## **SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

### **SCHEDULE 13G/A**

(Amendment No. 6)

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(b)

# **Comstock Holding Companies, Inc.**

(Name of Issuer)

Class A common stock, par value \$.01 per share (Title of Class of Securities)

205684103 (CUSIP Number)

December 31, 2018 (Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☑ Rule 13d-1(b)

☐ Rule 13d-1(c)

☐ Rule 13d-1(d)

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I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)			
Prescott Group Capital Management, L.L.C.			
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a) □ (b) □			
SEC USE ONLY			
CITIZENSI	ITIZENSHIP OR PLACE OF ORGANIZATION		
State of Oklahoma			
	5	SOLE VOTING POWER	
NUMBER OF SHARES		36,648	
		SHARED VOTING POWER	
OWNED BY 0			
EACH REPORTING		SOLE DISPOSITIVE POWER	
PERSON		36,648	
WITH	8	SHARED DISPOSITIVE POWER	
		0	
AGGREGAT	ΓΕ <b>Α</b> ]	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
36,648			
CHECK BO	X IF	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*	
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9			
1.0%**			
TYPE OF R	EPOI	RTING PERSON*	
IA			
	Prescott Gro CHECK TH (a)  SEC USE O CITIZENSH State of Okl MBER OF SHARES EFICIALLY WNED BY EACH PORTING PERSON WITH  AGGREGAT 36,648 CHECK BO  PERCENT O 1.0%** TYPE OF RE	I.R.S. IDENTIFI  Prescott Group C CHECK THE AI (a)	

SEE INSTRUCTIONS BEFORE FILLING OUT SEE ITEM 4(b).

NAME OF REPORTING PERSONS

	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)		
	Prescott Group Aggressive Small Cap, L.P.		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a) □ (b) □		
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION		
	State of Okl	ahon	
		5	SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH			0
		6	SHARED VOTING POWER
			36,648
		7	SOLE DISPOSITIVE POWER
	EPORTING PERSON		
1	WITH	8	0 SHARED DISPOSITIVE POWER
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			36,648
9	AGGREGA	ГЕ А	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	36,648		
10	CHECK BO	X IF	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
	П		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		
10	1.0%**		
12	TYPE OF REPORTING PERSON*		
	PN		

SEE INSTRUCTIONS BEFORE FILLING OUT SEE ITEM 4(b).

1	NAME OF	REP	ORTING PERSONS
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)		
			Aggressive Small Cap II, L.P.
2			PPROPRIATE BOX IF A MEMBER OF A GROUP*
	(a) 🗆	(b) [	
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3	SEC USE C	JINLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION		
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	State of Ok	tanon 5	SOLE VOTING POWER
		Э	SOLE VOTING POWER
NI	JMBER OF		0
	SHARES	6	SHARED VOTING POWER
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O,	WNED BY		36,648
DI	EACH EPORTING	7	SOLE DISPOSITIVE POWER
	PERSON		
-	WITH	8	0 SHARED DISPOSITIVE POWER
		0	SHARED DISPOSITIVE POWER
			36,648
9	AGGREGA	ГЕ А	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	36,648		
10		X IF	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
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11	PERCENT (	JF C	LASS REPRESENTED BY AMOUNT IN ROW 9
	1.0%**		
12	TYPE OF REPORTING PERSON*		
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SEE INSTRUCTIONS BEFORE FILLING OUT SEE ITEM 4(b).

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l	1	NAME OF REPORTING PERSONS  LD S. IDENTIFICATION NO. OF A BOWE BEDSONS (ENTIFIES ONLY)		
l		I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)		
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Į		Phil Frohlic		
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ŀ	4	CITIZENSHIP OR PLACE OF ORGANIZATION		
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l			36,648	
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Ī	9	AGGREGA	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
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l		36,648		
İ	10	CHECK BO	X IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*	
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ľ	11	PERCENT (	OF CLASS REPRESENTED BY AMOUNT IN ROW 9	
		1.0%**		
İ	12	TYPE OF REPORTING PERSON*		
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SEE INSTRUCTIONS BEFORE FILLING OUT SEE ITEM 4(b).

#### **SCHEDULE 13G/A**

This Amendment No. 6 (this "Amendment") to the Schedule 13G (the "Schedule 13G") is being filed on behalf of Prescott Group Capital Management, L.L.C., an Oklahoma limited liability company ("Prescott Capital"), Prescott Group Aggressive Small Cap, L.P., an Oklahoma limited partnership ("Prescott Small Cap"), Prescott Group Aggressive Small Cap II, L.P., an Oklahoma limited partnership ("Prescott Small Cap II" and, together with Prescott Small Cap, the "Small Cap Funds"), and Mr. Phil Frohlich, the principal of Prescott Capital, relating to shares of Class A common stock, par value \$.01 per share (the "Common Stock"), of Comstock Holding Companies, Inc., a Delaware corporation (the "Issuer").

This Amendment relates to shares of Common Stock of the Issuer purchased by the Small Cap Funds through the account of Prescott Group Aggressive Small Cap Master Fund, G.P., an Oklahoma general partnership ("Prescott Master Fund"), of which the Small Cap Funds are general partners. Prescott Capital serves as the general partner of the Small Cap Funds and may direct the Small Cap Funds, the general partners of Prescott Master Fund, to direct the vote and disposition of the 36,648 shares of Common Stock held by Prescott Master Fund. As the principal of Prescott Capital, Mr. Frohlich may direct the vote and disposition of the 36,648 shares of Common Stock held by Prescott Master Fund.

This Amendment amends and restates the Schedule 13G as follows.

#### Item 1(a) Name of Issuer.

Comstock Holding Companies, Inc.

#### Item 1(b) Address of Issuer's Principal Executive Offices.

1886 Metro Center Drive, Fourth Floor Reston, Virginia 20190

#### Item 2(a) Name of Person Filing.

Prescott Group Capital Management, L.L.C. ("Prescott Capital"), Prescott Group Aggressive Small Cap, L.P. ("Prescott Small Cap"), Prescott Group Aggressive Small Cap II, L.P. ("Prescott Small Cap II" and, together with Prescott Small Cap, the "Small Cap Funds") and Mr. Phil Frohlich.

#### Item 2(b) Address of Principal Business Office, or, if none, Residence.

1924 South Utica, Suite 1120 Tulsa, Oklahoma 74104-6529

Item 2(c)		Citizenship or Place of Organization.				
		Prescott Capital is an Oklahoma limited liability company. The Small Cap Funds are Oklahoma limited partnerships. Mr. Phil Frohlich is the principal of Prescott Capital and is a U.S. citizen.				
Item 2(d	)	Title of Class of Securities.				
		Class A common stock, par value \$.01 per share (the "Common Stock").				
Item 2(e)	)	CUSIP Number.				
		205684103				
Item 3	Reporting Person.					
If this sta	atem	ent is filed pursuant to Rule 13d-1(b), or 13d-2(b), check whether the person filing is a:				
(a)		Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).				
(b)		Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).				
(c)		Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).				
(d)		Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).				
(e)	$\boxtimes$	An investment advisor in accordance with §240.13d-1(b)(1)(ii)(E).				
(f)		An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F).				
(g)		A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G).				
(h)		A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).				
(i)		A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).				
(j)		Group, in accordance with §240.13d-1(b)(1)(ii)(J).				
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#### Item 4 Ownership.

- (a) Prescott Capital is the beneficial owner of 36,648 shares of Common Stock and Mr. Phil Frohlich is the beneficial owner of 36,648 shares of Common Stock.
- (b) Prescott Capital and Mr. Phil Frohlich are the beneficial owners of 1.0% of the outstanding shares of Common Stock. This percentage is determined by dividing 36,648 by 3,683,199, the number of shares of Common Stock issued and outstanding as of November 8, 2018, as reported in the Issuer's 10-Q filed on November 8, 2018.
- (c) Prescott Capital, as the general partner of the Small Cap Funds, the general partners of Prescott Master Fund, may direct the Small Cap Funds to direct the vote and disposition of the 36,648 shares of Common Stock held by Prescott Master Fund. As the principal of Prescott Capital, Mr. Phil Frohlich may direct the vote and disposition of the 36,648 shares of Common Stock held by Prescott Master Fund.

#### Item 5 Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the Reporting Persons have ceased to be the beneficial owners of more than five percent of the class of securities, check the following  $\boxtimes$ .

#### Item 6 Ownership of More Than Five Percent on Behalf of Another Person.

Inapplicable.

#### Item 7 Identification and Classification of the Subsidiary which Acquired the Security Being Reported On by the Parent Holding Company.

Inapplicable.

#### Item 8 Identification and Classification of Members of the Group.

Inapplicable.

#### Item 9 Notice of Dissolution of Group.

Inapplicable.

#### Item 10 Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

#### **SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 11, 2019

Prescott Group Capital Management, L.L.C.

By: /s/ Phil Frohlich

PHIL FROHLICH, Managing Member

Prescott Group Aggressive Small Cap, L.P.

By: Prescott Group Capital Management, L.L.C., its general

partner

By: /s/ Phil Frohlich

PHIL FROHLICH, Managing Member

Prescott Group Aggressive Small Cap II, L.P.

By: Prescott Group Capital Management, L.L.C., its general  $\,$ 

partner

By: /s/ Phil Frohlich

PHIL FROHLICH, Managing Member

/s/ Phil Frohlich

Phil Frohlich