

Comstock Holding Companies, Inc.  
Form 8-K  
June 25, 2014

**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 25, 2014 (June 20, 2014)**

**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)**

**1886 METRO CENTER DR, FOURTH FLOOR**

**20-1164345**  
**(IRS Employer**

**Identification No.)**

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**RESTON, VIRGINIA 20190**

**(Address of principal executive offices) (Zip Code)**

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

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 2014 Annual Meeting of Stockholders on June 20, 2014 (the Annual Meeting). At the Annual Meeting, three 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, 2014. The final voting results are below. Each holder of our Class B common stock was entitled to fifteen votes per share of Class B common stock and each holder of our 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 three directors to serve for a three-year term ending at the 2017 Annual Meeting of Stockholders, or until their respective successors are duly 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   |                |                 |
| David M. Guernsey    | 6,710,355 | 1,366,750 | 197,621        | 6,750,164       |
| James A. MacCutcheon | 6,730,858 | 1,366,750 | 177,118        | 6,750,164       |
| Robert P. Pincus     | 6,703,357 | 1,366,750 | 204,619        | 6,750,164       |

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, 2014. The voting results are set forth below:

|            | Votes For  |           | Votes Against | Votes Withheld | Broker Non-vote |
|------------|------------|-----------|---------------|----------------|-----------------|
|            | Class A    | Class B   |               |                |                 |
| 13,594,929 | 13,594,929 | 1,366,750 | 51,240        | 11,971         | 0               |

Proposal 3

The Corporation's stockholders approved on an advisory, non-binding basis, the compensation of the Corporation's named executive officers. The proposal received the following votes:

|           | Votes For |           | Votes Against | Votes Withheld | Broker Non-vote |
|-----------|-----------|-----------|---------------|----------------|-----------------|
|           | Class A   | Class B   |               |                |                 |
| 5,911,116 | 5,911,116 | 1,366,750 | 943,281       | 53,579         | 6,750,164       |

**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 25, 2014

COMSTOCK HOLDING COMPANIES, INC.

By: /s/ Christopher Clemente  
Christopher Clemente,  
  
Chief Executive Officer