

Comstock Homebuilding Companies, Inc.
Form 8-K
June 26, 2012

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): June 26, 2012 (June 22, 2012)

Comstock Holding Companies, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction

of Incorporation)

1-32375
(Commission

File Number)

20-1164345
(IRS Employer

Identification No.)

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1886 METRO CENTER DR, FOURTH FLOOR

RESTON, VIRGINIA 20910

(Address of principal executive offices) (Zip Code)

Registrant's Telephone Number, Including Area Code: (703) 883-1700

Comstock Homebuilding Companies, Inc.

(Former Name or Former Address, if Changed Since Last Report)

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 (*See* General Instruction A.2. below):

- .. 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))

Item 5.07 Submission of Matters to a Vote of Security Holders.

Comstock Holding Companies, Inc. (the Corporation) held its Annual Meeting of Stockholders on June 22, 2012 (the Annual Meeting). At the Annual Meeting, four proposals were submitted to, and approved by, the Corporation's stockholders. The proposals are described in more detail in the Corporation's definitive proxy statement filed with the Securities and Exchange Commission on April 30, 2012. The final voting results are below. Each holder of Class B common stock was entitled to fifteen votes per share of Class B common stock and each holder of Class A common stock was entitled to one vote per share of Class A common stock on all matters submitted to our stockholders for a vote.

Proposal 1

The Corporation's stockholders elected the following directors to serve for a three-year term ending at the 2015 Annual Meeting of Stockholders, or until their respective successors are elected and qualified or until their earlier resignation or removal. The voting results are set forth below:

| | Votes For | | Votes Withheld * | Broker Non-vote * |
|-------------------|-----------|-----------|------------------|-------------------|
| | Class A | Class B | | |
| Gregory V. Benson | 7,552,687 | 2,733,500 | 398,877 | 8,251,759 |
| Norman D. Chirite | 7,774,346 | 2,733,500 | 177,218 | 8,251,759 |
| Socrates Verses | 7,759,721 | 2,733,500 | 191,843 | 8,251,759 |

Proposal 2

The Corporation's stockholders ratified the appointment of PricewaterhouseCoopers LLP as the Corporation's independent registered public accounting firm for the fiscal year ending December 31, 2012. The voting results are set forth below:

| Class A | Votes For | Class B | Votes Against * | Votes Withheld * | Broker Non-vote * |
|------------|-----------|-----------|-----------------|------------------|-------------------|
| 16,154,291 | | 2,733,500 | 27,257 | 21,775 | 0 |

Proposal 3

The Corporation's stockholders approved a Certificate of Amendment to effect a corporate name change from Comstock Homebuilding Companies, Inc. to Comstock Holding Companies, Inc. The proposal received the following votes:

| Class A | Votes For | Class B | Votes Against * | Votes Withheld * | Broker Non-vote * |
|------------|-----------|-----------|-----------------|------------------|-------------------|
| 15,610,027 | | 2,733,500 | 587,100 | 1,800 | 4,396 |

Proposal 4

The Corporation's stockholders approved an Amended and Restated 2004 Long-Term Incentive Compensation Plan. The proposal received the following votes:

| Class A | Votes For | Class B | Votes Against * | Votes Withheld * | Broker Non-vote * |
|-----------|-----------|-----------|-----------------|------------------|-------------------|
| 5,310,715 | | 2,773,500 | 2,628,776 | 12,073 | 8,251,759 |

* Represents Class A common stock. All outstanding Class B common stock was voted at the Annual Meeting.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 26, 2012

COMSTOCK HOLDING COMPANIES, INC.

By: /s/ Christopher Clemente
 Christopher Clemente,

 Chief Executive Officer