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

FORM 12b-25

NOTIFICATION OF LATE FILING

(Check One) Form 10-K Form 20-F Form 11-K Form 10-Q
 Form 10-D Form N-SAR Form N-CSR

For Period Ended: December 31, 2019

- Transition Report on Form 10-K
- Transition Report on Form 20-F
- Transition Report on Form 11-K
- Transition Report on Form 10-Q
- Transition Report on Form N-SAR

For the Transition Period Ended:

Read Instruction (on back page) Before Preparing Form. Please Print or Type.
Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

PART I — REGISTRANT INFORMATION

Comstock Holding Companies, Inc.
(Full Name of Registrant)

N/A
(Former Name if Applicable)

1886 Metro Center Drive, Fourth Floor
(Address of Principal Executive Office (Street and Number))

Reston, VA 20190
(City, State and Zip Code)

PART II — RULES 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- (a) The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
- (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

PART III — NARRATIVE

State below in reasonable detail why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

Comstock Holding Companies, Inc. (the "Company") has determined that it is unable to file its Annual Report on Form 10-K for the annual period ended December 31, 2019 (the "2019 Form 10-K") by the March 30, 2020 filing date without unreasonable effort or expenses. Despite diligent efforts, the work necessary to complete the 2019 Form 10-K, and the financial statements required to be included therein, could not be finished in sufficient time to permit the timely filing of the 2019 Form 10-K.

The Company expects to file the 2019 Form 10-K on or prior to the fifteenth calendar day extension provided by Rule 12b-25 of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

(Attach Extra Sheets if Needed)

PART IV — OTHER INFORMATION

- (1) Name and telephone number of person to contact in regard to this notification

Christopher Guthrie
(Name)

703
(Area Code)

230-1985
(Telephone Number)

- (2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s). Yes No
- (3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof? Yes No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

Total revenues for the year ended December 31, 2019 were \$25.3 million versus \$16.4 million for the year ended December 31, 2018. The Company expects to report net income from continuing operations of \$1.4 million or \$0.21 per diluted share in 2019 compared to net income from continuing operations of \$1.3 million or \$0.33 per diluted share in 2018. Asset Management revenues and related direct expenses for the year ended December 31, 2018 have been revised to show presentation gross rather than net with no impact on reported net income.

The Company intends to file its Annual Report on Form 10-K for the fiscal year ended December 31, 2019 on or before the fifteenth calendar day following the prescribed due date.

(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date March 30, 2020

By /s/Christopher Guthrie
Christopher Guthrie
Chief Financial Officer

INSTRUCTION: The form may be signed by an executive officer of the registrant or by any other duly authorized representative. The name and title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of the representative's authority to sign on behalf of the registrant shall be filed with the form.

ATTENTION

Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).