

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 28, 2011

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 February 28, 2011, Comstock Resources, Inc. ("Comstock") issued a press release, attached hereto as Exhibit 99.1 and incorporated herein by reference, announcing a senior notes offering in the amount of \$250 million. The offering will be made by means of an underwritten public offering pursuant to an automatic shelf registration statement previously filed with the Securities and Exchange Commission. Comstock intends to use the net proceeds of the proposed offering to repurchase all \$172 million of its 6% Senior Notes due 2012 that are currently outstanding, to repay outstanding borrowings under its bank credit facility and for other general corporate purposes. Comstock also issued a press release, attached hereto as Exhibit 99.2 and incorporated herein by reference, announcing a tender offer and consent solicitation for the Company's \$172 million aggregate principal amount of 6% Senior Notes due 2012. The offer, which commenced on February 28, 2011, will expire on March 28, 2011 unless it is extended by the Company in its sole option. The tender offer contemplates an early settlement option, so that holders who validly tender their notes prior to the expiration of the consent solicitation on March 11, 2011, and whose notes are accepted for purchase, could receive payment as early as March 14, 2011. The tender offer is subject to a number of conditions set forth in the offer to purchase.

Item 9.01 Financial Statements and Exhibits

Exhibit 99.1	Press Release, dated February 28, 2011 announcing the Company's Senior Notes Offering.
Exhibit 99.2	Press Release, dated February 28, 2011 announcing the Company's Tender Offer and Consent Solicitation.

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 28, 2011

By: /s/ M. JAY ALLISON
M. Jay Allison
President and Chief Executive Officer



5300 Town and Country Blvd., Suite 500

Frisco, Texas 75034

Telephone: (972) 668-8800

Contact: Roland O. Burns

Sr. Vice President and Chief Financial Officer

Web Site: www.comstockresources.com

NEWS RELEASE

For Immediate Release

COMSTOCK RESOURCES, INC. ANNOUNCES SENIOR NOTES OFFERING

FRISCO, TEXAS, February 28, 2011 – Comstock Resources, Inc. ("Comstock" or the "Company") (NYSE: CRK) announced today that it intends to offer \$250 million principal amount of senior notes due 2019, subject to market and other conditions. The offering will be made by means of an underwritten public offering pursuant to an automatic shelf registration statement previously filed with the Securities and Exchange Commission. Comstock intends to use the net proceeds of the proposed offering to repurchase all \$172 million of its 6% Senior Notes due 2012 that are currently outstanding, to repay outstanding borrowings under its bank credit facility and for other general corporate purposes.

Merrill Lynch, Pierce, Fenner & Smith Incorporated, BMO Capital Markets Corp. and J.P. Morgan Securities LLC, are acting as joint book-running managers, with BBVA Securities Inc., BNP Paribas Securities Corp., Capital One Southcoast, Inc., Comerica Securities, Inc., Lloyds TSB Bank plc, Mitsubishi UFJ Securities (USA), Inc., Morgan Keegan & Company, Inc., Natixis Securities North America Inc., Scotia Capital (USA) Inc., SunTrust Robinson Humphrey, Inc. and U.S. Bancorp Investments, Inc. acting as co-managers.

The offering may be made only by means of a prospectus and related prospectus supplement, copies of which may be obtained on the Securities and Exchange Commission's website at www.sec.gov. Alternatively, the underwriters will arrange to send you copies of the prospectus supplement and the base prospectus if you request by contacting (i) Merrill Lynch, Pierce, Fenner & Smith Incorporated at 4 World Financial Center, New York, NY 10080 Attention: Syndicate Operations or by calling 800-294-1322 or emailing dg.prospectus_requests@baml.com, (ii) BMO Capital Markets Corp. at 3 Times Square, 28th Floor, New York, NY 10036, Attention Maya Patel or by calling (212) 702-1882 or (iii) J.P. Morgan Securities LLC at 383 Madison Avenue, 3rd Floor, New York, NY 10179, Attention: Syndicate Desk or by calling (800) 245-8812.

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. Such an offer can only be made by delivery of a prospectus that has been filed with the Securities and Exchange Commission. The offering is being made pursuant to an effective shelf registration statement filed with the Securities and Exchange Commission.

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.



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NEWS RELEASE

For Immediate Release

COMSTOCK RESOURCES, INC. ANNOUNCES TENDER OFFER AND CONSENT SOLICITATION

FRISCO, TEXAS, February 28, 2011 – Comstock Resources, Inc. ("Comstock" or the "Company") (NYSE: CRK) announced today that it has commenced a cash tender offer (the "Tender Offer") and consent solicitation (the "Consent Solicitation," and together with the Tender Offer, the "Offer") for any and all of its \$172 million aggregate principal amount of 6% Senior Notes due 2012 (CUSIP No. 205768AF1) (the "Notes"). The Tender Offer and Consent Solicitation are described in the Offer to Purchase and Consent Solicitation Statement dated February 28, 2011 (the "Offer to Purchase"). The Offer will expire at 8:00 a.m., New York City Time, on Monday, March 28, 2011, unless extended by Comstock in its sole discretion (the "Expiration Time").

Holders who validly tender (and do not validly withdraw) their Notes and provide their consents to the proposed amendments to the indenture governing the Notes prior to 5:00 p.m., New York City time, on March 11, 2011, unless extended by us in our sole discretion (such time and date, as the same may be extended, the "Consent Expiration"), will receive total consideration of \$1002.50 per \$1,000 principal amount of Notes, which includes a consent payment of \$10.00 per \$1,000 principal amount of the Notes, plus any accrued and unpaid interest on the Notes up to, but not including, the payment date for such Notes accepted for purchase. Holders who validly tender their Notes before the Consent Expiration will be eligible to receive payment on the initial payment date, which is expected to be on or about March 14, 2011.

Holders who tender (and do not validly withdraw) their Notes after the Consent Expiration and prior to the Expiration Time will be entitled to receive consideration of \$992.50 per \$1,000.00 principal amount of the Notes, plus any accrued and unpaid interest on the Notes up to, but not including, the payment date for such Notes accepted for purchase. Holders of Notes tendered after the Consent Expiration will not receive a consent payment.

Following receipt of the consent of holders of at least a majority in aggregate principal amount of the outstanding Notes, Comstock will execute a supplemental indenture effecting the proposed amendments, which would permit Comstock to redeem the Notes on as little as three days' prior written notice. Except in certain circumstances, Notes tendered and consents delivered may be withdrawn only prior to the Consent Expiration.

The Offer is subject to a number of conditions that are set forth in the Offer to Purchase, including, without limitation, (i) the receipt of the required consents to amend and supplement the indenture governing the Notes in connection with the Consent Solicitation and the execution of a supplemental indenture effecting such amendments by the applicable parties, and (ii) the completion of a new debt financing, so that, when combined with other cash on hand, the Company will have sufficient funds to pay the total consideration for all Notes tendered and accepted for purchase plus all related fees and expenses, each as more fully described in the Offer to Purchase.

Comstock has engaged BofA Merrill Lynch as Dealer Manager for the Offer. Persons with questions regarding the Offer should contact BofA Merrill Lynch at (888) 292-0070 (toll free) or (980) 388-4603.

This press release does not constitute an offer to purchase the Notes or a solicitation of consents to amend the related indenture. The Offer is made solely pursuant to the Offer to Purchase. The tender offer is not being made to holders of Notes in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction.

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.