
**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): May 1, 2015 (April 28, 2015)

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

(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))
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Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On April 28, 2015, Comstock Holding Companies, Inc. (the “Company”) received a deficiency letter (the “Notice Letter”) from The Nasdaq Stock Market LLC (“Nasdaq”) advising the Company that it did not meet the minimum of \$2,500,000 in stockholders’ equity required for continued listing on the Nasdaq Capital Market under Listing Rule 5550(b)(1), which is one of the alternative tests for continued listing on The Nasdaq Capital Market. In the Company’s Form 10-K for the period ended December 31, 2014, the Company reported stockholders’ equity of \$1,855,000. In addition, the Notice Letter indicates that as of April 27, 2015, the Company did not meet the other alternative tests of market value of listed securities or net income from continuing operations under Listing Rule 5550(b) and therefore, no longer complies with the continued listing rule. The Notice Letter has no immediate effect on the listing of the Company’s shares of Class A common stock on Nasdaq.

The Company has 45 calendar days from the date of the Notice Letter to submit a plan to regain compliance. If Nasdaq accepts the Company’s plan, it may grant the Company an extension of up to 180 calendar days from the date of the Notice Letter to evidence compliance. If the Company’s plan is not accepted by Nasdaq, the Company will have an opportunity to appeal the decision to a Hearings Panel. The Company plans to take actions in the second quarter of 2015 to regain compliance with this listing requirement and intends to submit a plan to Nasdaq within the specified timeframe. These actions may include issuance of common or preferred equity, capital raises focused on project specific equity partnerships and the potential conversion of existing unsecured debt to equity.

As previously disclosed on a Current Report on Form 8-K filed on April 24, 2015, the Company received a letter from Nasdaq notifying the Company that for the preceding 30 consecutive business days prior to the date of the Nasdaq letter, the Company’s Class A common stock did not maintain a minimum bid price of \$1.00 for continued listing on The Nasdaq Capital Market, as required by Listing Rule 5550(a)(2). The minimum bid price deficiency serves as an additional basis for delisting the Company’s Class A common stock from Nasdaq, in addition to the stockholders’ equity deficiency described above. At our annual meeting of stockholders expected to be held on June 17, 2015, we will seek stockholder approval for amendments to the Company’s Restated Certificate of Incorporation to effect a reverse stock split. The rationale and the ratio of the reverse stock split, if implemented in the discretion of the Company’s Board of Directors, is discussed more fully in the Company’s Preliminary Proxy Statement filed with the Securities and Exchange Commission on April 17, 2015. The Company believes that if effected, the reverse stock split will have the effect of increasing the price of its Class A common stock and will assist Comstock in regaining compliance with Nasdaq’s minimum bid price requirement.

On May 1, 2015, the Company issued a press release regarding its receipt of the Notice Letter, a copy of which 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>
99.1	Press Release dated May 1, 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: May 1, 2015

COMSTOCK HOLDING COMPANIES, INC.

By: /s/ Christopher Clemente

Christopher Clemente,
Chief Executive Officer



Press Release

May 1, 2015
FOR IMMEDIATE RELEASE:

COMSTOCK HOLDING COMPANIES ANNOUNCES NEW PRIVATE OFFERING

Project Equity Partnership to Fund Comstock's Newest Community in Loudoun County, Virginia Capital Raise Will Assist Company in Regaining Compliance With NASDAQ Listing Requirements

Washington, DC/Reston, VA - Comstock Holding Companies, Inc. (NASDAQ: CHCI) (the "Company") announced today that it has initiated a private placement offering solely to accredited investors of interests in Comstock Investors IX, which is the latest private placement in a series of recently completed investment offerings sponsored by the Company. The Company intends to use the up to \$3 million of expected proceeds from the offering to provide the equity financing for the Company's Stone Ridge community of 35 single family homes in Loudoun County, Virginia, scheduled for development commencing in the coming months. The offering may be increased to provide financing for existing and future projects that are currently under investment review.

This new subdivision, which will be annexed into the adjacent Stone Ridge Community Association, is located in the Route 50 corridor of eastern Loudoun County, where the Company recently completed its successful Eastgate project. Stone Ridge is one of the most desirable master planned, mixed-use communities in Northern Virginia, offering quality amenities including the Stone Ridge Social Club, sports clubhouse, swimming pools, tennis facilities, the Gum Spring Public Library and highly rated Loudoun County Public Schools. The Company's new line of single-family homes at Stone Ridge will be priced from the high \$500s with sales scheduled to commence in October 2015.

The completion of the Comstock IX offering will assist the Company in satisfying the minimum stockholders' equity requirement for continued listing on the Nasdaq Capital Market. On April 28, 2015, the Company received a deficiency letter (the "Notice Letter") from The Nasdaq Stock Market LLC ("Nasdaq") advising the Company that based on the Company's financial statements included in its most recent 10-K that the Company's reported stockholders' equity of \$1,855,000 did not meet the minimum of \$2,500,000 required under Nasdaq Listing Rule 5550(b)(1). The deficiency is primarily the result of the Company's redemption of non-controlling interests (included as equity in the Company's financial statements) during 2014 of \$14.6 million coupled with an operating loss of \$3.1 million incurred during 2014. The \$3.1 million operating loss for 2014 is largely the result of a non-cash impairment charge of \$2.7 million and a restructuring charge of \$0.6 million.

The Notice Letter has no immediate effect on the listing of the Company's shares of Class A common stock on Nasdaq. The Company intends to submit its plan for addressing the subject listing deficiency within the 45 calendar days provided under Nasdaq rules. If the Company's plan is not accepted by Nasdaq, the Company will have an opportunity to appeal the decision to a Hearings Panel. The Company plans to take additional actions during the second quarter of 2015 with the intention of ensuring its ability to regain compliance with this listing requirement. These actions may include issuance of common or preferred equity, additional project specific capital raises and the potential conversion of existing unsecured shareholder debt to equity.

To participate in the Comstock IX offering, an investor must be qualified as an “accredited investor” as defined in Rule 501(a) of Regulation D under the Securities Act of 1933, as amended. Additional details of the offering are available by contacting Joe Squeri, Chief Financial Officer.

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.

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 general financial and operating results; changes in the capital markets; general economic conditions; the Company’s ability to service its debt; inherent risks in investment in real estate; the Company’s ability to compete in the markets in which it operates; economic risks in the markets in which the Company operatea, including actions related to government spending; delays in governmental approvals and/or land development activity at the Company’s projects; regulatory actions; fluctuations in operating results; the Company’s anticipated growth strategies; shortages and increased costs of labor or building materials; the availability and cost of land in desirable areas; adverse weather conditions or natural disasters; the Company’s ability to raise debt and equity capital and grow its operations on a profitable basis; and the Company’s continuing relationships with affiliates. 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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Investor Relations Contact:

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