

**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): January 6, 2020 (December 30, 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

(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))

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

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

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 30, 2019, Comstock Holding Companies, Inc. (the “Company”), made an investment related to the purchase of a stabilized commercial office building located at 3101 Wilson Boulevard in the Clarendon area of Arlington County, Virginia (the “Property”) pursuant to a purchase and sale agreement dated October 4, 2019 (as amended, the “Agreement”). The Company’s maximum amount of investment related to the purchase of the Property is approximately One Million Two Hundred Thousand Dollars (\$1,200,000).

In conjunction with the entry into the Agreement, the Company entered into an operating agreement (“Operating Agreement”) with Comstock Partners, L.C. (“Partners”) to form Comstock 3101 Wilson, LC, to purchase the Property (“Purchaser”). Pursuant to the Operating Agreement, the Company holds a minority membership interest of the Purchaser and the remaining membership interests of the Purchaser are held by Partners, an entity that is controlled by Christopher D. Clemente, the Chairman and CEO of the Company. Partners is the manager of the Purchaser. At the closing of the acquisition of the Property, the Company received an acquisition fee of Five Hundred Thousand Dollars (\$500,000) and is entitled to market rate asset management, property management, construction management and leasing fees for its management of the Property pursuant to separate agreements between the Purchaser, or its affiliates, and the Company, or its affiliates. The Company is also entitled to a market rate incentive fee related to the performance of the investment.

The foregoing description of the material terms of the Operating Agreement is qualified in its entirety by reference to the full text of the Operating Agreement, which will be filed as an exhibit to the Company’s Form 10-K for the fiscal year ended December 31, 2019.

Item 9.01 Financial Statements and Exhibits.

[99.1](#) [Press release dated January 6, 2020.](#)

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: January 6, 2020

COMSTOCK HOLDING COMPANIES, INC.

By: /s/ Christopher Clemente

Christopher Clemente,
Chief Executive Officer



Press Release

Comstock Acquires *The Hartford Building* in Arlington, VA

The 211,450 Sq. Ft. Class-A Office Building Represents the Fourth Addition during 2019 to Company's Portfolio of Transit-Oriented Managed Assets

RESTON, VA—January 6, 2020—Comstock Holding Companies, Inc., (NASDAQ: CHCI) (“CHCI” or “Comstock”) announced that on December 30, 2019, it completed the acquisition of The Hartford Building on an all-cash basis in a joint venture between CHCI and Comstock Partners, LC, an affiliated, privately-held company. The 9-story, Class-A building is located at 3101 Wilson Blvd, adjacent to the Clarendon Station on Metro’s Orange Line in Arlington, Virginia. Built in 2003, the 211,450 square foot office building with street-level retail is currently 90%+ leased to multiple high-quality tenants.

The Hartford Building is the fourth office building acquired by Comstock and its affiliated companies in 2019, increasing total capital deployed for the acquisition of existing, transit-oriented assets to approximately \$250 Million for the year just ended. “This acquisition furthers our strategy of positioning Comstock as a premier asset manager and service provider for capital partners including HNW family offices and institutional investors” said Chris Clemente, Comstock’s Chairman and Chief Executive Officer. “It also compliments Comstock’s anchor portfolio of managed assets that includes significant transit-oriented developments in the Washington, DC region while leveraging the capabilities of the talented team of professionals at Comstock in a manner designed to benefit all stakeholders.”

Since announcing in 2018 that it would wind-down its subsidiary for-sale homebuilding operation and refocus its business exclusively on commercial real estate development, asset management and real estate related services, Comstock has increased real estate assets under management and development to more than 3.5M square feet currently and approximately 7 million square feet at full build out of mixed-use and transit-oriented properties located in Northern Virginia, where global tech and consulting firms have been securing significant amounts of office space. During 2019, Comstock also announced the completion of more than 500,000 square feet of new office leases in Reston Station, one of two large transit-oriented developments included in Comstock’s anchor portfolio.

“This latest office acquisition furthers Comstock’s growth strategy focused on expanding our portfolio of transit-oriented properties in high-yield neighborhoods,” said Tim Steffan, EVP, Asset Management, Development and Leasing for Comstock. “The Hartford Building’s tenants benefit from the combination of adjacent Metro access and a convenient hybrid of national brands and locally-owned and operated retail establishments and restaurants all within walking distance of the Hartford Building.”

The amenity-rich neighborhood of Clarendon benefits from the highest median household income and the most educated workforce of all five submarkets in the Rosslyn-Ballston Corridor. The Hartford Building is situated in the heart of Clarendon's transit-oriented and mixed-use, office and retail corridor that features Whole Foods, Trader Joe's, Apple, Barnes & Noble and Sephora, along with a variety of restaurants with local roots including Green Pig Bistro, Ambar, Bakeshop and CIRCA at Clarendon. East Coast Coffee & Wine recently opened in the Hartford Building, further increasing dining options in the vibrant Clarendon submarket and providing an additional in-building amenity.

Comstock intends to complete the currently ongoing renovation and enhancement program commenced by previous ownership, including lobby, common areas, and restrooms. Comstock Commercial Management and Comstock's ParkX Management will manage the Hartford Building and its publicly accessible below grade parking garage. CHCI will maintain a financial interest in the property as a result of its capital investment, while also generating market rate fee-based revenue in connection with acquisition and management of the property.

About Comstock Holding Companies, Inc.

Comstock Holding Companies, Inc. (Nasdaq: CHCI) is a real estate development, asset management and real estate services company that has designed, developed, constructed, acquired and managed several thousand residential units and millions of square feet of residential and mixed-use projects throughout the Washington, D.C. metropolitan market since 1985. In 2018, Comstock announced its plan to wind-down its subsidiary for-sale homebuilding operation to focus exclusively on commercial real estate investment, development, asset management and real estate related services. Anchoring CHCI's transition is a long-term asset management agreement covering two of the largest transit-oriented, mixed-use developments in the Washington, D.C. area; Reston Station, a nearly 5 million square foot transit-oriented and mixed-use development in Reston, Virginia, and Loudoun Station, a nearly 2.5 million square foot transit-oriented, mixed-use development in Ashburn, Virginia, and additional development assets. Comstock Holding Companies, Inc. is publicly traded on NASDAQ under the symbol CHCI. For more information, visit www.ComstockCompanies.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. Additional information concerning important risk factors and uncertainties can be found under the heading "Risk Factors" in our latest Annual Report on 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.