

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM S-1

REGISTRATION STATEMENT
Under the Securities Act of 1933

COMSTOCK HOMEBUILDING COMPANIES, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

1531
(Primary Standard Industrial
Classification Code Number)

20-1164345
(I.R.S. Employer
Identification Number)

**11465 Sunset Hills Road, Suite 510
Reston, Virginia 20190
(703) 883-1700**

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

**Christopher Clemente
Chief Executive Officer
Comstock Homebuilding Companies, Inc.
11465 Sunset Hills Road, Suite 510
Reston, Virginia 20190
(703) 883-1700**

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

Copies to:

**Stephen A. Riddick, Esq.
Jason T. Simon, Esq.
Greenberg Traurig, LLP
800 Connecticut Avenue, N.W.
Suite 500
Washington, D.C. 20006
(202) 331-3100**

**Randall S. Parks, Esq.
Ronald J. Lieberman, Esq.
Hunton & Williams LLP
Riverfront Plaza, East Tower
951 East Byrd Street
Richmond, Virginia 23219
(804) 788-8200**

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-125166

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the Prospectus is expected to be made pursuant to Rule 434, please check the following box.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee(2)
Class A common stock, par value \$0.01 per share	339,250	\$23.90	\$8,108,075	\$955

(1) Includes 44,250 shares that the underwriters have the option to purchase from the registrant to cover over-allotments, if any.

(2) The Registrant previously registered an aggregate of \$78,774,885 of Class A Common Stock on a Registration Statement on Form S-1 (File No. 333-125166), for which a filing fee of \$9,272 was paid.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until this Registration Statement shall

become effective on such date as the Commission, acting pursuant to such Section 8(a), may determine.

EXPLANATORY NOTE

This Registration Statement is being filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Act"), by Comstock Homebuilding Companies, Inc. (the "Company"), pursuant to Rule 462(b) under the Act. This Registration Statement incorporated by reference the contents of the Registration Statement on Form S-1 (File No. 333-125166) relating to the offering of shares of Class A common stock, par value \$0.01 per share.

The required opinions and consents are listed on an Exhibit Index attached hereto and filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Reston, Virginia on June 17, 2005.

COMSTOCK HOMEBUILDING COMPANIES, INC.

By: /s/ CHRISTOPHER CLEMENTE

Christopher Clemente
Chief Executive Officer

Know All Men By These Presents, that each person whose signature appears below constitutes and appoints Christopher Clemente, Bruce Labovitz and Jubal Thompson and each of them acting alone, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and revocation, for him or her and in his or her name, place and stead, in any and all capacities, to sign (i) any and all amendments (including post-effective amendments) to this registration statement and to file the same with all exhibits thereto, and other documents in connection therewith and (ii) any registration statement and any and all amendments thereto, relating to the offer covered hereby filed pursuant to Rule 462(b) under the Securities Act of 1933, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, full power and authority to do and perform each and every act and thing requisite and necessary to be done as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or his or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

Signature	Title	Date
<u>/s/ CHRISTOPHER CLEMENTE</u> Christopher Clemente	Chief Executive Officer and Director (Principal Executive Officer)	June 17, 2005
<u>/s/ BRUCE LABOVITZ</u> Bruce Labovitz	Chief Financial Officer (Principal Financial Officer)	June 17, 2005
<u>/s/ JASON PARIKH</u> Jason Parikh	Chief Accounting Officer (Principal Accounting Officer)	June 17, 2005
<u>/s/ GREGORY BENSON</u> Gregory Benson	President and Chief Operating Officer, Director	June 17, 2005
<u>/s/ A. CLAYTON PERFALL</u> A. Clayton Perfall	Director	June 17, 2005
<u>/s/ JAMES A. MacCUTCHEON</u> James A. MacCutcheon	Director	June 17, 2005
<u>/s/ DAVID M. GUERNSEY</u> David M. Guernsey	Director	June 17, 2005
<u>/s/ GARY L. MARTIN</u> Gary L. Martin	Director	June 17, 2005
<u>/s/ ROBERT P. PINCUS</u> Robert P. Pincus	Director	June 17, 2005
<u>/s/ SOCRATES VERSES</u> Socrates Verses	Director	June 17, 2005

EXHIBIT INDEX

- 5.1 Opinion of Greenberg Traurig, LLP.
 - 23.1 Consent of PricewaterhouseCoopers LLP.
 - 23.2 Consent of Greenberg Traurig, LLP (included in Exhibit 5.1).
 - 24.1 Power of Attorney (previously included in the signature page to this registration statement).
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[GREENBERG TRAUIG LOGO]

June 17, 2005

Comstock Homebuilding Companies, Inc.
 11465 Sunset Hills Road
 Suite 510
 Reston, Virginia 20190

Ladies and Gentlemen:

Comstock Homebuilding Companies, Inc., a Delaware corporation (the "*Company*"), has filed with the Securities and Exchange Commission a 462(b) Registration Statement on Form S-1 (the "*Registration Statement*") under the Securities Act of 1933, as amended (the "*Act*"). The Registration Statement relates to the sale by (i) Company of up to 104,500 shares (the "*Company Shares*") of the Company's Class A common stock, \$0.01 par value per share (the "*Common Stock*") and (ii) selling stockholders of up to 190,500 shares of Common Stock ("*Stockholder Shares*", and together with the Company Shares, the "*Firm Shares*") to be sold by the Company to the underwriters for whom Banc of America Securities LLC and BB&T Capital Markets, a division of Scott and Stringfellow, Inc., are acting as representatives (collectively, the "*Underwriters*"). The selling stockholders may also sell up to 44,250 shares of Common Stock (the "*Option Shares*," and together with the Firm Shares, the "*Shares*") to cover any over-allotments by the Underwriters. We have acted as counsel to the Company in connection with the preparation and filing of the Registration Statement.

In connection with the preparation of the Registration Statement and this opinion letter, we have examined, considered and relied upon the following documents (collectively, the "*Documents*");

- (i) the Company's amended and restated certificate of incorporation, filed with the Secretary of State of the State of Delaware (the "*Restated Charter*");
- (ii) the Company's amended and restated bylaws;
- (iii) resolutions of the board of directors of the Company;
- (iv) the Registration Statement and exhibits thereto; and
- (v) such other documents and matters of law as we have considered necessary or appropriate for the expression of the opinions contained herein.

In rendering the opinions set forth below, we have assumed without investigation the genuineness of all signatures and the authenticity of all Documents submitted to us as originals, the conformity to authentic original documents of all Documents submitted to us as copies, and the veracity of the Documents. As to questions of fact material to the opinions hereinafter expressed, we have relied upon the representations and warranties of the Company made in the Documents.

Based upon the foregoing examination, and subject to the qualifications set forth below, we are of the opinion that, the Shares are duly authorized and, when issued, delivered and paid for in accordance with the terms of the Underwriting Agreement filed as Exhibit 1.1 to the Registration Statement, will be validly issued, fully paid and non-assessable.

The opinions expressed above are limited to the General Corporation Law of the State of Delaware which includes the statutory provisions thereof, as well as all applicable provisions of the Constitution of the State of Delaware and reported judicial decisions interpreting these laws. Our opinion is rendered only with respect to laws, and the rules, regulations and orders thereunder, which are currently in effect.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to us under the caption "Legal Matters" in the prospectus comprising a part of the Registration Statement. In giving this consent, we do not thereby admit that we are included within the category of persons whose consent is required by Section 7 of the Act and the rules and regulations promulgated thereunder.

Very truly yours,

/s/ GREENBERG TRAUIG, LLP

GREENBERG TRAUIG, LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-1 of our report dated March 25, 2005 relating to the financial statements of Comstock Homebuilding Companies, Inc., which appears in such Registration Statement. We also consent to the reference to us under the heading "Experts" in such registration statement.

PricewaterhouseCoopers LLP

McLean, Virginia
June 16, 2005

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[CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM](#)