

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): **August 17, 2018**

COMSTOCK RESOURCES, INC.

(Exact Name of Registrant as Specified in Charter)

STATE OF NEVADA

001-03262

94-1667468

(State or other
jurisdiction incorporation)

(Commission File Number)

(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal year.

On and effective August 17, 2018, the Board of Directors (the “Board”) of the Company approved and adopted the First Amendment to the Amended and Restated Bylaws of the Company (the “Bylaw Amendment”).

Pursuant to the Contribution Agreement (the “Contribution Agreement”) by and among the Company, Arkoma Drilling, L.P., a Texas limited partnership (“Arkoma”), and Williston Drilling, L.P., a Texas limited partnership (“Williston” and together with Arkoma, the “Contributors”), the Contributors are permitted to designate individuals to the Board. Furthermore, pursuant to the Contribution Agreement, the Company agreed to amend its bylaws to provide that the Contributors may remove any director appointed by the Contributors to the Board at any time, with or without cause. The Bylaw Amendment reflects the amendments agreed to by the Company in the Contribution Agreement.

The foregoing description of the Bylaw Amendment does not purport to be complete and is subject to, and qualified in its entirety by, the full text of the Bylaw Amendment, a copy of which is attached hereto as Exhibit 3.1 and is incorporated into this Item 5.03 by reference.

Item 9.01 Financial Statements and Exhibits

Exhibit 3.1 [First Amendment to Amended and Restated Bylaws of Comstock Resources, Inc.](#)

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, hereunto duly authorized.

COMSTOCK RESOURCES, INC.

Dated: August 21, 2018

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

**FIRST AMENDMENT TO
AMENDED AND RESTATED BYLAWS
OF
COMSTOCK RESOURCES, INC.**

This Amendment No. 1 (this "Amendment") is effective as of August 17, 2018, and amends the Amended and Restated Bylaws of Comstock Resources, Inc., a Nevada corporation, (the "Corporation"), adopted August 21, 2014 (the "Existing Bylaws").

RECITALS

WHEREAS, pursuant to that certain Contribution Agreement, dated May 9, 2018, as amended by that certain Amendment No. 1 to Contribution Agreement, dated August 13, 2018 (the "Contribution Agreement"), by and among the Corporation, Arkoma Drilling, L.P., a Texas limited partnership ("Arkoma"), and Williston Drilling, L.P., a Texas limited partnership (together with Arkoma, the "Contributors"), the Contributors are permitted to designate individuals to the Corporation's board of directors, subject to the limitations and conditions set forth therein, including the ownership of a specified percentage of the outstanding Common Shares of the Corporation;

WHEREAS, pursuant to the Contribution Agreement, the Corporation is obligated to amend the Existing Bylaws to provide that the Contributors may remove any Contributor Director at any time, with or without cause; and

WHEREAS, the Board approved of an amendment to the Existing Bylaws in the form of this Amendment, as set forth below.

AMENDMENT

1. Removal of Members of the Board of Directors. Article III, Section 7 of the Existing Bylaws is deleted in its entirety and replaced with the following:

Section 7. Removal.

(a) Any director or the entire Board of Directors may be removed, with or without cause, by the holders of two-thirds (2/3) of the shares of the issued and outstanding capital stock entitled to voting power; provided that, if the Articles of Incorporation expressly grants to stockholders the right to cumulate votes for the election of directors, no director may be removed except upon the vote or written consent of stockholders owning sufficient shares to have prevented his election to office in the first instance.

(b) Any Contributor Director may be removed by the Contributors at any time, with or without cause.

For purposes hereof, “Contributors” shall mean Arkoma Drilling, L.P., a Texas limited partnership and Williston Drilling, L.P., a Texas limited partnership. A “Contributor Director” is any individual designated as a member of the Corporation’s board of directors by the Contributors pursuant to the terms of the Contribution Agreement.”

2. No Other Changes. The Existing Bylaws, as amended by this Amendment, shall remain in full force and effect. To the extent this Amendment conflicts with any provisions of the Existing Bylaws, this Amendment shall control. The undersigned Secretary of the Corporation, hereby certifies that the foregoing is a true and correct copy of the First Amendment to the Amended and Restated Bylaws of the Corporation, adopted by the Board of Directors and made effective as of August 17, 2018.

[Signature page follows.]

By: /s/ ROLAND O. BURNS

Name: Roland O. Burns

Title: Secretary

Signature Page to First Amendment to Amended and Restated Bylaws