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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): October 23, 2015 (October 19, 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 5.02            Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(b) and (c)

On October 19, 2015, Joseph M. Squeri informed Comstock Holding Companies, Inc. (the “Company”) of his intention to resign as Chief Financial Officer of the Company effective as of November 25, 2015. Mr. Squeri will assist the Company in the transition of his duties to Christopher L. Conover, the Company’s Senior Vice President, Accounting and Finance, who has been appointed as the interim Chief Financial Officer and principal financial officer of the Company effective as of November 25, 2015. Mr. Squeri has accepted a position with Sunbridge Capital Management, a private investment management firm that has investment interests with the Company.

Mr. Conover, 34, is a Certified Public Accountant who has served in various positions in the Company, most recently as Senior Vice President, Accounting and Finance. Mr. Conover joined the Company in January 2012. Prior to joining the Company, Mr. Conover was the Controller for the Snyder family office, River House. Prior to joining River House, Mr. Conover served seven years in public accounting in assurance services at PricewaterhouseCoopers LLP (“PwC”) in the Washington, DC Metro Office from 2007 to 2011, and Dannible & McKee, LLP in Syracuse, NY from 2004 to 2007. While at PwC, Mr. Conover served as a Manager in their Financial Services Assurance practice, developing extensive experience providing audit and highly technical consulting services for real estate companies of various sizes and asset classes. Mr. Conover earned a Bachelor of Science in Accounting from Ithaca College.

(d)

On October 23, 2015, the Board of Directors of the Company (the “Board”) expanded the size of the Board to eight members and elected Mr. Squeri to the Board for a term effective October 23, 2015 until the 2016 Annual Meeting of the Stockholders, at which time he will stand for election at the annual meeting.

The information required by Item 404(a) of Regulation S-K with respect to Mr. Squeri is incorporated herein by reference to the section entitled “Certain Relationships” included in the Definitive Proxy Statement filed by the Company with the U.S. Securities and Exchange Commission on April 30, 2015.

On October 23, 2015, the Company issued a press release announcing these changes. A copy of this press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Cautionary Statement Regarding Forward-Looking Statements**

This report contains “forward-looking” statements that are made pursuant to the Safe Harbor provisions of the Private Securities Litigation Reform Act of 1995. The forward-looking statements in this report include statements regarding management transition matters. These statements are based on current expectations about the Company and are not guarantees of future actions, events or performance, which may vary materially from those expressed or implied in such statements. Information concerning these and other important risks and uncertainties that may affect future performance, results or actions 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, except as required by law.

**Item 9.01            Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press release by Comstock Holding Companies, Inc., dated October 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: October 23, 2015

COMSTOCK HOLDING COMPANIES, INC.

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



Press Release

October 23, 2015  
FOR IMMEDIATE RELEASE:

### **Comstock Holding Companies Appoints Joseph M. Squeri to the Board of Directors**

Washington, DC/Reston, VA - Comstock Holding Companies, Inc. (NASDAQ: CHCI) ("Comstock" or the "Company"), a multi-faceted real estate development and services company focused on the Washington, DC market, today announced that Joseph M. Squeri has been appointed to the Company's Board of Directors effective immediately. In connection with this appointment, Mr. Squeri will no longer serve as the Company's Chief Financial Officer effective as of November 25, 2015. Mr. Squeri has accepted a position as Managing Director with SunBridge Capital Management, LLC ("SunBridge"), a private investment management firm supported by the Bainum family, a prominent Washington, DC family with investment interests that include Choice Hotels International (NYSE: CHH) and Comstock. SunBridge has been associated with Comstock for the past five years through various real estate project-level joint ventures.

"We are delighted that Joe will continue to be closely associated with Comstock. His appointment to the Board reflects the value our Company ascribes to his strategic and leadership capabilities," said Christopher Clemente, Chairman and Chief Executive Officer.

Effective November 25, 2015, Christopher L. Conover will serve as the interim Chief Financial Officer and Principal Financial Officer of the Company in addition to his current role as the Company's Senior Vice President, Accounting and Finance. Mr. Conover, a certified public accountant, has been the Company's Senior Vice President, Accounting and Finance since joining the Company in 2012. He was previously with PricewaterhouseCoopers LLP ("PwC") from 2007 to 2011, serving in their Financial Services Assurance practice. While at PwC, he provided audit and highly technical consulting services to companies in the real estate industry.

#### **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).

#### **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. The forward-looking statements in this release include statements regarding management transition matters. These statements are based on current expectations about the Company and are not guarantees of future actions, events or performance, which may vary materially from those expressed or implied in such statements. Information concerning these and other important risks and uncertainties that may affect future performance, results or actions 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, except as required by law.

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**Company Contact:**

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Chief Financial Officer  
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**Investor Relations Contact:**

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