

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): **September 6, 2016**

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 1.01 Entry into a Material Definitive Agreement

On September 6, 2016, Comstock Resources, Inc. ("Comstock" or the "Company") entered into an amendment to its net operating loss carryforwards rights plan (the "Rights Plan") with American Stock Transfer & Trust Company, LLC, as rights agent, to accelerate the final expiration date of the associated purchase rights under the Rights Plan to September 6, 2016. This amendment effectively terminated the Rights Plan.

A copy of the amendment to the Rights Plan is attached as Exhibit 4.1 to this report and is incorporated herein by reference.

Item 3.03 Material Modification to Rights of Security Holders

The information required by Item 3.03 is incorporated by reference from Item 1.01 above.

Item 8.01 Other Events

On September 6, 2016, the Company issued a press release relating to the completion of its previously announced exchange offer and consent solicitation for its existing senior notes, as well as the amendment to the Rights Plan described above.

A copy of the press release is attached as Exhibit 99.1 to this report and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

Exhibit 4.1	First Amendment to Rights Agreement dated September 6, 2016 between Comstock Resources, Inc. and American Stock Transfer & Trust Company, LLC, as rights agent.
Exhibit 99.1	Press Release dated September 6, 2016.

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.

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: September 6, 2016

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

FIRST AMENDMENT TO RIGHTS AGREEMENT

First Amendment to Rights Agreement, dated as of September 6, 2016 (this "*Amendment*"), between Comstock Resources, Inc., a Nevada corporation (the "*Company*"), and American Stock Transfer & Trust Company, LLC, a stock transfer agent, as Rights Agent (the "*Rights Agent*"). Capitalized terms used but not defined herein shall have the meanings set forth in that certain Rights Agreement, dated as of October 1, 2015 (the "*Agreement*"), between the Company and the Rights Agent.

RECITALS

WHEREAS, pursuant to Section 26 of the Agreement, the Company may presently amend the Agreement at its sole and absolute discretion; and

WHEREAS, the Company desires to effect an amendment to the Agreement as further described herein.

NOW, THEREFORE, in consideration of the premises and the mutual agreements herein set forth, the parties hereby agree as follows:

Section 1. Amendment to Section 7.1. Clause (i) of Section 7.1 of the Agreement is hereby amended in its entirety to read:

"the Close of Business on September 6, 2016 (the "*Final Expiration Date*"),"

All references to the Final Expiration Date throughout the Agreement shall refer to the foregoing definition. In all other respects, the terms of the Agreement are hereby ratified and affirmed.

Section 2. Governing Law. This Amendment shall be deemed to be a contract made under the internal laws of the State of Nevada and for all purposes shall be governed by and construed in accordance with the laws of such State applicable to contracts to be made and performed entirely within such State.

Section 3. Counterparts. This Amendment may be executed in any number of counterparts and each of such counterparts shall for all purposes be deemed to be an original, and all such counterparts shall together constitute but one and the same instrument.

Section 4. Descriptive Headings. Descriptive headings of the several Sections of this Amendment are inserted for convenience only and shall not control or affect the meaning or construction of any of the provisions hereof.

[Signature Page Follows]

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed, as of the day and year first above written.

COMSTOCK RESOURCES, INC.

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

**AMERICAN STOCK TRANSFER &
TRUST COMPANY, LLC, as Rights Agent**

By: /s/ PAULA CAROPPOLI
Name: Paula Caroppoli
Title: Senior Vice President



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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 CLOSING OF SENIOR NOTES EXCHANGE OFFER

FRISCO, TEXAS, September 6, 2016 – Comstock Resources, Inc. ("Comstock" or the "Company") (NYSE: CRK) announced today that it has completed its previously announced exchange offer and consent solicitation for its 10% Senior Secured Notes due 2020, 7¾% Senior Notes due 2019 and 9½% Senior Notes due 2020 for three new series of secured notes and, in the case of the Company's 10% Senior Secured Notes due 2020, warrants exercisable for shares of the Company's common stock, upon the terms set forth in the Registration Statement on Form S-4, as amended, as previously filed with the Securities and Exchange Commission.

The exchange offer and consent solicitation expired on Friday, September 2, 2016. In exchange for \$697,195,000 in aggregate principal amount of the 10% Senior Secured Notes due 2020, representing approximately 99.6% of the outstanding amount of such notes, the Company issued \$697,195,000 in aggregate principal amount of its new 10% Senior Secured Toggle Notes due 2020 and warrants exercisable for 1,917,342 shares of common stock. In exchange for \$270,557,000 in aggregate principal amount of the 7¾% Senior Notes due 2019, representing approximately 93.8% of the outstanding amount of such notes, the Company issued \$270,557,000 in aggregate principal amount of its new 7¾% Second Lien Convertible PIK Notes due 2019. In exchange for \$169,747,000 in aggregate principal amount of the 9½% Senior Notes due 2020, representing approximately 97.2% of the outstanding amount of such notes, the Company issued \$169,747,000 in aggregate principal amount of its new 9½% Second Lien Convertible PIK Notes due 2020. The Company also paid in cash accrued and unpaid interest on all notes that were tendered and accepted for the exchange.

As the Company also received the necessary consents to amend the existing indentures with respect to the senior notes that were not tendered pursuant to the exchange offer, any senior notes not exchanged remain outstanding and the holders are now subject to the terms of the respective supplemental indenture implementing the amendments approved by the consenting holders.

Subject to the conditions described below, the new second lien notes are convertible into 81.2 shares of the Company's common stock for each \$1,000 of principal amount of notes. If all of the second lien notes converted, it would represent in the aggregate approximately 71% of the Company's total issued and outstanding common stock (assuming the exercise of all warrants issued as part of the exchange offer). As the number of shares issuable upon conversion of the second lien notes exceeds 19.9% of the Company's currently outstanding shares, in accordance with New York Stock Exchange rules, the second lien notes will only be convertible following stockholder approval of the issuance of such shares. The Company intends to call a special meeting of stockholders to seek stockholder approval for such issuance.

"We are very pleased with the success of our senior notes exchange offer," said M. Jay Allison, Chief Executive Officer of Comstock. "Almost 98% of our bondholders participated in the exchange, providing Comstock with enhanced liquidity by adding equity and pay-in-kind interest components to our outstanding debt, which will better position us to continue and accelerate our successful Haynesville shale drilling program."

The Company also announced that it had amended its net operating loss carryforwards rights plan (the "Rights Plan") to accelerate the final expiration date to September 6, 2016 of the associated purchase rights under the Rights Plan. This amendment effectively terminates the Rights Plan and was effected in order to facilitate the exchange offer.

BofA Merrill Lynch acted as dealer manager for the exchange offer.

This release is for informational purposes only and is neither an offer to exchange nor a solicitation of an offer to sell any security. The exchange offer was made by means of the prospectus dated September 2, 2016, the letter of transmittal and certain other exchange offer documents.

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.