

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): **February 1, 2016**

COMSTOCK RESOURCES, INC.

(Exact Name of Registrant as Specified in Charter)

STATE OF NEVADA
(State or other
jurisdiction of 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 1.01 Entry into a Material Definitive Agreement.

On February 1, 2016, Comstock Resources, Inc. (the "Company") entered into a privately-negotiated exchange agreement with Oasis Management, an existing holder (the "Holder") of the Company's 7¾% Senior Notes due 2019 (the "Notes"), pursuant to which the Holder agreed to exchange an aggregate \$40.0 million principal amount of such Notes for (i) 4,614,655 shares of the Company's common stock and (ii) a cash payment of approximately \$1.1 million, representing the accrued but unpaid interest on the Notes. The exchange was closed on February 2, 2016. A press release announcing the transaction is attached hereto as Exhibit 99.1.

The issuance of the Company's common stock in exchange for the Notes is being made in reliance on the exemption from registration provided by Section 3(a)(9) under the Securities Act of 1933, as amended.

This current report on Form 8-K does not constitute an offer to exchange the Notes or other securities of the Company for common stock or other securities of the Company.

Item 3.02 Unregistered Sales of Equity Securities.

The information provided in Item 1.01 is incorporated by reference into this Item 3.02.

The information in this Form 8-K and the Exhibit attached hereto shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits

Exhibit 99.1 Press Release dated February 3, 2016.

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: February 3, 2016

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



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Director of Planning and Investor Relations
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NEWS RELEASE

For Immediate Release

COMSTOCK RESOURCES, INC. ANNOUNCES DEBT EXCHANGE

FRISCO, TEXAS, February 3, 2016 – Comstock Resources, Inc. ("Comstock" or the "Company") (NYSE: CRK) announced today that it has completed a privately negotiated exchange with an existing holder of the Company's 7.75% Senior Notes due 2019 (the "Notes"). The holder has agreed to exchange \$40.0 million principal amount of the Notes for approximately 4.6 million shares of the Company's common stock plus accrued but unpaid interest on the Notes.

With this transaction, Comstock has reduced its outstanding debt by \$40.0 million and will realize annual interest savings of \$3.1 million. Through maturity of the Notes, the Company will save \$10.8 million in future interest payments. Combined with the Company's open market debt repurchase activity, the Company has reduced long term debt by \$169.5 million since April 2015 generating total annual interest savings of \$15.0 million.

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 an 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.