

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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SCHEDULE TO

TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)  
OF THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. 2)

DevX Energy, Inc.  
(Name of Subject Company)

Comstock Acquisition Inc.  
Comstock Holdings, Inc.  
Comstock Resources, Inc.  
(Names of Filing Persons (Offeror))

Common Stock, par value \$0.234 per share  
(Title of Class of Securities)

25189P203  
(CUSIP Number of Class of Securities)

M. Jay Allison  
Comstock Resources, Inc.  
5300 Town and Country Blvd., Suite 500  
Frisco, Texas 75034  
(972) 668-8800

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications on Behalf of Filing Persons)

Copy to:  
Jack E. Jacobsen  
Locke Liddell & Sapp LLP  
2200 Ross Avenue, Suite 2200  
Dallas, Texas 75201  
(214) 740-8000

CALCULATION OF FILING FEE

Transaction
Value*
Amount of
Filing
Fee** ----
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\$92,903,976
\$18,581

\* Estimated for purposes of calculating the amount of the filing fee only. Calculated by adding (i) 12,649,522, the number of shares of common stock outstanding as of November 12, 2001, multiplied by the \$7.32 per share tender offer price, (ii) an estimated 522,500 shares of common stock subject to options with an exercise price of less than \$7.32 per share, multiplied by \$7.32 less \$6.89, the average exercise price of such options, and (iii) 265,000 shares of common stock subject to warrants multiplied by \$7.32 less \$7.00, the exercise price of such warrants.

\*\* Calculated as 1/50 of 1% of the transaction value.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$18,581  
Form or Registration No.: Schedule TO

Filing Party: Comstock Resources, Inc.  
Date Filed: November 15, 2001

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

This Amendment No. 2 is the final amendment to, and amends and supplements, the Tender Offer Statement on Schedule T0 (the "Schedule T0"), as amended through the date hereof, filed initially with the Securities and Exchange Commission on November 15, 2001 by Comstock Acquisition Inc., a Delaware corporation ("Purchaser") and a wholly owned subsidiary of Comstock Holdings, Inc., a Delaware corporation ("Holdings"), which, in turn, is a wholly owned subsidiary of Comstock Resources, Inc., a Nevada corporation ("Comstock"). The Schedule T0 relates to the offer by Purchaser to purchase all outstanding shares of common stock, par value \$0.234 per share (the "Shares"), of DevX Energy, Inc., a Delaware corporation ("DevX"), at a purchase price of \$7.32 per Share, net to the seller in cash, upon the terms and subject to the conditions set forth in the Offer to Purchase dated November 15, 2001 (the "Offer to Purchase") and in the related Letter of Transmittal, copies of which were filed as Exhibits (a)(1) and (a)(2) to the Schedule T0 (which, together with any amendments or supplements thereto, collectively constitute the "Offer"). Capitalized terms used and not otherwise defined herein shall have the meanings assigned to them in the Offer to Purchase or the Schedule T0.

ITEM 8. (INTEREST IN SECURITIES OF THE SUBJECT COMPANY) AND ITEM 11. (ADDITIONAL INFORMATION).

Items 8 and 11 of the Schedule T0 are hereby amended and supplemented to adding to the end thereof the following:

"The Offer expired at 12:00 midnight, New York City time, on Thursday, December 13, 2001. Based on information provided by the Depositary to Purchaser, as of the expiration of the Offer, 12,283,728 Shares had been tendered and not withdrawn (including guaranteed deliveries), representing approximately 97% of the issued and outstanding Shares. Purchaser has accepted for purchase and payment all shares validly tendered and not withdrawn pursuant to the Offer. Comstock issued a press release, a copy of which is attached hereto as Exhibit (a)(10) and is incorporated herein by reference.

Comstock intends to complete the acquisition of DevX as soon as practicable through the Merger in which each Share of DevX common stock not previously purchased in the Offer will be converted into the right to receive \$7.32 per Share in cash, without interest (subject to applicable dissenter's rights). The Merger may be consummated without a vote of DevX's stockholders. Once the Merger becomes effective, DevX will become an indirect wholly owned subsidiary of Comstock."

ITEM 12. MATERIAL TO BE FILED AS EXHIBITS.

- (a)(1) Offer to Purchase dated November 15, 2001.\*
- (a)(2) Form of Letter of Transmittal.\*
- (a)(3) Form of Notice of Guaranteed Delivery.\*
- (a)(4) Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.\*
- (a)(5) Form of Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Nominees.\*
- (a)(6) Form of Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.\*
- (a)(7) Summary Advertisement as published in The Wall Street Journal on November 15, 2001.\*
- (a)(8) Press Release issued by Comstock on November 13, 2001.\*
- (a)(9) Press Release issued by Comstock on October 22, 2001.\*\*
- (a)(10) Press Release issued by Comstock on December 17, 2001.
- (b)(1) Commitment Letter dated November 14, 2001 between Holdings and Friedman, Billings, Ramsey & Co., Inc., as an Arranger and Bookrunner.\*
- (b)(2) Commitment Letter dated November 14, 2001 between Comstock and TD Securities (USA), Inc.\*

(d)(1) Agreement and Plan of Merger dated as of November 12, 2001 among Comstock, Holdings, Purchaser and DevX.\*

(d)(2) Confidentiality Agreement dated January 16, 2001 between Comstock and DevX.\*

(g) None.

(h) None.

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\* Incorporated by reference to the Schedule T0 filed by Comstock, Holdings and Purchaser on November 15, 2001.

\*\* Incorporated herein by reference to the Schedule T0-C filed by Comstock on October 22, 2001.

After due 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.

Dated: December 17, 2001

COMSTOCK ACQUISITION INC.

By: /s/ M. Jay Allison  
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M. Jay Allison  
President

COMSTOCK HOLDINGS, INC.

By: /s/ M. Jay Allison  
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M. Jay Allison  
President

COMSTOCK RESOURCES, INC.

By: /s/ M. Jay Allison  
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M. Jay Allison  
Chairman, President and  
Chief Executive Officer

EXHIBIT INDEX

EXHIBIT NUMBER  
DESCRIPTION - -  
-----  
--- (a)(1)  
Offer to  
Purchase dated  
November 15,  
2001.\* (a)(2)  
Form of Letter  
of  
Transmittal.\*  
(a)(3) Form of  
Notice of  
Guaranteed  
Delivery.\* (a)  
(4) Form of  
Letter to  
Brokers,  
Dealers,  
Commercial  
Banks, Trust  
Companies and  
Other  
Nominees.\* (a)  
(5) Form of  
Letter to  
Clients for use  
by Brokers,  
Dealers,  
Commercial  
Banks, Trust  
Companies and  
Nominees.\* (a)  
(6) Form of  
Guidelines for  
Certification  
of Taxpayer  
Identification  
Number on  
Substitute Form  
W-9.\* (a)(7)  
Summary  
Advertisement  
as published in  
The Wall Street  
Journal on  
November 15,  
2001.\* (a)(8)  
Press Release  
issued by  
Comstock on  
November 13,  
2001.\* (a)(9)  
Press Release  
issued by  
Comstock on  
October 22,  
2001.\*\* (a)(10)  
Press Release  
issued by  
Comstock and  
DevX Energy,  
Inc. on  
December 17,  
2001. (b)(1)  
Commitment  
Letter dated  
November 14,  
2001 between  
Holdings and  
Friedman,  
Billings,  
Ramsey & Co.,  
Inc., as an  
Arranger and  
Bookrunner.\*

(b)(2)  
Commitment  
Letter dated  
November 14,  
2001 between  
Comstock and TD  
Securities  
(USA), Inc.\*  
(d)(1)  
Agreement and  
Plan of Merger  
dated as of  
November 12,  
2001 among  
Comstock,  
Holdings,  
Purchaser and  
DevX.\* (d)(2)  
Confidentiality  
Agreement dated  
January 16,  
2001 between  
Comstock and  
DevX.\* (g)  
None. (h) None.

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\* Incorporated by reference to the Schedule T0 filed by Comstock,  
Holdings and Purchaser on November 15, 2001.

\*\* Incorporated herein by reference to the Schedule T0-C filed by Comstock  
on October 22, 2001.

COMSTOCK RESOURCES, INC. COMPLETES  
TENDER OFFER FOR DEVX ENERGY, INC.

FRISCO, TEXAS, DECEMBER 17, 2001 - Comstock Resources, Inc. ("Comstock" or the "Company")(NYSE:CRK) announced today and DevX Energy, Inc. ("DevX")(Nasdaq:DVXE) announced today the completion of the cash tender offer by Comstock Acquisition Inc., an indirect wholly owned subsidiary of Comstock, for all of the issued and outstanding shares of common stock of DevX. The tender offer, priced at \$7.32 in cash per share, expired on Thursday, December 13, 2001. The Depository for the tender offer has advised Comstock that as of the expiration of the tender offer, 12,283,728 shares had been validly tendered and not withdrawn, representing approximately 97% of DevX's issued and outstanding common shares.

Comstock intends to complete the acquisition of DevX later today through a merger in which each share of DevX common stock not previously purchased in the tender offer will be converted into the right to receive \$7.32 per share in cash, without interest (subject to applicable dissenter's rights). This merger may be consummated without a vote of DevX's stockholders. Once this merger becomes effective, DevX will become an indirect wholly owned subsidiary of Comstock.

DevX is an independent energy company based in Dallas, Texas engaged in the exploration, development and acquisition of oil and gas properties. DevX owns interest in 636 producing oil and gas wells located onshore primarily in East and South Texas, Kentucky, Oklahoma and Kansas. Comstock estimates that the acquisition of DevX will add approximately 155 billion cubic feet equivalent of natural gas reserves to Comstock's proved oil and gas reserve base. DevX's oil and gas reserves are 96% natural gas and are 69% proved developed.

Comstock also announced that it has entered into agreements to acquire approximately \$45 million of the outstanding \$50 million of DevX's 12.5% Senior Notes due in 2008 for 110% of the principal amount plus accrued interest.

The acquisition is being financed with borrowing under a new \$350 million Senior Secured Revolving Facility being provided by TD Securities (USA) Inc. The three year revolving credit facility will have an initial borrowing base of \$270 million and will also be used to refinance Comstock's existing bank debt.

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, LOUISIANA AND THE GULF OF MEXICO. THE COMPANY'S STOCK IS TRADED ON THE NEW YORK STOCK EXCHANGE UNDER THE SYMBOL CRK.