

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

SCHEDULE TO
(Amendment No. 3)

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

COMSTOCK RESOURCES, INC.

(Name of Subject Company (Issuer) and Filing Person (Offeror))

7 3/4% CONVERTIBLE SECURED PIK NOTES DUE 2019 (CUSIP NO. 205768 AM6)
AND
9 1/2% CONVERTIBLE SECURED PIK NOTES DUE 2020 (CUSIP NO. 205768 AN4)
(Title of Class of Securities)

M. Jay Allison
Chairman of the Board of Directors and Chief Executive Officer
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 the Filing Person)

Copy to:
Jack E. Jacobsen
Locke Lord LLP
2200 Ross Avenue, Suite 2800
Dallas, Texas 75201
(214) 740-8000

CALCULATION OF FILING FEE

TRANSACTION VALUATION*

\$482,526,741

AMOUNT OF FILING FEE**

\$60,074.58

* Calculated solely for purposes of determining the filing fee. This amount is based on the purchase of \$295,464,697 and \$187,062,044 in aggregate principal amount of outstanding 7 3/4% Convertible Secured PIK Notes due 2019 and 9 1/2% Convertible Secured PIK Notes due 2020, respectively, as described herein at a tender offer price of \$1,000 per \$1,000 principal amount outstanding, plus accrued and unpaid interest, if any, up to, but not including the date of purchase.

** Previously paid. The amount of the filing fee was calculated at a rate of \$124.50 per \$1,000,000 of transaction value.

Check 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: \$60,074.58

Filing party: Comstock Resources, Inc.

Form or Registration No.: Schedule TO-I

Date Filed: April 2, 2018

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

Check the appropriate boxes below 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. 3 (this “Amendment No. 3”) amends and supplements the Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission (“SEC”) by Comstock Resources, Inc., a Nevada corporation (the “Company”), on April 2, 2018 (the “Original Schedule TO”), Amendment No. 1 to the Original Schedule TO filed with the SEC on April 2, 2018 (“Amendment No. 1”) and Amendment No. 2 to the Original Schedule TO filed with the SEC on April 10, 2018 (“Amendment No. 2”, and together with this Amendment No. 3, the Original Schedule TO, and Amendment No. 1, the “Schedule TO”), to holders of the Company’s (i) 7 3/4% Convertible Secured PIK Notes due 2019 (the “2019 Notes”) and (ii) 9 1/2% Convertible Secured PIK Notes due 2020 (the “2020 Notes”, and together with the 2019 Notes, the “Notes”) to purchase all of the aggregate outstanding principal amount of the Notes. The offer is subject to the terms and conditions set forth in the Offer to Purchase and Consent Solicitation dated April 2, 2018 (the “Offer to Purchase”), a copy of which was filed as Exhibit (a)(1)(i) to the Schedule TO, as supplemented by the supplement to the Offer to Purchase dated April 19, 2018 filed herewith as Exhibit (a)(1)(iii) (“Offer to Purchase Supplement”), and in the related Consent and Letter of Transmittal (the “Consent and Letter of Transmittal”), a copy of which was filed as Exhibit (a)(1)(ii) to the Schedule TO.

The purpose of this Amendment No. 3 is to amend and supplement the Offer to Purchase and Schedule TO with respect to Item 12 only. References to the Offer to Purchase in the Schedule TO shall be deemed to refer to the Offer to Purchase as supplemented by the Offer to Purchase Supplement. Except as specifically provided herein, the information contained in the Schedule TO, the Offer to Purchase and the Consent and Letter of Transmittal remains unchanged. This Amendment No. 3 should be read in conjunction with the Schedule TO, the Offer to Purchase, the Offer to Purchase Supplement and the Consent and Letter of Transmittal.

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and restated as follows:

- (a)(1)(i)* Offer to Purchase and Consent Solicitation, dated April 2, 2018.
- (a)(1)(ii)* Form of Consent and Letter of Transmittal.
- (a)(1)(iii)† Offer to Purchase Supplement, dated April 19, 2018.
- (a)(2)(i)* Press Release, dated April 2, 2018 announcing Tender Offers for Outstanding Secured Notes.
- (a)(2)(ii)* Press Release dated April 2, 2018 announcing Comprehensive Refinancing Transactions.
- (a)(5)(i) Refinancing Presentation to Investors dated April, 2018 (incorporated by reference to Exhibit 99.1 to the Company’s Current Report on Form 8-K, filed with the SEC on April 2, 2018).
- (a)(5)(ii) Letter dated April 10, 2018 from Comstock Resources, Inc. to Knighthead Capital Management, LLC (incorporated by reference to Exhibit 99.2 to the Company’s Current Report on Form 8-K, filed with the SEC on April 10, 2018).
- (b) Not applicable.
- (d)(1) Indenture dated September 6, 2016, among Comstock Resources, Inc., the Subsidiary Guarantors party thereto, and American Stock Transfer & Trust Company, LLC, Trustee for the 7 3/4% Convertible Secured PIK Notes due 2019 (incorporated by reference to Exhibit 4.2 to the Company’s Current Report on Form 8-K dated September 8, 2016).
- (d)(2) First Supplemental Indenture dated November 17, 2016, among Comstock Resources, Inc., the Subsidiary Guarantors party thereto, and American Stock Transfer & Trust Company, LLC, Trustee for the 7 3/4% Convertible Secured PIK Notes due 2019 (incorporated by reference to Exhibit 4.9 to the Company’s Annual Report on Form 10-K for the year ended December 31, 2016).
- (d)(3) Indenture dated September 6, 2016, among Comstock Resources, Inc., the Subsidiary Guarantors party thereto, and American Stock Transfer & Trust Company, LLC, Trustee for the 9 1/2% Convertible Secured PIK Notes due 2020 (incorporated by reference to Exhibit 4.3 to the Company’s Current Report on Form 8-K dated September 8, 2016).

- (d)(4) First Supplemental Indenture dated November 17, 2016, among Comstock Resources, Inc., the Subsidiary Guarantors party thereto, and American Stock Transfer & Trust Company, LLC, Trustee for the 9 1/2% Convertible Secured PIK Notes due 2020 (incorporated by reference to Exhibit 4.11 to the Company's Annual Report on Form 10-K for the year ended December 31, 2016).
- (d)(5) Indenture dated September 6, 2016, among Comstock Resources, Inc., the Subsidiary Guarantors party thereto, and American Stock Transfer & Trust Company, LLC, Trustee for the Senior Secured Toggle Notes due 2020 (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K dated September 8, 2016).
- (d)(6) Warrant Agreement dated September 6, 2016, between Comstock Resources, Inc. and American Stock Transfer & Trust Company, LLC, as warrant agent (incorporated by reference to Exhibit 4.9 to the Company's Current Report on Form 8-K dated September 8, 2016).
- (d)(7) Amendment No. 1 to Warrant Agreement between Comstock Resources, Inc. and American Stock Transfer & Trust Company, LLC, dated November 7, 2016 to be effective as of September 6, 2016 (incorporated by reference to Exhibit 4.1 to the Company's Quarterly Report on Form 10-Q dated November 9, 2016).
- (g) Not applicable.
- (h) Not applicable.

† Filed electronically herewith.

* Previously filed.

SIGNATURE

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.

Date: April 19, 2018

COMSTOCK RESOURCES, INC.

By: /s/ Roland O. Burns

Name: Roland O. Burns

Title: President and Chief Financial Officer

**Supplement dated April 19, 2018
to the Comstock Resources, Inc.
Offer to Purchase for Cash Any and All Outstanding
7 3/4% Convertible Secured PIK Notes due 2019 (CUSIP No. 205768 AM6)
and
9 1/2% Convertible Secured PIK Notes due 2020 (CUSIP No. 205768 AN4)
and Solicitation of Consents for Proposed Amendments to the Indentures**

This Supplement dated April 19, 2018 (“Supplement”) to the Comstock Resources, Inc. Offer to Purchase for Cash Any and All Outstanding 7 3/4% Convertible Secured PIK Notes due 2019 (CUSIP No. 205768 AM6) (the “2019 Notes”) and 9 1/2% Convertible Secured PIK Notes due 2020 (CUSIP No. 205768 AN4) (the “2020 Notes”) and Solicitation of Consents for Proposed Amendments to the Indentures dated April 2, 2018 (the “Offer to Purchase”) supplements the information provided in the Offer to Purchase, as set forth below. Capitalized terms not otherwise defined herein shall have the meaning set forth in the Offer to Purchase.

The following additional information is added to the Offer to Purchase after the first table on the second cover page of the Offer to Purchase:

On April 18, 2018, the closing price of the Company’s common stock on the NYSE was \$5.31 per Share.

In the event we were to consummate the Tender Offer and the price of our Shares was below \$7.50 on the Settlement Date, the following table sets forth the value of the Total Tender Offer and Conversion Agreement Consideration you would receive on the Settlement Date based on a series of assumed prices per Share:

Market Price of Shares	2019 Notes			2020 Notes		
	Cash Consideration (\$)	Value of 87 Conversion Shares (\$)	Total Market Value of Cash Consideration and Conversion Shares (\$)	Cash Consideration (\$)	Value of 100 Conversion Shares (\$)	Total Market Value of Cash Consideration and Conversion Shares (\$)
\$ 7.50	347.50	652.50	1,000.00	250.00	750.00	1,000.00
\$ 7.25	347.50	630.75	978.25	250.00	725.00	975.00
\$ 7.00	347.50	609.00	956.50	250.00	700.00	950.00
\$ 6.75	347.50	587.25	934.75	250.00	675.00	925.00
\$ 6.50	347.50	565.50	913.00	250.00	650.00	900.00
\$ 6.25	347.50	543.75	891.25	250.00	625.00	875.00
\$ 6.00	347.50	522.00	869.50	250.00	600.00	850.00
\$ 5.75	347.50	500.25	847.75	250.00	575.00	825.00
\$ 5.50	347.50	478.50	826.00	250.00	550.00	800.00
\$ 5.25	347.50	456.75	804.25	250.00	525.00	775.00
\$ 5.00	347.50	435.00	782.50	250.00	500.00	750.00

The information provided in the foregoing chart is provided for informational purposes only. There can be no assurances that Holders will be able to sell their Conversion Shares at the market prices set forth above, and the market price for our Shares may decline following the consummation of this Tender Offer. See “Risk Factors—Risk Factors Relating to the Tender Offer and Consent Solicitation—Issuance of our common stock pursuant to the Conversion Agreement and the Stock Offering will cause substantial dilution, which will likely materially affect the trading price of our common stock and earnings per share.” and “Risk Factors—Risk Factors Relating to the Tender Offer and Consent Solicitation—The market price of our common stock may face substantial downward pressure after giving effect to the issuance of our common stock pursuant to the Conversion Agreement and the Stock Offering.” in this Offer to Purchase.