

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): **March 4, 2015**

COMSTOCK RESOURCES, INC.

(Exact Name of Registrant as Specified in Charter)

STATE OF NEVADA
(State or other
jurisdiction incorporation)

001-03262
(Commission File Number)

94-1667468
(I.R.S. Employer
Identification Number)

5300 Town and Country Boulevard
Suite 500
Frisco, Texas 75034
(Address of principal executive offices)

(972) 668-8800
(Registrant's Telephone No.)

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))
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Item 8.01 Other Events

On March 4, 2015 Comstock Resources, Inc. ("Comstock") issued a press release, attached hereto as Exhibit 99.1 and incorporated herein by reference, announcing the pricing of an offering of \$700 million in aggregate principal amount of its senior secured notes due 2020 in a private offering. The notes will bear interest at a rate of 10% per annum. The notes will be guaranteed by each of Comstock's subsidiaries. The notes and the guarantees will be secured by a first priority lien on substantially all of the Company's and its subsidiaries' assets, subject to payment priority in favor of the lenders under a new credit facility. Comstock intends to use the net proceeds of the proposed offering to retire its bank credit facility, with remaining proceeds for general corporate purposes. In connection with the offering, the Company has entered into a new \$50 million bank revolving credit facility. The closing of the sale of the notes is expected to occur on March 13, 2015, subject to the satisfaction of customary closing conditions.

Item 9.01 Financial Statements and Exhibits

Exhibit 99.1 Press Release dated March 4, 2015.

SIGNATURES

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

COMSTOCK RESOURCES, INC.

Dated: March 5, 2015

By: /s/ ROLAND O. BURNS
Roland O. Burns
President and Chief Financial Officer



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Frisco, Texas 75034
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Contact: Gary H. Guyton
Director of Planning and Investor Relations
Web Site: www.comstockresources.com

NEWS RELEASE

For Immediate Release

COMSTOCK RESOURCES, INC. ANNOUNCES PRICING OF \$700 MILLION OF 10% SENIOR SECURED NOTES DUE 2020

FRISCO, TEXAS, March 4, 2015 – Comstock Resources, Inc. (“Comstock” or the “Company”) (NYSE: CRK) announced today that it has priced \$700 million in aggregate principal amount of its 10% senior secured notes due 2020 to be sold to purchasers in a private offering. The notes and the related subsidiary guarantees will be secured by a first priority lien on substantially all of the Company’s and its subsidiaries’ assets, subject to payment priority in favor of the lenders under a new credit facility described below. Comstock intends to use the net proceeds of the proposed offering to retire its existing bank credit facility, with remaining proceeds for general corporate purposes. Comstock expects to close the sale of the notes on March 13, 2015, subject to the satisfaction of customary closing conditions. In connection with the pricing of the notes, the Company has entered into a new \$50 million bank revolving credit facility.

The notes were offered in the United States only to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”), and outside the United States to non-U.S. persons pursuant to Regulation S under the Securities Act. The notes have not been registered under the Securities Act or the securities laws of any jurisdiction and may not be offered or sold in the United States without registration or an applicable exemption from registration requirements.

This press release is neither an offer to sell nor a solicitation of an offer to buy any securities and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale would be unlawful. Any offers of the notes will be made only by means of a private offering memorandum.

This press release may contain "forward-looking statements" as that term is defined in the Private Securities Litigation Reform Act of 1995. Such statements are based on management's current expectations and are subject to a number of factors and uncertainties which could cause actual results to differ materially from those described herein. Although the Company believes the expectations in such statements to be reasonable, there can be no assurance that such expectations will prove to be correct.

Comstock Resources, Inc. is a growing independent energy company based in Frisco, Texas and is engaged in oil and gas acquisitions, exploration and development primarily in Texas and Louisiana. The Company's stock is traded on the New York Stock Exchange under the symbol CRK.