UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K/A

(Amendment No. 1)

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 16, 2021

COMSTOCK RESOURCES, INC.

(Exact Name of Registrant as Specified in Charter)

	Nevada	001-03262	94-1667468	
	(State or other jurisdiction incorporation)	(Commission File Numb	er) (I.R.S. Employer Identification Number)	
		5300 Town and Country Boo Suite 500 Frisco, Texas 75034 Address of principal executive		
		(972) 668-8800		
		(Registrant's Telephone N	lo.)	
	ppropriate box below if the Form 8-K fill ving provisions:	ling is intended to simultaned	ously satisfy the filing obligation of the registra	ant under any
☐ Solicit☐ Pre-co	n communications pursuant to Rule 425 ing material pursuant to Rule 14a-12 und mmencement communications pursuant mmencement communications pursuant Securities re	der the Exchange Act (17 CFF to Rule 14d-2(b) under the Ex	R 240.14a-12) xchange Act (17 CFR 240.14d-2(b)) xchange Act (17 CFR 240.13e-4(c))	
	Title of each class	Trading Symbol(s)	Name of each exchange on which registered	
	Common Stock, par value \$0.50 (per sha	are) CRK	New York Stock Exchange	
(§230.405 o	f this chapter) or Rule 12b-2 of the Secu		ny as defined in Rule 405 of the Securities §240.12b-2 of this chapter).	Act of 1933
0 00	rowth company 🗆			
	ng growth company, indicate by check i w or revised financial accounting standar		cted not to use the extended transition period f on 13(a) of the Exchange Act. \square	or complying

Explanatory Note:

Comstock Resources, Inc. (the "Company") is filing this Amendment No. 1 to the Form 8-K ("Form 8-K/A") for the purpose of revising certain typographical errors to Item 9.01 and Exhibit 99.1 furnished in the Current Report on Form 8-K filed with the Securities and Exchange Commission ("SEC") on February 16, 2021 (the "Original Form 8-K"). Item 9.01 has been revised to properly reflect the date of the press release furnished in Exhibit 99.1 as February 16, 2021. The press release has been revised from the press release furnished in the Original Form 8-K to correct certain typographical errors related to the unit of measurement of natural gas production volumes per day for the three months ended and year ended December 31, 2020. As revised, the press release reflects the proper unit of measurement. Except as provided herein, the disclosures made in the Original Form 8-K remain unchanged.

Item 2.02 Results of Operations and Financial Condition

On February 16, 2021, the Company announced financial results for the three months and twelve months ended December 31, 2020. A copy of the press release announcing Comstock's earnings and operating results for these periods and other matters is attached hereto as Exhibit 99.1.

The earnings press release contains financial measures that are not in accordance with generally accepted accounting principles in the United States ("GAAP"). Comstock has provided reconciliations within the earnings release of the non-GAAP financial measures to the most directly comparable GAAP financial measures. The non-GAAP financial measures should be considered in addition to, but not as a substitute for, measures of financial performance prepared in accordance with GAAP that are presented in the earnings release.

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, as amended (the "Exchange Act") or otherwise subject to the liability of that section, and shall not be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

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, as amended (the "Exchange Act") or otherwise subject to the liability of that section, and shall not be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, 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 16, 2021.

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: February 17, 2021 By: /s/ ROLAND O. BURNS

Roland O. Burns

President and Chief Financial Officer



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VP of Finance and Investor Relations Web Site: www.comstockresources.com

NEWS RELEASE

For Immediate Release

COMSTOCK RESOURCES, INC. REPORTS FOURTH QUARTER 2020 FINANCIAL AND OPERATING RESULTS

FRISCO, TEXAS, February 16, 2021 – Comstock Resources, Inc. ("Comstock" or the "Company") (NYSE: CRK) today reported financial and operating results for the quarter and year ended December 31, 2020.

Financial Results for the Three Months Ended December 31, 2020

For the fourth quarter of 2020, Comstock reported net income available to common stockholders of \$77.5 million or \$0.30 per diluted share. The quarter results included a \$80.2 million unrealized gain on the mark-to-market value of the Company's derivative financial instruments that are held to hedge oil and natural gas prices. The adjusted net income available to common stockholders excluding the unrealized gain on the hedge contracts and other non-recurring items for the fourth quarter of 2020 was \$34.6 million or \$0.14 per diluted share.

Comstock produced 109.0 billion cubic feet ("Bcf") of natural gas and 0.3 million barrels ("Bbls") of oil or 111.1 billion cubic feet of natural gas equivalent ("Bcfe") in the fourth quarter of 2020. Natural gas production averaged 1.2 Bcf per day, an increase of 6% over natural gas production in the third quarter of 2020. Oil production in the fourth quarter of 2020 averaged 3,694 Bbls of oil per day as compared to 3,851 Bbls per day produced in the third quarter of 2020.

Comstock's average realized natural gas price in the fourth quarter of 2020, including realized hedging gains, was \$2.40 per Mcf as compared to \$2.30 per Mcf realized in the fourth quarter of 2019 and \$1.95 per Mcf realized in the third quarter of 2020. The Company's average realized oil price in the fourth quarter of 2020, including realized hedging gains, was \$44.47 per Bbl as compared to \$50.36 per Bbl in the fourth quarter of 2019 and \$33.52 per Bbl in the third quarter of 2020. Oil and gas sales were \$276.8 million (including realized hedging gains) in the fourth quarter of 2020 as compared to \$308.6 million in the fourth quarter of 2019. Adjusted EBITDAX, or earnings before interest, taxes, depreciation, depletion, amortization, exploration expense and other noncash expenses was \$210.8 million in the fourth quarter of 2020 as compared to adjusted EBITDAX of \$234.8 million for the fourth quarter of 2019. The Company's operating cash flow generated in the fourth quarter of 2020 was \$154.6 million as compared to \$187.9 million in the fourth quarter of 2019.

Financial Results for the Year Ended December 31, 2020

For the year ended December 31, 2020, Comstock reported a net loss available to common stockholders of \$83.4 million or \$0.39 per diluted share. The loss was primarily due to a \$124.5 million unrealized loss related to the mark-to-market valuation of derivative financial instruments. Adjusted net income available to common stockholders excluding the unrealized loss on hedges and other non-recurring items for the year ended December 31, 2020 was \$49.6 million or \$0.23 per diluted share.

Comstock produced 450.8 Bcf of natural gas and 1.5 million Bbls of oil or 459.9 Bcfe for the year ended December 31, 2020 as compared to 292.8 Bcf of natural gas, 2.7 million Bbls of oil or 308.9 Bcfe for the year ended December 31, 2019. Natural gas production averaged 1.2 Bcf per day in 2020, an increase of 54% over natural gas production in 2019. Oil production averaged 4,120 Bbls of oil per day in 2020 compared to 7,356 Bbls of oil per day in 2019. Comstock's average realized natural gas price, including realized hedging gains, was \$2.07 per Mcf for the year ended December 31, 2020, as compared to \$2.35 per Mcf realized for the year ended December 31, 2019. The Company's average realized oil price in 2020, including realized hedging gains, was \$40.88 per barrel as compared to \$49.64 per barrel in 2019. Oil and gas sales were \$993.1 million, including realized hedging gains, for the year ended December 31, 2020 as compared to oil and gas sales of \$821.4 million in 2019. Adjusted EBITDAX of \$722.2 million in 2020 was 18% higher than adjusted EBITDAX of \$613.6 million in 2019. The Company's operating cash flow generated for the year ended December 31, 2020 of \$521.2 million increased 11% over operating cash flow of \$468.3 million for the year ended December 31, 2019.

Drilling Results

Comstock spent \$483.6 million during 2020 for drilling and development activities in 2020. Comstock also spent \$7.9 million on leasing activity. \$476.9 million was spent to develop its Haynesville and Bossier shale properties, comprised of \$436.1 million on drilling and completing wells and an additional \$40.8 million on other development activity. Comstock drilled 55 (46.1 net) operated horizontal Haynesville shale wells during the year ended December 31, 2020, which had an average lateral length of 9,247 feet. Comstock also participated in 16 (1.3 net) non-operated Haynesville shale wells in 2020. During the year ended December 31, 2020, Comstock turned 76 (43.7 net) Haynesville shale wells to sales and currently expects to turn 14 (13.0 net) operated wells to sales in the first quarter of 2021.

Since its last operational update, Comstock completed an additional 20 (17.7 net) Haynesville shale wells. The average initial production rate of these wells was 24 MMcf per day and had an average completed lateral length of 9,288 feet.

2020 Proved Oil & Gas Reserves

Comstock also announced that proved natural gas and oil reserves as of December 31, 2020 were estimated at 5.6 trillion cubic feet ("Tcf") of natural gas and 11.0 million Bbls of oil, or 5.6 Tcfe as compared to total proved reserves of 5.4 Tcfe as of December 31, 2019. The reserve estimates were determined under the SEC guidelines and were audited by the Company's independent reserve engineering firms. The 5.6 Tcfe of proved reserves at December 31, 2020 were 36% developed and 97% were operated by Comstock. The present value, using a 10% discount rate, or the future net cash flows before income taxes of the proved reserves (the "PV-10 Value") was approximately \$2.0 billion, using average first of month 2020 prices of \$1.99 per Mcf of natural gas and \$39.57 per Bbl of oil. The PV-10 Value was impacted by the much lower oil and gas prices required under the SEC methodology. The natural gas and oil prices used in determining the December 31, 2020 proved reserves estimates were 23% lower for natural gas and 29% lower for oil as compared to prices used at December 31, 2019. The PV-10 Value

using NYMEX reference prices of \$2.75 per Mcf for natural gas and \$50.00 per barrel for oil less the Company's differentials would have been \$4.4 billion.

The following table reflects the changes in the proved reserve estimates since the end of 2019:

	Oil (MMBbls)	Natural Gas (Bcf)	Total (Bcfe)
Proved Reserves:			
Proved Reserves at December 31, 2019	16.7	5,341.5	5,442.0
Production	(1.5)	(450.8)	(459.9)
Extensions and discoveries		365.7	365.7
Revisions:			
Price	(2.9)	(68.2)	(85.3)
Performance and Other	(1.3)	374.7	366.4
Proved Reserves at December 31, 2020	11.0	5,562.9	5,628.9

Despite the low prices used to determine proved reserves, Comstock replaced 159% of its 2020 production excluding price revisions and 141% including them. Based on the 2020 proved reserve additions, Comstock's "all-in" finding costs were approximately \$0.66 per Mcfe excluding price-related revisions (\$0.75 per Mcfe including price-related revisions).

2021 Drilling Budget

The Company currently plans to spend approximately \$510 million to \$550 million in 2021 on drilling and completion activities primarily focused on development of its Haynesville/Bossier shale properties and \$7 million to \$10 million on its leasing program. Under its current operating plan, Comstock expects to drill 62 (51.0 net) and complete 58 (50.5 net) operated horizontal wells utilizing five to six rigs during 2021.

Other Matters

Comstock has planned a conference call for 10:00 a.m. Central Time on February 17, 2021, to discuss the fourth quarter of 2020 operational and financial results. Investors wishing to participate should visit the Company's website at www.comstockresources.com for a live webcast or dial 844-776-7840 (international dial-in use 661-378-9538) and provide access code 8399473 when prompted. If you are unable to participate in the original conference call, a web replay will be available approximately 24 hours following the completion of the call on Comstock's website at www.comstockresources.com. The web replay will be available for approximately one week. A replay of the conference call will be available beginning at 1:00 p.m. CT February 17, 2021 and will continue until 1:00 p.m. February 24, 2021. To hear the replay, call 855-859-2056 (404-537-3406) if calling from outside the US). The conference call access code is 8399473.

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 leading independent natural gas producer with operations focused on the development of the Haynesville shale in North Louisiana and East Texas. The Company's stock is traded on the New York Stock Exchange under the symbol CRK.

COMSTOCK RESOURCES, INC. CONSOLIDATED STATEMENTS OF OPERATIONS

(In thousands, except per share amounts)

	The	ree Months En	December 31,	Tv	Twelve Months Ended December 31,					
	2020		2019		2020		2019			
Revenues:										
Natural gas sales	\$	261,424	\$	260,206	\$	809,399	\$	635,795		
Oil sales		13,347		29,042		48,796		132,894		
Total oil and gas sales		274,771		289,248		858,195		768,689		
Operating expenses:										
Production and ad valorem taxes		9,199		12,999		36,967		35,702		
Gathering and transportation		29,159		29,957		106,582		71,303		
Lease operating		23,342		26,285		102,452		80,762		
Depreciation, depletion and amortization		104,284		111,842		417,112		276,526		
General and administrative		6,049		6,484		32,040		29,244		
Exploration		_		_		27		241		
(Gain) loss on sale of assets		(1)		_		(17)		25		
Total operating expenses		172,032		187,567		695,163		493,803		
Operating income		102,739		101,681		163,032		274,886		
Other income (expenses):										
Gain from derivative financial instruments		81,929		19,790		9,951		51,735		
Other income		287		282		1,080		622		
Transaction costs		_		90		_		(41,010)		
Interest expense		(66,065)		(54,107)		(234,829)		(161,541)		
Loss on early extinguishment of debt		_		_		(861)		_		
Total other income (expenses)		16,151		(33,945)		(224,659)		(150,194)		
Income (loss) before income taxes		118,890		67,736		(61,627)		124,692		
Benefit from (provision for) income taxes		(36,967)		(12,620)		9,210		(27,803)		
Net income (loss)		81,923		55,116		(52,417)		96,889		
Preferred stock dividends and accretion		(4,400)		(14,287)		(30,996)		(22,415)		
Net income (loss) available to common stockholders	\$	77,523	\$	40,829	\$	(83,413)	\$	74,474		
Net income (loss) per share:										
Basic	\$	0.34	\$	0.22	\$	(0.39)	\$	0.52		
Diluted	\$	0.30	\$	0.19	\$	(0.39)	_	0.52		
Weighted average shares outstanding:										
Basic		231,377		187,280		215,194		142,750		
Diluted		275,127		284,100	_	215,194		187,378		
							=			

COMSTOCK RESOURCES, INC. CONSOLIDATED BALANCE SHEETS

(In thousands)

	As of				
	December 31, 20				
ASSETS					
Cash and cash equivalents	\$	30,272	\$	18,532	
Accounts receivable		145,786		180,341	
Derivative financial instruments		8,913		75,304	
Income taxes receivable		_		5,109	
Other current assets		14,839		10,399	
Total current assets		199,810		289,685	
Property and equipment, net		4,084,550		4,008,803	
Goodwill		335,897		335,897	
Income taxes receivable		_		5,109	
Derivative financial instruments		661		13,888	
Operating lease right-of-use assets		3,025		3,509	
Other assets		40		231	
	\$	4,623,983	\$	4,657,122	
LIABILITIES AND STOCKHOLDERS' EQUITY					
Accounts payable	\$	259,284	\$	252,994	
Accrued costs		133,019		137,166	
Operating leases		2,284		1,994	
Derivative financial instruments		47,005		222	
Total current liabilities		441,592		392,376	
Long-term debt		2,517,149		2,500,132	
Deferred income taxes		200,583		211,772	
Derivative financial instruments		2,364		4,220	
Long-term operating leases		740		1,515	
Asset retirement obligation		19,290		18,151	
Other non-current liabilities		492		6,351	
Total liabilities		3,182,210		3,134,517	
Mezzanine Equity:					
Preferred stock		175,000		379,583	
Stockholders' Equity:					
Common stock		116,206		95,003	
Additional paid-in capital		1,095,384		909,423	
Accumulated earnings		55,183		138,596	
Total stockholders' equity		1,266,773		1,143,022	
	\$	4,623,983	\$	4,657,122	

COMSTOCK RESOURCES, INC. OPERATING RESULTS

(In thousands, except per unit amounts)

	Thr	ee Months Ended December 31,				welve Months E	nded	ded December 31,	
		2020		2019		2020		2019	
Gas production (MMcf)		109,013		121,521		450,836		292,834	
Oil production (Mbbls)		340		577		1,508		2,685	
Total production (MMcfe)		111,052		124,980		459,883		308,944	
Natural gas sales	\$	261,424	\$	260,206	\$	809,399	\$	635,795	
Natural gas hedging settlements (1)		240		19,302		122,036		52,297	
Total natural gas including hedging		261,664		279,508		931,435		688,092	
Oil sales		13,347		29,042		48,796		132,894	
Oil hedging settlements (1)		1,767		_		12,849		387	
Total oil including hedging		15,114		29,042		61,645		133,281	
Total oil and gas sales including hedging	\$	276,778	\$	308,550	\$	\$ 993,080	\$	821,373	
Average gas price (per Mcf)	\$	2.40	\$	2.14	\$	1.80	\$	2.17	
Average gas price including hedging (per Mcf)	\$	2.40	\$	2.30	\$	2.07	\$	2.35	
Average oil price (per barrel)	\$	39.27	\$	50.36	\$	32.36	\$	49.49	
Average oil price including hedging (per barrel)	\$	44.47	\$	50.36	\$	40.88	\$	49.64	
Average price (per Mcfe)	\$	2.47	\$	2.31	\$	1.87	\$	2.49	
Average price including hedging (per Mcfe)	\$	2.49	\$	2.47	\$	2.16	\$	2.66	
Durching and adversary same	¢	0.100	ď	12,000	¢	20.007	ď	25 702	
Production and ad valorem taxes	\$	9,199	\$	12,999	\$	36,967	\$	35,702	
Gathering and transportation	\$	29,159	\$		\$	106,582	\$	71,303	
Lease operating	\$	23,342	\$	26,285	\$	102,452	\$	80,762	
Production and ad valorem taxes (per Mcfe)	\$	0.09	\$	0.10	\$	0.08	\$	0.11	
Gathering and transportation (per Mcfe)	\$	0.26	\$	0.24	\$	0.23	\$	0.23	
Lease operating (per Mcfe)	\$	0.21	\$	0.21	\$	0.22	\$	0.27	
Oil and Gas Capital Expenditures:									
Acquisitions	\$	_	\$	41,828	\$	_	\$	2,097,451	
Exploratory leasehold		6,492		_		7,949		_	
Development leasehold		5,659		890		13,022		7,603	
Development drilling and completion		155,691		150,960		436,074		493,625	
Other development		8,062		3,121		34,525		9,339	
Total	\$	175,904	\$	196,799	\$	491,570	\$	2,608,018	

⁽¹⁾ Included in gain from derivative financial instruments in operating results.

COMSTOCK RESOURCES, INC. NON-GAAP FINANCIAL MEASURES

(In thousands, except per share amounts)

	Three Months Ended December 31,					Twelve Months Ended December 31,			
		2020		2019		2020		2019	
ADJUSTED NET INCOME (LOSS) TO COMMON STOCKHOLDERS:		_						_	
Net income (loss) available to common stockholders	\$	77,523	\$	40,829	\$	(83,413)	\$	74,474	
(Gain) loss on sale of assets		(1)		_		(17)		25	
Unrealized (gain) loss on derivative financial instruments		(80,158)		(488)		124,545		949	
Loss on early extinguishment of debt		_		_		861			
Non-cash interest amortization from adjusting debt assumed in acquisition to fair value		5,811		5,065		22,112		9,143	
Non-cash accretion from adjusting preferred stock issued in acquisition to fair value		_		4,583		5,417		4,583	
Impairment of unevaluated oil and gas properties		_		_		27		_	
Transaction costs		_		(90)		_		41,010	
Covey Park July 2019 hedging settlements		_		_		_		4,574	
Adjusted benefit (provision) for income taxes		31,408		(836)		(19,930)		(12,420)	
Adjusted net income available to common stockholders (1)	\$	34,583	\$	49,063	\$	49,602	\$	122,338	
Adjusted net income available to common stockholders per diluted share	\$	0.14	\$	0.22	\$	0.23	\$	0.77	
ADJUSTED EBITDAX:									
Net income (loss)	\$	81,923	\$	55,116	\$	(52,417)	\$	96,889	
Interest expense		66,065		54,107		234,829		161,541	
Income taxes		36,967		12,620		(9,210)		27,803	
Depreciation, depletion, and amortization		104,284		111,842		417,112		276,526	
Unrealized (gain) loss from derivative financial instruments		(80,158)		(488)		124,545		949	
Exploration		_		_		27		241	
Stock-based compensation		1,730		1,661		6,464		4,020	
Loss on early extinguishment of debt		_		_		861		_	
Transaction costs		_		(90)		_		41,010	
Covey Park July 2019 hedging settlements		_		_		_		4,574	
(Gain) loss on sale of assets		(1)		_		(17)		25	
Total Adjusted EBITDAX (2)	\$	210,810	\$	234,768	\$	722,194	\$	613,578	

Adjusted net income available to common stockholders is presented because of its acceptance by investors and by Comstock management as an indicator of the Company's profitability excluding non-cash unrealized gains and losses on derivative financial instruments and other unusual items.

Adjusted EBITDAX is presented in the earnings release because management believes that adjusted EBITDAX, which represents Comstock's results from operations before interest, income taxes, and certain non-cash items, including depreciation, depletion and amortization and exploration expense, is a common alternative measure of operating performance used by certain investors and financial analysts.

COMSTOCK RESOURCES, INC. NON-GAAP FINANCIAL MEASURES

(In thousands)

	Three Months Ended December 31,						Ende 1,	Ended December l,	
		2020		2019		2020		2019	
OPERATING CASH FLOW:						_			
Net income (loss)	\$	81,923	\$	55,116	\$	(52,417)	\$	96,889	
Reconciling items:									
Deferred income taxes		37,034		12,821		(9,409)		28,026	
Depreciation, depletion and amortization		104,284		111,842		417,112		276,526	
Unrealized (gain) loss from derivative financial instruments		(80,158)		(488)		124,545		949	
Amortization of debt discount and issuance costs		9,807		7,068		34,038		16,274	
Stock-based compensation		1,730		1,661		6,464		4,020	
Loss on early extinguishment of debt		_		_		861		_	
Transaction costs		_		(90)		_		41,010	
Covey Park July 2019 hedging settlements		_		_		_		4,574	
Exploration		_		_		27		_	
(Gain) loss on sale of assets		(1)		_		(17)		25	
Operating cash flow (1)	\$	154,619	\$	187,930	\$	521,204	\$	468,293	
Net cash provided by operating activities	\$	185,746	\$	168,431	\$	575,701	\$	451,237	
Transaction costs		_		(90)		_		41,010	
Covey Park July 2019 hedging settlements		_		_		_		4,574	
Increase (decrease) in accounts receivable		44,827		45,184		(34,555)		(3,220)	
Increase (decrease) in other current assets		1,272		(2,686)		(7,019)		(9,823)	
Increase in accounts payable and accrued expenses		(77,226)		(22,909)		(12,923)		(15,485)	
Operating cash flow (1)	\$	154,619	\$	187,930	\$	521,204	\$	468,293	

⁽¹⁾ Operating cash flow is presented in the earnings release because management believes it to be useful to investors as a common alternative measure of cash flows which excludes changes to other working capital accounts.