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

FORM 8-K

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

Date of Report (Date of earliest event reported): September 30, 2013

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

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

None
(Former Name or Former Address, if Changed Since Last Report)

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))
-
-

Item 1.01 Entry into a Material Definitive Agreement.

The disclosure set forth in Item 2.03 is hereby incorporated into this item by reference.

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

On September 30, 2013, Comstock Holding Companies, Inc. (the "Company"), through its subsidiary Comstock Maxwell Square, L.C. (the "Borrower"), closed on its forty-five unit townhome condominium project located in downtown Frederick, Maryland (the "Project"). In connection with the closing of the Project, the Borrower entered into a loan agreement (the "Loan Agreement") and related documents with EagleBank pursuant to which the Borrower secured (i) a Two Million One Hundred Forty Thousand Dollar (\$2,140,000) acquisition and development loan, (ii) a Three Million Three Hundred Ninety Thousand Dollar (\$3,390,000) revolving construction loan and (iii) a Fifty-one Thousand Dollar (\$51,000) letter of credit facility (collectively, the "Loan") to finance the Company's development of the Project. Under the terms of the Loan Agreement, the Loan provides for a variable interest rate of LIBOR plus three percent (3%) with a minimum floor of four and three-quarters percent (4.75%). The Loan has a maturity date of twenty-four (24) months, subject to the Borrower meeting a minimum sales and settlement schedule on a quarterly basis. There is no prepayment penalty associated with the Loan, which is secured by a first deed of trust on the Project and fully guaranteed by the Company.

On October 2, 2013, the Company issued a press release announcing the closing of the Project and the opening of the sales center. A copy of the press release is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 Press Release by Comstock Holding Companies, Inc., dated October 2, 2013

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: October 2, 2013

COMSTOCK HOLDING COMPANIES, INC.

By: /s/ Christopher Clemente
Christopher Clemente,
Chief Executive Officer

Exhibit Index

99.1 Press Release by Comstock Holding Companies, Inc., dated October 2, 2013



Press Release

October 2, 2013
FOR IMMEDIATE RELEASE:

COMSTOCK TO BUILD MAXWELL SQUARE

Will Sell 45 Classic Townhomes in Historic Downtown Frederick, Maryland

Frederick, MD/Reston, VA (OCTOBER 2, 2013) – Comstock Homes of Washington, L.C, a wholly owned subsidiary of Comstock Holding Companies, Inc. (NASDAQ: CHCI), today announced it will build Maxwell Square, a community of 45 townhomes, in the historic district of Frederick, Maryland. The property is fully entitled and Comstock will begin construction shortly. The Sales Center opened in September 2013 and the first deliveries are expected in early 2014.

Maxwell Square combines modern grace with historic elegance in the heart of Frederick's 'walkable urban' district. The facades of the brick homes are designed to complement the rich architectural flavor of downtown Frederick, each with a front porch in keeping with the Federal nature of the neighborhood.

The townhomes are four levels ranging from 2,400 to 2,900 square feet. Each has a fourth-floor loft and hosts a balcony. The kitchens offer upgraded appliances, fine cabinetry and granite countertops. All of the homes come with a two-car garage. Preconstruction pricing will begin in the mid-\$300,000's.

Historic Frederick has become a cultural hotbed in recent years, abundant with art galleries, performing arts spaces, history and antiques. Fine dining is a city standard, with Top Chef winner Brian Voltaggio's VOLT only a few blocks from Maxwell Square.

For additional information please visit <http://www.comstockhomes.com>.

About Comstock Holding Companies, Inc. & Comstock Homes

Comstock is a multi-faceted real estate development and services company, which builds a wide range of housing products under its Comstock Homes brand through its wholly owned subsidiary, Comstock Homes of Washington, L.C. Our substantial experience in building a diverse range of products including apartments, single-family homes, townhouses, mid-rise condominiums, high-rise condominiums and mixed-use (residential and commercial) developments has positioned Comstock as a prominent real estate developer and homebuilder in the Washington, D.C. metropolitan area. Comstock Holding Companies, Inc. is a publicly traded company, trading on NASDAQ under the symbol CHCI. For more information about Comstock or its projects please visit www.comstockhomes.com.

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 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 incurring substantial indebtedness with respect to projects, the diversion of management's attention and other negative consequences. 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.

Comstock Holding Companies, Inc.

Joe Squeri, 703-230-1229

Chief Financial Officer

or

Investor Relations:

LHA

Jody Burfening / Harriet Fried

212-838-3777

hfried@lhai.com