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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): September 29, 2015 (September 25, 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 3.03 Material Modification to Rights of Security Holders**

The information provided in Item 5.03 is incorporated herein by reference.

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

Comstock Holding Companies, Inc. (the “Company”) filed with the Secretary of State of the State of Delaware a Certificate of Amendment to the Company’s Amended and Restated Certificate of Incorporation (as amended, the “Certificate of Amendment”), to effect a 1-for-7 reverse stock split (the “Reverse Stock Split”) of its issued and outstanding shares of Class A common stock and Class B common stock (together, the “Common Stock”) and to proportionately decrease the number of authorized shares of Common Stock, effective as of 5:00 p.m. Eastern Time on September 25, 2015 (the “Effective Time”). A copy of the Certificate of Amendment is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

The Company previously announced that the Company’s Board of Directors had authorized the Reverse Stock Split subject to stockholder approval and that the Company’s stockholders had approved the Reverse Stock Split.

At the Effective Time, every seven shares of Class A common stock and Class B common stock issued and outstanding were automatically combined into one issued and outstanding share of Class A common stock or Class B common stock, respectively, with no change to the par value per share. Additionally, the number of authorized shares of Class A common stock was reduced from 77,266,500 shares to 11,038,071 shares and the number of authorized shares of Class B common stock was reduced from 2,733,500 shares to 390,500 shares.

The Company’s Class A common stock continued trading on The Nasdaq Capital Market on a post-split basis on September 28, 2015 (the trading day immediately after the date of the Effective Time) under the trading symbol “CHCI.” The new CUSIP number for the Company’s Class A common stock is 205684 202.

The Reverse Stock Split proportionately affects all issued and outstanding shares of Common Stock, as well as the number of shares of Class A common stock available for issuance under the Company’s Amended and Restated 2004 Long-Term Incentive Compensation Plan. In addition, the Reverse Stock Split reduces proportionately the number of shares of Common Stock issuable upon the exercise of stock options, warrants and unvested restricted shares outstanding, as of the Effective Time. As a result, each stockholder’s percentage ownership interest and proportional voting power remains unchanged and the rights and privileges of the holders of the Common Stock are unaffected (except for de minimis changes as a result of the elimination of fractional shares).

Stockholders will not receive fractional post-reverse split shares in connection with the Reverse Stock Split. Instead, holders of Class A common stock who would otherwise be entitled to receive a fractional share will instead receive a cash payment based on the closing price of the Class A common stock on September 25, 2015.

A copy of the press release announcing the Reverse Stock Split is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibit

<u>Exhibit Number</u>	<u>Description</u>
3.1	Certificate of Amendment of Amended and Restated Certificate of Incorporation of the Company, filed with the Secretary of State of the State of Delaware on September 23, 2015.
99.1	Press Release of the Company, dated September 25, 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: September 29, 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 "Corporation"). 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 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 18, 2015 (as amended, the "Amended and Restated Certificate of Incorporation").

2. The Amended and Restated Certificate of Incorporation is hereby amended by deleting the first part of Article IV that appears prior to section (A) of Article IV and inserting the following in lieu thereof:

"The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is Thirty One Million Four Hundred Twenty Eight Thousand and Five Hundred Seventy One (31,428,571) shares, of which:

Eleven Million Thirty Eight Thousand and Seventy One (11,038,071) shares, par value \$0.01 per share, shall be shares of Class A common stock (the "Class A Common Stock");

Three Hundred Ninety Thousand and Five Hundred (390,500) shares, par value \$0.01 per share, shall be shares of Class B common stock (the "Class B Common Stock" and together with the Class A Common Stock, the "Common Stock"); and

Twenty Million (20,000,000) shares, par value \$0.01 per share, shall be shares of preferred stock (the "Preferred Stock")."

"Upon the filing and effectiveness (the "Effective Time") pursuant to the Delaware General Corporation Law of this Certificate of Amendment to the Amended and Restated Certificate of Incorporation, each seven shares of the Corporation's Class A Common Stock, par value \$0.01 per share, and each seven shares of the Corporation's Class B Common Stock, par value \$0.01 per share, issued and outstanding or held by the Corporation as treasury stock immediately prior to the Effective Time shall, automatically and without any action on the part of the respective holders thereof, be combined and converted into one share of Class A Common Stock, par value \$0.01 per share, of the Corporation and one share of Class B Common Stock, par value \$0.01 per share, of the Corporation, respectively (the "Reverse Stock Split"). The Reverse Stock Split shall also apply to any outstanding securities or rights convertible into, or exchangeable or exercisable for, Common Stock of the Company. No fractional shares shall be issued in connection with the Reverse Stock Split. Stockholders who otherwise would be entitled to receive fractional shares of Common Stock shall receive cash from the Company in lieu of such fractional interest. With respect to shares of Class A Common Stock, the transfer agent will aggregate all fractional shares and sell them as soon as practicable at the then prevailing prices on the open market and stockholders will receive a cash payment from the transfer agent in an amount equal to their respective pro rata share of the total net proceeds of such sales. With respect to shares of Class B Common Stock, the stockholders will receive the fair market value of their fractional shares, as determined in good faith by the Board."

3. This Certificate of Amendment was effected pursuant to a resolution of the Board of Directors of the Corporation.

4. 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.

5. This Certificate of Amendment shall be effective at 5:00 p.m. Eastern Time on September 25, 2015.

IN WITNESS WHEREOF, Comstock Holding Companies, Inc. has caused this Certificate of Amendment to be executed as of this 23<sup>rd</sup> day of September, 2015.

COMSTOCK HOLDING COMPANIES, INC.

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



Press Release

September 25, 2015  
FOR IMMEDIATE RELEASE:

**COMSTOCK HOLDING COMPANIES ANNOUNCES 1-for-7 Reverse Share Split**

Washington, DC/Reston, VA - Comstock Holding Companies, Inc., (NASDAQ: CHCI), ("CHCI" or the "Company") announced today the execution of a reverse stock split (the "Reverse Stock Split") of its issued and outstanding shares of Class A common stock and Class B common stock (together, the "Common Stock") at a ratio of 1-for-7, in addition to a proportionate decrease in the number of its authorized shares of Common Stock (the "Proportionate Share Reduction"). The Reverse Stock Split will become effective as of 5:00 p.m., EDT, on September 25, 2015 (the "Effective Time"). Commencing at the market opening on September 28, 2015 (the trading day immediately after the Effective Time), the Class A common stock will begin trading on The Nasdaq Capital Market ("NASDAQ") on a post-split basis under the existing symbol "CHCI." The new CUSIP number for the Company's Class A common stock is 205684 202.

As previously disclosed, on March 18, 2015, the Company's Board of Directors authorized the Reverse Stock Split in advance of the Company's receipt of a letter from The Nasdaq Stock Market LLC notifying the Company that because the minimum bid price per share for its Class A common stock was below \$1.00 for a period of 30 consecutive business days, the Company did not meet the minimum bid price requirement set forth in Nasdaq Listing Rule 5550(a) (2). The Company's stockholders approved the amendment to the Company's restated certificate of incorporation at the 2015 Annual Meeting of Stockholders held on June 17, 2015.

Accordingly, at the Effective Time, every seven issued and outstanding shares of Class A common stock and Class B common stock will be converted into one issued and outstanding share of Class A common stock or Class B common stock, respectively, without any change in the par value per share. The Reverse Stock Split proportionately affects all issued and outstanding shares of Common Stock, as well as the number of shares of Class A common stock available for issuance under the Company's Amended and Restated 2004 Long-Term Incentive Compensation Plan. In addition, the Reverse Stock Split proportionately reduces the number of shares of Common Stock issuable upon the exercise of stock options, warrants and unvested restricted shares outstanding, as of the Effective Time. As a result, each stockholder's percentage ownership interest and proportional voting power remains unchanged and the rights and privileges of the holders of the Common Stock are unaffected (except for de minimis changes as a result of the elimination of fractional shares).

No fractional shares will be issued following the Reverse Stock Split. Stockholders who would otherwise be entitled to receive a fractional share will instead receive a cash payment based on the closing price of the Company's Class A common stock on September 25, 2015.

The Reverse Stock Split will reduce the number of shares of Common Stock issued and outstanding from approximately 20.89 million to approximately 2.98 million. Concurrently, the authorized number of shares of Common Stock will be reduced to 11.43 million.

Stockholders of record will be receiving information from American Stock Transfer & Trust Company, LLC (“AST”), the Company’s transfer agent and exchange agent for the Reverse Stock Split, regarding their holdings following the Reverse Stock Split and cash payments for any fractional interest. Stockholders who hold their shares in brokerage accounts or “street name” are not required to take any action to effect the exchange of their shares. AST will provide instructions to stockholders with physical certificates regarding the optional process for exchanging their pre-split certificates for post-split stock certificates. Additional information regarding the Reverse Stock Split can be found in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on April 30, 2015.

“NASDAQ requires certain standards be met by all listed companies on its exchange, which includes compliance with the minimum bid price requirement. Upon execution of this Reverse Stock Split, coupled with the additional equity capital raised by the Company during the second quarter of 2015, we expect CHCI to regain compliance with all listing requirements of NASDAQ,” commented Christopher Clemente, Chairman and Chief Executive Officer. “The execution of this Reverse Stock Split is in keeping with our strategy of maintaining CHCI’s listing on NASDAQ while we focus on continuing our recent growth trend with the ultimate objective of achieving scale needed to deliver positive results.”

#### **About Comstock Holding Companies, Inc.**

Comstock is a homebuilding and 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 on 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. Forward-looking statements include, but are not limited to, statements that express the Company’s intentions, expectations, strategies, predictions and other statements related to future activities, events or conditions. These statements are based on current expectations and projections about the Company which are based in part on assumptions made by management. Such assumptions involve known and unknown risks and uncertainties that may cause actual future results to differ materially from those projected or contemplated in the forward-looking statements, including the standards and policies of NASDAQ, fluctuations in the Company’s stock price, changes in the Company’s general financial and operating results, changes in the capital markets and general economic conditions. Additional information concerning these and other important risks and uncertainties 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.

#### **Company Contact:**

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-or-

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SOURCE: Comstock Holding Companies, Inc.