

COMSTOCK RESOURCES INC  
Form 8-K  
May 09, 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): May 9, 2014

COMSTOCK RESOURCES, INC.

(Exact Name of Registrant as Specified in Charter)

STATE OF NEVADA  
(State or other  
jurisdiction of 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))



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

The Company held its 2014 Annual Meeting of Stockholders on May 8, 2014. The following proposals were submitted to the holders of the Company's common stock for a vote:

1. The election of four nominees to the Board of Directors;
2. The amendment of our bylaws to provide for the annual election of all directors;
3. 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, 2014;
4. To approve, on an advisory basis, the Company's 2013 compensation of its named executive officers;
5. To consider a stockholder proposal to adopt a policy that limits the acceleration of vesting on equity awards granted to named executive officers in the event of a change in control; and
6. To consider a stockholder proposal to ask the Board to adopt and present for stockholder approval, a "proxy access" bylaw.

44,303,740 shares of the Company's common stock were represented at the meeting or 93% of the Company's voting capital stock. 2,525,439 of the 44,303,740 shares were broker non-votes and were only included in the results on proposal 3.

The results of such votes were as follows:

1. The following votes were cast in the election of the four nominees to the Board of Directors:

| Name of Nominee    | Number of Votes Voted For | Number of Votes Withheld | Total      |
|--------------------|---------------------------|--------------------------|------------|
| M. Jay Allison     | 38,472,620                | 3,305,681                | 41,778,301 |
| David W. Sledge    | 38,747,861                | 3,030,440                | 41,778,301 |
| Jim. L. Turner     | 39,145,526                | 2,632,775                | 41,778,301 |
| Elizabeth B. Davis | 39,029,749                | 2,748,552                | 41,778,301 |



2. The following votes were cast in the proposal to amend our bylaws to provide for the annual election of all directors:

| Number of<br>Votes<br>Voted For | Number of<br>Votes<br>Voted Against | Number of<br>Votes<br>Abstaining | Total      |
|---------------------------------|-------------------------------------|----------------------------------|------------|
| 38,585,836                      | 3,029,838                           | 162,627                          | 41,778,301 |

3. 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, 2014:

| Number of<br>Votes<br>Voted For | Number of<br>Votes<br>Voted Against | Number of<br>Votes<br>Abstaining | Total      |
|---------------------------------|-------------------------------------|----------------------------------|------------|
| 43,713,799                      | 425,588                             | 164,353                          | 44,303,740 |

4. The following votes were cast in the advisory vote on executive compensation:

| Number of<br>Votes<br>Voted For | Number of<br>Votes<br>Voted<br>Against | Number of<br>Votes<br>Abstaining | Total      |
|---------------------------------|--|----------------------------------|------------|
| 38,774,241                      | 2,761,010                              | 243,050                          | 41,778,301 |

5. The following votes were cast in the stockholder proposal to adopt a policy that limits the acceleration of vesting on equity awards granted to named executive officers in the event of a change in control:

| Number of<br>Votes<br>Voted For | Number of<br>Votes<br>Voted<br>Against | Number of<br>Votes<br>Abstaining | Total      |
|---------------------------------|--|----------------------------------|------------|
| 16,521,941                      | 25,063,215                             | 193,145                          | 41,778,301 |

6. The following votes were cast in the stockholder proposal to ask the Board to adopt and present for stockholder approval, a "proxy access" bylaw:

| Number of<br>Votes<br>Voted For | Number of<br>Votes<br>Voted<br>Against | Number of<br>Votes<br>Abstaining | Total |
|---------------------------------|--|----------------------------------|-------|
|                                 |  |                                  |       |

19,616,622      21,966,730      194,949      41,778,301

The Board of Directors reaffirmed its previous determination that an advisory vote on the Company's executive compensation will be held annually until the next required vote on the frequency of such votes.

The information in this Form 8-K and the Exhibit attached hereto shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, except as shall be expressly set forth by specific reference in such filing.

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, thereunto duly authorized.

COMSTOCK RESOURCES, INC.

Dated: May 9, 2014

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