markets advisory and real estate asset related services through its wholly owned subsidiary, Comstock Real Estate Services, LC. Comstock's extensive real estate development experience positions Comstock Real Estate Services, LC to provide a unique brand of experience based capital markets advisory and real estate asset management services to clients nationwide. Comstock Holding Companies, Inc. is a publicly traded company, trading on NASDAQ under the symbol CHCI. For more information about Comstock, please visit: [www.comstockhomes.com](http://www.comstockhomes.com).

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**Cautionary Statement Regarding Forward-Looking Statements**

This release contains “forward-looking” statements that are made pursuant to the Safe Harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements include, but are not limited to, statements that express the Company’s intentions, expectations, strategies, predictions and other statements related to future activities, events or conditions. These statements are based on current expectations and projections about the Company which are based in part on assumptions made by management. Such assumptions involve known and unknown risks and uncertainties that may cause actual future results to differ materially from those projected or contemplated in the forward-looking statements, including the standards and policies of Nasdaq, fluctuations in the Company’s general financial and operating results, changes in the capital markets and general economic conditions. Additional information concerning these and other important risks and uncertainties can be found under the heading “Risk Factors” in the Company’s most recent Form 10-K, as filed with the Securities and Exchange Commission. Comstock specifically disclaims any obligation to update or revise any forward-looking statements, whether as a result of new information, future developments or otherwise.

**Company Contact:**

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Chief Financial Officer  
703.230.1229

**Investor Relations Contact:**

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