
**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): June 22, 2015 (June 17, 2015)

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

(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))
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Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

Comstock Holding Companies, Inc. (the "Corporation") held its 2015 Annual Meeting of Stockholders on June 17, 2015 (the "Annual Meeting"). As discussed under Item 5.07 of this Current Report on Form 8-K, the Corporation's stockholders approved an amendment the Corporation's Amended and Restated Certificate of Incorporation to provide for an adjustment to the voting power of our Class B common stock if the rights under the Section 382 Rights Agreement become exercisable or are exchanged for shares of our Class A common stock in accordance with the terms of the Section 382 Rights Agreement (the "Amendment"). The Amendment became effective upon the Corporation's filing of a Certificate of Amendment to the Corporation's Amended and Restated Certificate of Incorporation with the Delaware Secretary of State on June 18, 2015 (the "Certificate of Amendment"). A copy of the Certificate of Amendment is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

Item 5.07 Submission of Matters to a Vote of Security Holders.

At the Annual Meeting, six proposals were submitted to, and approved by, the Corporation's stockholders. The proposals are described in more detail in the Corporation's definitive proxy statement filed with the Securities and Exchange Commission on April 30, 2015. Each holder of our Class B common stock was entitled to fifteen votes per share of Class B common stock and each holder of our Class A common stock was entitled to one vote per share of Class A common stock on all matters submitted to our stockholders for a vote. The final voting results are below.

Proposal 1

The Corporation's stockholders elected the following two directors to serve for a three-year term ending at the 2018 Annual Meeting of Stockholders, or until their respective successors are duly elected and qualified or until their earlier resignation or removal. The voting results are set forth below:

	<u>Votes For</u>		<u>Votes Withheld</u>	<u>Broker Non-vote</u>
	<u>Class A</u>	<u>Class B</u>		
Norman D. Chirite	5,881,114	1,366,750	2,421,983	7,658,617
Socrates Verses	5,873,309	1,366,750	2,429,788	7,658,617

Proposal 2

The Corporation's stockholders ratified the appointment of PricewaterhouseCoopers LLP as the Corporation's independent registered public accounting firm for the fiscal year ending December 31, 2015. The voting results are set forth below:

<u>Class A</u>	<u>Votes For</u>	<u>Class B</u>	<u>Votes Against</u>	<u>Votes Withheld</u>	<u>Broker Non-vote</u>
15,891,365		1,366,750	65,927	4,422	0

Proposal 3

The Corporation's stockholders approved on an advisory, non-binding basis, the compensation of the Corporation's named executive officers. The proposal received the following votes:

<u>Class A</u>	<u>Votes For</u>	<u>Class B</u>	<u>Votes Against</u>	<u>Votes Withheld</u>	<u>Broker Non-vote</u>
5,063,360		1,366,750	3,226,987	12,750	7,658,617

Proposal 4

The Corporation's stockholders approved a Section 382 Rights Agreement to help protect the tax benefits primarily associated with our net operating losses, which is further described in our definitive proxy statement. The proposal received the following votes:

<u>Class A</u>	<u>Votes For</u>	<u>Class B</u>	<u>Votes Against</u>	<u>Votes Withheld</u>	<u>Broker Non-vote</u>
5,085,990		1,366,750	2,679,880	537,227	7,658,617

Proposal 5

The Corporation's stockholders approved an amendment to our restated certificate of incorporation to provide for an adjustment to the voting power of our Class B common stock if the rights under the Section 382 Rights Agreement become exercisable or are exchanged for shares of our Class A common stock in accordance with the terms of the Section 382 Rights Agreement. The amendment received the following votes:

<u>Class A</u>	<u>Votes For</u>	<u>Class B</u>	<u>Votes Against</u>	<u>Votes Withheld</u>	<u>Broker Non-vote</u>
4,966,931		1,366,750	3,320,726	15,440	7,658,617

Proposal 6

The Corporation's stockholders approved an amendment to our restated certificate of incorporation to reduce the total number of shares of common stock that the Corporation is authorized to issue, corresponding, proportionately, with a contemplated reverse stock split of our common stock in the range of approximately 1-for-5 to 1-for-7, but subject to our Board of Directors' discretion to effect or abandon such amendment (and such reverse stock split). The amendment received the following votes:

<u>Class A</u>	<u>Votes For</u>	<u>Class B</u>	<u>Votes Against</u>	<u>Votes Withheld</u>	<u>Broker Non-vote</u>
12,928,571		1,366,750	2,983,311	49,832	0

Item 9.01 Financial Statements and Exhibits.

(d) Exhibit

**Exhibit
Number**

Description

3.1 Certificate of Amendment of Amended and Restated Certificate of Incorporation of the Corporation filed with the Secretary of State of the State of Delaware on June 18, 2015.

SIGNATURES

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

Date: June 22, 2015

COMSTOCK HOLDING COMPANIES, INC.

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

**CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
COMSTOCK HOLDING COMPANIES, INC.**

Comstock Holding Companies, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware, does hereby certify:

1. The name of the corporation is Comstock Holding Companies, Inc. The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on May 24, 2004 and the Amended and Restated Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on December 17, 2004, as amended by that Certificate of Amendment of Amended and Restated Certificate of Incorporation of the Corporation filed with the Secretary of State of the State of Delaware on June 28, 2011, as amended by that Certificate of Amendment of Amended and Restated Certificate of Incorporation of the Corporation filed with the Secretary of State of the State of Delaware on June 22, 2012 (as amended, the "Amended and Restated Certificate of Incorporation").

2. The Board of Directors of the Corporation, at a meeting duly convened on March 18, 2015, adopted resolutions proposing and declaring advisable that Article IV(A)(2)(b) of the Amended and Restated Certificate of Incorporation be amended in its entirety to read as follows:

Each share of Class B Common Stock shall entitle the holder thereof to the Applicable Class B Per Share Vote in person or by proxy on all matters submitted to a vote of the stockholders of the Corporation, except with respect to any Going Private Transaction (as hereinafter defined), which shall be governed by Paragraph (A)(10) of this Article IV. As used herein, "Applicable Class B Per Share Vote" means fifteen (15) votes, provided that (i) in the event the Rights (such term and other capitalized terms used in this Article (IV)(A)(2)(b) and not otherwise defined in this Amended and Restated Certificate of Incorporation having the meanings assigned to such terms in the Section 382 Rights Agreement dated as of March 27, 2015 between the Corporation and American Stock Transfer & Trust Company, LLC, as the same may be amended from time to time (the "Rights Plan")) become exercisable for Class A Common Stock and/or other voting securities in accordance with Section 11 of the Rights Plan, "Applicable Class B Per Share Vote" shall mean the number of votes per share of Class B Common Stock that result in the aggregate voting power of the outstanding Class B Common Stock as a percentage of the total voting power of the outstanding voting securities of the Company immediately following time at which the Rights become so exercisable, when taken together with the aggregate voting power of all such Class A Common Stock and/or other voting securities issuable upon exercise of Rights distributed with respect to the Class B Common Stock, being equal to the aggregate voting power of the outstanding Class B Common Stock as a percentage of the total voting power of the outstanding voting securities of the Company immediately prior to the time at which the Rights become so exercisable, assuming the exercise of all Rights (taking into account from time to time each adjustment to the number of shares of Class A Common Stock or other voting securities so issuable, each adjustment to the Purchase Price and each adjustment to the number of outstanding Rights that is given effect in accordance with the terms of the Rights Plan), and (ii) in the event the Board of Directors of the Company takes an action to exchange all or any portion of the Rights for shares of Class A Common Stock and/or other voting securities in accordance with Section 27 of the Rights Plan, from and after the date of such action, the calculation of the Applicable Class B Per Share Vote to be made pursuant to clause (i) of this proviso shall be made by substituting for the number of shares of Class A Common Stock and other voting securities issuable upon exercise of the Rights to be so exchanged the number of shares of Class A Common Stock and other voting securities to be issued in exchange for such Rights.

3. This Certificate of Amendment was duly adopted by the stockholders of the Corporation in accordance with Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, Comstock Holding Companies, Inc. has caused this Certificate of Amendment to be executed as of this 17th day of June, 2015.

COMSTOCK HOLDING COMPANIES, INC.

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