

**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): March 20, 2008 (March 14, 2008)

**Comstock Homebuilding 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.)

11465 SUNSET HILLS ROAD, FIFTH FLOOR  
RESTON, VIRGINIA 20910  
(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))

**Item 1.01 Entry into a Material Definitive Agreement.****Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.**

On March 14, 2008, Comstock Homebuilding Companies, Inc. (the "Company") entered into a Loan Agreement with KeyBank National Association (the "Lender") pursuant to which the Company obtained a three-year \$40.0 million revolving loan facility at an interest rate of LIBOR plus 400 basis points (the "New Loan") with the Lender. Proceeds from the New Loan were used by the Company to (i) refinance the Company's Eclipse at Potomac Yard project, which was previously financed by Corus Bank, (ii) refinance the Company's Townes at Station View project, which was previously financed by the Lender, (iii) facilitate the Company's closing on the restructuring of \$30.0 million of its senior unsecured notes (the "Unsecured Notes"), (iv) pay costs associated with closing the New Loan, and (v) provide the Company with additional working capital. The New Loan has no quarterly financial covenants other than periodic minimum principal curtailment requirements commencing in March 2009. Fees associated with the New Loan total \$3.6 million.

In a separate transaction, also on March 14, 2008, the Company executed its option to restructure its Unsecured Notes by entering into an Amended and Restated Indenture (the "Restated Indenture") with J.P. Morgan Ventures Corporation (the "Noteholder"), providing the Company with a \$15.0 million discount to the original principal amount of the Unsecured Notes. The Restated Indenture has a new principal balance of \$9.0 million and a revised term of 5 years. In connection with the execution of the Restated Indenture, the Company made a \$6.0 million principal payment to the Noteholder.

On March 14, 2008, the Company issued a press release regarding both of the above referenced transactions. A copy of the press release is attached as Exhibit 99.1.

**Item 8.01 Other Events.**

On March 14, 2008, the Company announced that it had received its 2007 federal income tax refund and used a portion of the refund to retire the \$4.0 million short term loan entered into on February 22, 2008, pursuant to the Loan and Security Agreement between the Company and Stonehenge Funding, LC (the "Short Term Loan"). The Short Term Loan is the subject of a Form 8-K filed with the Securities and Exchange Commission on February 28, 2008.

On March 14, 2008, the Company announced that it will hold an investor conference call, hosted by Christopher Clemente, Chief Executive Officer and Bruce Labovitz, Chief Financial Officer, on Tuesday, March 25, 2008 at 1:00 p.m. Eastern Time. The call will also be available via live webcast on the Company's website. Details regarding telephone and web-based access to the call are included in the press release attached hereto as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press Release by Comstock Homebuilding Companies, Inc., dated March 14, 2008

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**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: March 20, 2008

COMSTOCK HOMEBUILDING COMPANIES, INC.

By: /s/ Jubal R. Thompson  
General Counsel and Secretary

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**EXHIBIT INDEX**

**Exhibit  
Number**

99.1 Press Release by Comstock Homebuilding Companies, Inc., dated March 14, 2008

Contact: Bruce Labovitz  
[pressrelease@comstockhomes.com](mailto:pressrelease@comstockhomes.com)  
703.230.1131

**Comstock Homebuilding Companies Enters Into New \$40 Million Loan and Executes  
Restructuring of Its \$30 Million Senior Unsecured Notes**

RESTON, VA, Mar 14, 2008 (MARKET WIRE via COMTEX News Network) — Comstock Homebuilding Companies, Inc. (NASDAQ: CHCI) (“Comstock” or the “Company”) today announced that the Company and two of its subsidiary entities had closed on a series of financing transactions that refinanced key project loans of the Company, restructured the Company’s \$30.0 million senior unsecured notes (the “Unsecured Notes”), provided the Company with a \$15.0 million discount to the principal amount of the Unsecured Notes, and provided the Company with additional working capital.

On March 14, 2008, the Company entered into a new three-year \$40.0 million revolving loan facility (the “New Loan”) with KeyBank National Association (the “Lender”). Proceeds from the New Loan were used to: (i) refinance the Company’s Eclipse at Potomac Yard project which was previously financed by Corus Bank and had a principal balance of approximately \$22.0 million, (ii) refinance the Company’s Townes at Station View project which was previously financed by KeyBank and had a principal balance of approximately \$2.8 million, (iii) facilitate the Company’s closing on the restructure of its Unsecured Notes thereby securing a \$15.0 million discount to the original principal amount of the Unsecured Notes, (iv) pay costs associated with closing the New Loan, and (v) provide the Company with additional working capital. The New Loan has no quarterly financial covenants, other than periodic minimum principal curtailment requirements commencing in March 2009.

In a separate transaction, also on March 14, 2008, the Company executed on its previously disclosed option to restructure its Unsecured Notes. In connection therewith, the Company made a \$6.0 million principal payment to the Noteholder and entered into an amended and restated indenture with the Noteholder with a new principal balance of \$9.0 million and a revised term of 5 years (the “Restated Indenture”). As a result, the Company received a \$15.0 million discount to the original principal amount due to the Noteholder.

Details of both transactions will be discussed in more detail as subsequent events in the Company’s upcoming filing on Form 10-K for fiscal year 2007, which the Company expects to file on March 24, 2008. The Company also announced that it had received its 2007 federal tax refund and that it had retired the previously announced \$4.0 million working capital loan to Stonehenge Funding, L.C.

“We are very pleased to report these significant accomplishments,” said Christopher Clemente, Chief Executive Officer. “While current market conditions continue to present challenges, these accomplishments help solidify our capital base, improve our balance sheet, and provide operating liquidity.”

The Company will hold an investor conference call on Tuesday, March 25, 2008 at 1:00 p.m. Eastern Time, hosted by Christopher Clemente, Chief Executive Officer and Bruce Labovitz, Chief Financial Officer. To participate in the call by telephone, the domestic dial-in number is 800-769-8320 and the international dial-in is 416-695-9719. There is no access code required. Investors are advised to join at least five minutes prior to the call to register. The call will also be available via live webcast on the Comstock Homebuilding Companies’ website at <http://www.comstockhomebuilding.com> in the “Investor Relations” section. The call will be archived for seven days: from 5:00 p.m. on March 25, 2008, until 11:59 p.m. on April 1, 2008. Domestic callers can access the replay at 800-408-3053 and international callers can access the replay at 416-695-5800. The replay access code is 3253806.

About Comstock Homebuilding Companies, Inc.

Established in 1985, Comstock Homebuilding Companies, Inc. is a publicly traded, diversified real estate development firm with a focus on affordable priced for-sale residential products. Comstock builds and

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markets single-family homes, townhouses, mid-rise condominiums, high-rise condominiums, mixed-use urban communities and active adult communities. The company currently markets its products under the Comstock Homes brand in the Washington DC; Raleigh, North Carolina; and Atlanta, Georgia metropolitan areas. Comstock Homebuilding Companies, Inc. trades on NASDAQ under the symbol CHCI. For more information on the Company or its projects please visit [www.comstockhomebuilding.com](http://www.comstockhomebuilding.com).