

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.

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 | | |

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