

**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): **December 19, 2023**

**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.)

**1900 Reston Metro Plaza, 10<sup>TH</sup> Floor**  
**Reston, Virginia 20190**  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(703) 230-1985**

(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:

- 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol(s)	Name of each exchange on which registered
<b>Class A Common Stock, par value \$0.01</b>	<b>CHCI</b>	<b>NASDAQ Capital Market</b>

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 1.01 Entry into a Material Definitive Agreement.**

On December 19, 2023, Comstock Holding Companies, Inc. (the “Company”), through a wholly owned subsidiary named Comstock 41 Maryland, LLC, acquired a land parcel totaling approximately 18,150 square feet located at 41 Maryland Avenue in Rockville, Md. (“Comstock 41”) for \$1.5 million, pursuant to a purchase and sale agreement dated August 31, 2023 (as amended, the “Purchase and Sale Agreement”). The current zoning for the Property allows for construction of up to 117 multi-family units and approximately 11,000 square feet of commercial space.

The foregoing description of the material terms of the Purchase and Sale Agreement is qualified in its entirety by reference to the full text of the agreement, which the Company intends to file as an exhibit to the Company’s annual report on Form 10-K for the fiscal year ended December 31, 2023.

**Item 7.01 Regulation FD Disclosure.**

A copy of the press release announcing the acquisition of Comstock 41 is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

The information, including Exhibit 99.1, in Item 7.01 of this Form 8-K is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that Section. Such information shall not be incorporated by reference into any filing under the Securities Act of 1933, except as shall otherwise be expressly set forth by specific reference in such filing.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit Number</b>	<b>Description</b>
99.1	<a href="#">Comstock Holding Companies, Inc. press release, dated December 26, 2023</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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**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.

**COMSTOCK HOLDING COMPANIES, INC.**

Date: December 26, 2023

By: /s/ CHRISTOPHER CLEMENTE  
Christopher Clemente  
Chairman and Chief Executive Officer

# COMSTOCK

## Comstock Acquires Development Site in Rockville, MD

*Development expands Comstock's transit-oriented position adjacent to Rockville Metro Station*

RESTON, Va. — December 26, 2023 — [Comstock Holding Companies, Inc.](#) (Nasdaq: CHCI) ("Comstock"), a leading asset manager, developer, and operator of mixed-use and transit-oriented properties in the Washington, D.C. region, announced today that it has completed the acquisition of an 18,150 square foot land parcel located at 41 Maryland Avenue in Rockville, Md. ("Comstock 41") through a wholly owned subsidiary for \$1.5 million. This investment property sits adjacent to a pair of 250-unit luxury residential towers, BLVD Ansel and BLVD Forty-Four, which were acquired by a joint venture of Comstock and an affiliated entity in 2021 and 2022, respectfully.

Comstock 41, currently a surface parking lot, has existing entitlements for at least 117 dwelling units and approximately 11,000 square feet of retail space.

"This strategic, debt-free acquisition of entitled land adjacent to Comstock assets at Rockville Metro Station provides an opportunity to further grow revenue and earnings" said Christopher Clemente, Comstock's Chairman and Chief Executive Officer. "We look forward to working with the City of Rockville to expand our market leading residential presence adjacent to the terminus station on Metro's Red Line and maximize the positive impact on the Rockville Town Center neighborhood."

### About Comstock

Founded in 1985, Comstock is a leading asset manager, developer, and operator of mixed-use and transit-oriented properties in the Washington, D.C. region. With a managed portfolio comprising approximately 10 million square feet at full build-out and includes stabilized and development assets strategically located at key Metro stations, Comstock is at the forefront of the urban transformation taking place in the fastest growing segments of one of the nation's best real estate markets. Comstock's developments include some of the largest and most prominent mixed-use and transit-oriented projects in the mid-Atlantic region, as well as multiple large-scale public-private partnership developments. For more information, please visit [Comstock.com](#).

### Cautionary Statement Regarding Forward-Looking Statements

*This release may include "forward-looking" statements that are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements can be identified by use of words such as "anticipate," "believe," "estimate," "may," "intend," "expect," "will," "should," "seeks," or other similar expressions. Forward-looking statements are based largely on our expectations and involve inherent risks and uncertainties, many of which are beyond our control. Any number of important factors could cause actual results to differ materially from those in the forward-looking statements. Comstock specifically disclaims any obligation to update or revise any forward-looking statements, whether as a result of new information, future developments or otherwise.*

### Comstock Media Contact

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