
**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): February 19, 2019 (February 12, 2019)

Comstock Holding 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.)

**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

Not Applicable
(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 Instructions 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On February 12, 2019, Comstock Holding Companies, Inc. (the “Corporation”) held a special meeting of stockholders (the “2019 Special Meeting”), at which its stockholders approved and adopted the Comstock Holding Companies, Inc. 2019 Omnibus Incentive Plan (the “2019 Plan”) as discussed further under Item 5.07 of this Current Report on Form 8-K. The Corporation’s board of directors previously approved the 2019 Plan on December 12, 2018, subject to stockholder approval. The 2019 Plan replaces the Comstock Homebuilding Companies, Inc. Amended and Restated 2004 Long-Term Incentive Compensation Plan (the “Prior Plan”), and no new awards will be granted under the Prior Plan. A total of 2,500,000 shares of the Corporation’s common stock is authorized for issuance under the 2019 Plan.

The 2019 Plan is described in more detail in the Corporation’s Definitive Proxy Statement on Schedule 14A for the 2019 Special Meeting, which was filed with the Securities and Exchange Commission on January 22, 2019 (the “Proxy Statement”). The foregoing description of the 2019 Plan does not purport to be complete and is qualified in its entirety by reference to the 2019 Plan, a copy of which is attached as Annex B to the Proxy Statement, and is incorporated by reference into this Current Report on Form 8-K.

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

As discussed under Item 5.07 of this Current Report on Form 8-K, at the 2019 Special Meeting, the Corporation’s stockholders approved an amendment to the Corporation’s Amended and Restated Certificate of Incorporation to increase the number of authorized shares of Class A common stock from 11,038,071 to 59,779,750 and a corresponding increase to the number of authorized shares of capital stock from 31,428,571 to 80,000,000 (the “Amendment”). The Amendment became effective upon filing with the Secretary of State of the State of Delaware on February 15, 2019 (the “Certificate of Amendment”). A copy of the Certificate of Amendment is attached as Exhibit 3.1 hereto and is incorporated by reference into this Current Report on Form 8-K.

On February 15, 2019, the Corporation filed a Certificate of Amendment of Certificate of Designation of Series C Non-Convertible Preferred Stock of Comstock Holding Companies, Inc. (the “Series C Certificate of Amendment”) with the Secretary of State of the State of Delaware. The Series C Certificate of Amendment amended the Certificate of Designation to increase the number of shares of Series C Preferred Stock from 3,000,000 to 4,500,000. A copy of the Series C Certificate of Amendment is attached as Exhibit 3.2 hereto and is incorporated by reference into this Current Report on Form 8-K.

Item 5.07 Submission of Matters to a Vote of Security Holders.

At the 2019 Special Meeting, two proposals were submitted to, and approved by, the Corporation’s stockholders. The proposals are described in more detail in the Proxy Statement. Each holder of our Class B common stock was entitled to fifteen votes per share of Class B common stock and each holder of our Class A common stock was entitled to one vote per share of Class A common stock on all matters submitted to our stockholders for a vote. The final voting results are below.

Proposal 1

The Corporation’s stockholders approved an amendment to the Corporation’s Amended and Restated Certificate of Incorporation to increase the number of authorized shares of Class A common stock from 11,038,071 to 59,779,750 and a corresponding increase to the number of authorized shares of capital stock from 31,428,571 to 80,000,000. The voting results are set forth below:

	Votes For		Votes Against		Votes Abstain		Broker Non-vote
Class A		Class B					
895,402		220,250	319,287		27,957		0

Proposal 2

The Corporation’s stockholders approved the Comstock Holding Companies, Inc. 2019 Omnibus Incentive Plan. The voting results are set forth below:

Votes For		Votes Against	Votes Abstain	Broker Non-vote
Class A	Class B			
929,947	220,250	310,852	1,847	0

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
3.1	<u>Certificate of Amendment of Amended and Restated Certificate of Incorporation of Comstock Holding Companies, Inc. filed with the Secretary of State of the State of Delaware on February 15, 2019.</u>
3.2	<u>Certificate of Amendment of Certificate of Designation of Series C Non-Convertible Preferred Stock of Comstock Holding Companies, Inc. filed with the Secretary of State of the State of Delaware on February 15, 2019.</u>

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

COMSTOCK HOLDING COMPANIES, INC.

Date: February 19, 2019

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

State of Delaware
Secretary of State
Division of Corporations
Delivered 06:09 PM 02/15/2019
FILED 06:09 PM 02/15/2019
SR 20191069293 – File Number 3782748

**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*”).

2. 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 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 September 23, 2015 (as amended, the “*Amended and Restated Certificate of Incorporation*”).

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

“The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is Eighty Million (80,000,000) shares, of which:

Fifty-Nine Million Seven Hundred and Seventy-Nine Thousand Seven Hundred and Fifty (59,779,750) shares, par value \$0.01 per share, shall be shares of Class A common stock (the “Class A Common Stock”);

Two Hundred Twenty Thousand Two Hundred and Fifty (220,250) 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”).”

4. The foregoing Certificate of Amendment of Amended and Restated Certificate of Incorporation has been duly adopted by the Corporation's Board of Directors and stockholders in accordance with the applicable provisions of Sections 222 and 242 of the General Corporation Law of the State of Delaware.

5. All other provisions of the Amended and Restated Certificate of Incorporation shall remain in full force and effect.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment of Amended and Restated Certified of Incorporation to be signed by a duly authorized officer this 13th day of February, 2019.

By: /s/ Christopher Clemente

Name: Christopher Clemente

Title: Chief Executive Officer

State of Delaware
Secretary of State
Division of Corporations
Delivered 06:16 PM 02/15/2019
FILED 06:16 PM 02/15/2019
SR 20191069473 - File Number 3782748

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF DESIGNATION
OF
SERIES C NON-CONVERTIBLE PREFERRED STOCK
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*").
2. The original Certificate of Designation of Series C Non-Convertible Preferred Stock was filed with the Secretary of State of the State of Delaware on March 22, 2017 (the "*Certificate of Designation*").
3. The Certificate of Designation is amended by deleting Section 1 and replacing it with the following:

"**Section 1. Designation and Amount.** The shares of such series of Preferred Stock shall be designated as "Series C Non-Convertible Preferred Stock" and the number of shares constituting such series shall be 4,500,000.
4. The foregoing amendment to the Certificate of Designation has been duly adopted by the Corporation's Board of Directors pursuant to the authority vested in the Corporation's Board of Directors by the Amended and Restated Certificate of Incorporation of the Corporation, as amended, and in accordance with Section 151 of the General Corporation Law of the State of Delaware.
5. All other provisions of the Certificate of Designation shall remain in full force and effect.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment of Certificate of Designation of Series C Non-Convertible Preferred Stock to be signed by a duly authorized officer this 13th day of February, 2019.

By: /s/ Christopher Clemente
Name: Christopher Clemente
Title: Chief Executive Officer