

COMSTOCK RESOURCES INC

Form S-8 POS

December 22, 2015

As filed with the Securities and Exchange Commission on December 22, 2015

Registration No. 33-88962

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE

AMENDMENT NO. 3

TO

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

COMSTOCK RESOURCES, INC.

(Exact name of registrant as specified in its charter)

Nevada 94-1667468

(State or other jurisdiction of (I.R.S. Employer  
incorporation or organization) Identification No.)

5300 Town and Country Boulevard

Suite 500

Frisco, Texas 75034

(Address of Principal Executive Offices) (Zip Code)

Comstock Resources, Inc. 401(k) Profit Sharing Plan

(Full title of the plan)

M. Jay Allison

Chief Executive Officer

5300 Town and Country Blvd., Suite 500

Frisco, Texas 75034

(972) 668-8800

(Name, address and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

EXPLANATORY NOTE

The Registration Statement on Form S-8 (Registration No. 33-88962) (the "Registration Statement") of Comstock Resources, Inc., a Nevada corporation ("Comstock"), pertaining to the registration of shares of common stock, par value \$0.50 per share, of Comstock issuable under the terms of Comstock's 401(k) Profit Sharing Plan (the "Plan"), to which this Post-Effective Amendment No. 3 relates, was originally filed with the Securities and Exchange Commission on January 30, 1995 and was subsequently amended on May 7, 2008 and July 1, 2010.

We are further amending the Form S-8 because of an amendment to the Plan. We have included as Exhibit 4.1 to this Post-Effective Amendment No. 3 to the Registration Statement the current version of the Plan, as amended and restated, effective as of December 22, 2015.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 3 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Frisco, State of Texas, on December 22, 2015.

COMSTOCK  
RESOURCES, INC.

By: /s/  
ROLAND  
O. BURNS

Roland O.  
Burns  
President,  
Chief  
Financial  
Officer,  
Secretary  
and  
Director  
(Principal  
Financial  
and  
Accounting  
Officer)

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ M. Jay Allison M. Jay Allison	Chief Executive Officer, Chairman of the Board of Directors, Director (Principal Executive Officer)	December 22, 2015
/s/ Roland O. Burns Roland O. Burns	President, Chief Financial Officer, Director (Principal Financial and Accounting Officer)	December 22, 2015
/s/ Elizabeth B. Davis Elizabeth B. Davis	Director	December 22, 2015
/s/ David K. Lockett David Lockett	Director	December 22, 2015

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/s/ Cecil E. Martin, Jr.  
Cecil E. Martin, Jr.      Director      December 22, 2015

/s/ Frederic D. Sewell  
Frederic D. Sewell      Director      December 22, 2015

/s/ David W. Sledge  
David W. Sledge      Director      December 22, 2015

/s/ Jim L. Turner  
Jim L. Turner      Director      December 22, 2015

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EXHIBITS

Exhibit No. Description

4.1\* Comstock Resources, Inc. 401(k) Profit Sharing Plan

24.1+ Power of Attorney of certain officers and directors of the Registrant

\* Filed  
herewith.  
Previously  
filed as  
Exhibit 24 to  
the  
Registration  
Statement on  
Form S-8  
+ filed with the  
Securities  
and  
Exchange  
Commission  
by the  
Registrant on  
September  
29, 2015.