

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): **May 18, 2010**

COMSTOCK RESOURCES, INC.

(Exact Name of Registrant as Specified in Charter)

STATE OF NEVADA
(State or other
jurisdiction of 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 5.07 Submission of Matters to a Vote of Security Holders.

The Company held its 2010 Annual Meeting of Stockholders on May 18, 2010. The following proposals were submitted to the holders of the Company's common stock for a vote:

1. The election of two nominees to the Board of Directors; and
2. The ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2010.

44,329,555 shares of the Company's common stock were represented at the meeting or 93.8% of the Company's voting capital stock. 2,660,746 shares were voted by brokers on proposal 2.

The results of such votes were as follows:

1. The following votes were cast in the election of the two nominees to the Board of Directors:

<u>Name of Nominee</u>	<u>Number of Votes Voted For</u>	<u>Number of Votes Withheld</u>
Cecil E. Martin	40,890,893	777,916
Nancy E. Underwood	40,615,909	1,052,900

2. The following votes were cast in the ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2010.

<u>Number of Votes Voted For</u>	<u>Number of Votes Voted Against</u>	<u>Number of Votes Abstaining</u>
43,972,593	355,420	1,542

Item 8.01 Other Matters.

The Company and its subsidiaries, including Comstock Air Management, LLC, entered into the Fifth Supplemental Indenture to its Indenture pursuant to the Company's 6-7/8% Senior Notes due 2012 and the Second Supplemental Indenture to its Indenture pursuant to the Company's 8-3/8% Senior Notes due 2017, in each case designating Comstock Air Management, LLC as an Unrestricted Subsidiary (as such term is defined in the respective Indentures) effective as of April 30, 2010. The Supplemental Indentures are attached hereto as Exhibits 4.1 and 4.2, respectively.

Item 9.01 Financial Statements and Exhibits

- Exhibit 4.1 Fifth Supplemental Indenture dated as of April 30, 2010 to Indenture dated as of February 25, 2004 among Comstock Resources, Inc., the Guarantors, Comstock Air Management, LLC and The Bank of New York Mellon Trust Company, N.A., as Trustee.
- Exhibit 4.2 Second Supplemental Indenture dated as of April 30, 2010 to Indenture dated as of October 8, 2009 among Comstock Resources, Inc., the Guarantors, Comstock Air Management, LLC and The Bank of New York Mellon Trust Company, N.A., as Trustee.

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: May 20, 2010

By: /s/ M. JAY ALLISON
M. Jay Allison
President and Chief Executive Officer

COMSTOCK RESOURCES, INC.,
COMSTOCK AIR MANAGEMENT, LLC

GUARANTORS

NAMED HEREIN

and

THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A.

Trustee

FIFTH SUPPLEMENTAL INDENTURE

dated as of April 30, 2010

to

INDENTURE

dated as of February 25, 2004

6-7/8% Senior Notes due 2012

THIS FIFTH SUPPLEMENTAL INDENTURE dated as of April 30, 2010 (as originally executed and as it may from time to time be supplemented or amended by one or more indentures supplemental hereto entered into pursuant to the applicable provisions hereof, this "Fifth Supplemental Indenture"), is among COMSTOCK RESOURCES, INC., a Nevada corporation (hereinafter called the "Company"), COMSTOCK AIR MANAGEMENT, LLC, a Nevada limited liability company (the "New Subsidiary"), the GUARANTORS (as defined in the Indenture) and THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., as successor in interest to THE BANK OF NEW YORK TRUST COMPANY, N.A., as Trustee (hereinafter called the "Trustee"). Capitalized terms used herein but not otherwise defined shall have the meanings ascribed to them in the Indenture (as defined below).

RECITALS OF THE COMPANY

WHEREAS, the Company, the Guarantors and the Trustee entered into an Indenture dated as of February 25, 2004 (the "Original Indenture"), as the same was amended and supplemented by that certain First Supplemental Indenture dated as of February 25, 2004 (the "First Supplemental Indenture"), and by that certain Second Supplemental Indenture dated as of March 11, 2004 (the "Second Supplemental Indenture"), and by that certain Third Supplemental Indenture dated July 16, 2004 (the "Third Supplemental Indenture") and by that certain Fourth Supplemental Indenture dated May 20, 2005 (the "Fourth Supplemental Indenture," and together with the Original Indenture, the First Supplemental Indenture, the Second Supplemental Indenture and the Third Supplemental Indenture, the "Indenture"), providing for the issuance by the Company from time to time, and the establishment of the terms of, the Company's 6-7/8% Senior Notes due 2012;

WHEREAS, the Company formed the New Subsidiary pursuant to Articles of Organization filed in the Office of the Secretary of State of Nevada on March 2, 2010 and an Operating Agreement entered into as of March 3, 2010 ("Original Agreement");

WHEREAS, the Company admitted M. Jay Allison and Roland O. Burns as members of the New Subsidiary (the "Members"), effective as of April 26, 2010, and the Members amended and restated the Original Agreement in its entirety (the "A&R Operating Agreement");

WHEREAS, the business of the New Subsidiary is (i) to acquire the aircraft described on Exhibit A attached to the A&R Operating Agreement (the "Aircraft"), own, lease, finance, sell or otherwise dispose of the Aircraft, and (ii) to do any and all acts or things incidental to carry on the business of the New Subsidiary as set forth in clause (i) above;

WHEREAS, the Indenture provides that any Subsidiary may be designated an Unrestricted Subsidiary by the Board of Directors; and

WHEREAS, the New Subsidiary satisfies all of the requirements of the definition of "Unrestricted Subsidiary" as provided in the First Supplemental Indenture.

NOW, THEREFORE, for the purposes stated herein and for and in consideration of the premises and covenants contained in the Indenture and in this Fifth Supplemental Indenture and for other good and valuable consideration the receipt and sufficiency of which are hereby acknowledged, it is mutually covenanted and agreed as follows:

ARTICLE I

Section 1.1 Designation of Unrestricted Subsidiary. From the date of this Fifth Supplemental Indenture, the New Subsidiary is hereby designated an “Unrestricted Subsidiary” and accordingly shall have no obligations under the Indenture, as permitted by the terms and conditions set forth in the definition of “Unrestricted Subsidiary” in the First Supplemental Indenture.

ARTICLE II

Section 2.1 Ratification of Indenture. As supplemented by this Fifth Supplemental Indenture, the Indenture is in all respects ratified and confirmed, and the Indenture as supplemented by this Fifth Supplemental Indenture shall be read, taken and construed as one and the same instrument.

Section 2.2 Conflict with Trust Indenture Act. If any provision hereof limits, qualifies or conflicts with another provision hereof which is required to be included in this Fifth Supplemental Indenture by any provision of the Trust Indenture Act, such required provisions shall control.

Section 2.3 Counterparts. This Fifth Supplemental Indenture may be executed in any number of counterparts, each of which shall be an original; but such counterparts shall together constitute but one and the same instrument.

Section 2.4 Governing Law. This Fifth Supplemental Indenture and the Guarantees contained herein shall be governed by, and construed and enforced in accordance with, the laws of the State of New York but without giving effect to applicable principles of conflicts of law to the extent that the application of the laws of another jurisdiction would be required thereby.

[Reminder of Page Intentionally Left Blank]

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

COMPANY:

COMSTOCK RESOURCES, INC.

By: /s/ ROLAND O. BURNS

Roland O. Burns
Senior Vice President, Chief Financial Officer,
Secretary and Treasurer

GUARANTORS:

COMSTOCK OIL & GAS, LP

By: /s/ ROLAND O. BURNS

Roland O. Burns
Senior Vice President, Chief Financial Officer,
Secretary and Treasurer of **Comstock
Resources, Inc.**, a Nevada corporation, acting
in its capacity as the sole member of **Comstock
Oil & Gas GP, LLC**, a Nevada limited liability
company, and as the sole member of such entity,
acting on behalf of such entity in such entity's
capacity as the sole general partner of
Comstock Oil & Gas, LP, a Nevada limited
partnership

COMSTOCK OIL & GAS HOLDINGS, INC.

By: /s/ ROLAND O. BURNS

Roland O. Burns

Senior Vice President, Chief Financial Officer,
Secretary and Treasurer

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COMSTOCK OIL & GAS-LOUISIANA, LLC

By: :/s/ ROLAND O. BURNS

Roland O. Burns
Manager, Senior Vice President, Chief Financial Officer, Secretary and Treasurer

COMSTOCK OIL & GAS GP, LLC

By: /s/ ROLAND O. BURNS

Roland O. Burns
Senior Vice President, Chief Financial Officer, Secretary and Treasurer of **Comstock Resources, Inc.**, a Nevada corporation, acting on behalf of such entity in its capacity as the sole member of **Comstock Oil & Gas GP, LLC**

COMSTOCK OIL & GAS INVESTMENTS, LLC

By: /s/ ROLAND O. BURNS

Roland O. Burns
Manager

[Signature Pages Continue]

UNRESTRICTED SUBSIDIARY:

COMSTOCK AIR MANAGEMENT, LLC

By: /s/ ROLAND O. BURNS

Roland O. Burns

Manager

[Signature Pages Continue]

TRUSTEE:

THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A.

By: /s/ JULIE HOFFMAN-RAMOS

Name: Julie Hoffman-Ramos

Title: Senior Associate

COMSTOCK RESOURCES, INC.,
COMSTOCK AIR MANAGEMENT, LLC
GUARANTORS
NAMED HEREIN

and

THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A.

Trustee

SECOND SUPPLEMENTAL INDENTURE

dated as of April 30, 2010

to

INDENTURE

dated as of October 9, 2009

8 3/8% Senior Notes due 2017

THIS SECOND SUPPLEMENTAL INDENTURE dated as of April 30, 2010 (as originally executed and as it may from time to time be supplemented or amended by one or more indentures supplemental hereto entered into pursuant to the applicable provisions hereof, this "Second Supplemental Indenture"), is among COMSTOCK RESOURCES, INC., a Nevada corporation (hereinafter called the "Company"), COMSTOCK AIR MANAGEMENT, LLC, a Nevada limited liability company (the "New Subsidiary"), the GUARANTORS (as defined in the Indenture) and THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., as Trustee (hereinafter called the "Trustee"). Capitalized terms used herein but not otherwise defined shall have the meanings ascribed to them in the Indenture (as defined below).

RECITALS OF THE COMPANY

WHEREAS, the Company, the Guarantors and the Trustee entered into an Indenture dated as of October 9, 2009 (the "Original Indenture"), as the same was amended and supplemented by that certain First Supplemental Indenture dated as of October 9, 2009 (the "First Supplemental Indenture" and together with the Original Indenture, the "Indenture"), providing for the issuance by the Company from time to time, and the establishment of the terms of, the Company's 8-3/8% Senior Notes due 2017;

WHEREAS, the Company formed the New Subsidiary pursuant to Articles of Organization filed in the Office of the Secretary of State of Nevada on March 2, 2010 and an Operating Agreement entered into as of March 3, 2010 ("Original Agreement");

WHEREAS, the Company admitted M. Jay Allison and Roland O. Burns as members of the New Subsidiary (the "Members"), effective as of April 26, 2010, and the Members amended and restated the Original Agreement in its entirety (the "A&R Operating Agreement");

WHEREAS, the business of the New Subsidiary is (i) to acquire the aircraft described on Exhibit A attached to the A&R Operating Agreement (the "Aircraft"), own, lease, finance, sell or otherwise dispose of the Aircraft, and (ii) to do any and all acts or things incidental to carry on the business of the New Subsidiary as set forth in clause (i) above;

WHEREAS, the Indenture provides that any Subsidiary may be designated an Unrestricted Subsidiary by the Board of Directors; and

WHEREAS, the New Subsidiary satisfies all of the requirements of the definition of "Unrestricted Subsidiary" as provided in the Original Indenture.

NOW, THEREFORE, for the purposes stated herein and for and in consideration of the premises and covenants contained in the Indenture and in this Second Supplemental Indenture and for other good and valuable consideration the receipt and sufficiency of which are hereby acknowledged, it is mutually covenanted and agreed as follows:

ARTICLE I

Section 1.1 Designation of Unrestricted Subsidiary. From the date of this Second Supplemental Indenture, the New Subsidiary is hereby designated an "Unrestricted Subsidiary" and accordingly shall have no obligations under the Indenture, as permitted by the terms and conditions set forth in the definition of "Unrestricted Subsidiary" in the Original Indenture.

ARTICLE II

Section 2.1 Ratification of Indenture. As supplemented by this Second Supplemental Indenture, the Indenture is in all respects ratified and confirmed, and the Indenture as supplemented by this Second Supplemental Indenture shall be read, taken and construed as one and the same instrument.

Section 2.2 Conflict with Trust Indenture Act. If any provision hereof limits, qualifies or conflicts with another provision hereof which is required to be included in this Second Supplemental Indenture by any provision of the Trust Indenture Act, such required provisions shall control.

Section 2.3 Counterparts. This Second Supplemental Indenture may be executed in any number of counterparts, each of which shall be an original; but such counterparts shall together constitute but one and the same instrument.

Section 2.4 Governing Law. This Second Supplemental Indenture and the Guarantees contained herein shall be governed by, and construed and enforced in accordance with, the laws of the State of New York but without giving effect to applicable principles of conflicts of law to the extent that the application of the laws of another jurisdiction would be required thereby.

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

COMPANY:

COMSTOCK RESOURCES, INC.

By: /s/ ROLAND O. BURNS

Roland O. Burns
Senior Vice President, Chief Financial Officer,
Secretary and Treasurer

GUARANTORS:

COMSTOCK OIL & GAS, LP

By: /s/ ROLAND O. BURNS

Roland O. Burns
Senior Vice President, Chief Financial Officer,
Secretary and Treasurer of **Comstock
Resources, Inc.**, a Nevada corporation, acting
in its capacity as the sole member of **Comstock
Oil & Gas GP, LLC**, a Nevada limited liability
company, and as the sole member of such entity,
acting on behalf of such entity in such entity's
capacity as the sole general partner of
Comstock Oil & Gas, LP, a Nevada limited
partnership

COMSTOCK OIL & GAS HOLDINGS, INC.

By: /s/ ROLAND O. BURNS

Roland O. Burns

Senior Vice President, Chief Financial Officer,
Secretary and Treasurer

[Signature Pages Continue]

COMSTOCK OIL & GAS-LOUISIANA, LLC

By: /s/ ROLAND O. BURNS

Roland O. Burns
Manager, Senior Vice President, Chief Financial Officer,
Secretary and Treasurer

COMSTOCK OIL & GAS GP, LLC

By: /s/ ROLAND O. BURNS

Roland O. Burns
Senior Vice President, Chief Financial Officer,
Secretary and Treasurer of **Comstock
Resources, Inc.**, a Nevada corporation, acting
on behalf of such entity in its capacity as the
sole member of **Comstock Oil & Gas GP,
LLC**

COMSTOCK OIL & GAS INVESTMENTS, LLC

By: /s/ ROLAND O. BURNS

Roland O. Burns
Manager

[Signature Pages Continue]

UNRESTRICTED SUBSIDIARY:

COMSTOCK AIR MANAGEMENT, LLC

By: /s/ ROLAND O. BURNS
Roland O. Burns
Manager

[Signature Pages Continue]

TRUSTEE:

THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A.

By: /s/ JULIE HOFFMAN-RAMOS

Name: Julie Hoffman-Ramos

Title: Senior Associate