

COMSTOCK RESOURCES INC

Form 8-K

August 10, 2018

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 10, 2018

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))

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.

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Item 5.07 Submission of Matters to a Vote of Security Holders

The Company held its 2018 Annual Meeting of Stockholders on August 10, 2018. The following proposals were submitted to the holders of the Company's common stock for a vote:

1. The approval of the issuance of up to 88,571,429 shares of the Company's common stock in exchange for acquiring certain assets;
2. The adoption of the Second Amended and Restated Articles of Incorporation;
3. The election of nine nominees to the Board of Directors; and
4. 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, 2018;

14,536,601 shares of the Company's common stock were represented at the meeting or 89% of the Company's voting capital stock. 5,697,703 of the shares were broker non-votes and were only included in the results on proposal 4.

The results of such votes were as follows:

1. The following votes were cast in the approval of the issuance of up to 88,571,429 shares of common stock in exchange for acquiring certain assets:

Number of Votes	Number of Votes	Number of Votes	
Voted For	Voted Against	Abstaining	Total
8,781,967	29,941	26,990	8,838,898

2. The following votes were cast in the adoption of the Second Amended and Restated Articles of Incorporation:

Number of Votes	Number of Votes	Number of Votes	
Voted For	Voted Against	Abstaining	Total
8,792,608	23,543	22,747	8,838,898



3. The following votes were cast in the election of the nine nominees to the Board of Directors:

Name of Nominee	Number of Votes		
	Voted For	Withheld	Total
M. Jay Allison	8,638,760	200,138	8,838,898
Roland O. Burns	8,623,698	215,200	8,838,898
Elizabeth B. Davis	8,654,926	183,972	8,838,898
Morris E. Foster	8,655,088	183,810	8,838,898
David K. Lockett	8,623,590	215,308	8,838,898
Cecil E. Martin	8,622,754	216,144	8,838,898
Frederic D. Sewell	8,529,334	309,564	8,838,898
David W. Sledge	8,623,084	215,814	8,838,898
Jim L. Turner	8,653,709	185,189	8,838,898

4. 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, 2018:

Number of Votes		Number of Votes		Number of Votes	
Voted For		Voted Against		Abstaining	Total
14,511,081		16,660		8,860	14,536,601

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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 10, 2018 By: /s/ ROLAND O. BURNS  
Roland O. Burns  
President and Chief Financial Officer