

COMSTOCK RESOURCES INC
Form SC 13G
February 12, 2016

**SECURITIES
AND
EXCHANGE
COMMISSION
Washington,
D.C. 20549**

**SCHEDULE
13G**

Under the
Securities
Exchange Act of
1934

(Amendment
No.)*

Comstock
Resources, Inc.
(Name of Issuer)

Common Stock,
\$0.50 par value
(Title of Class of
Securities)

205768203
(CUSIP Number)

February 2, 2016
(Date of event
which requires
filing of this
statement)

Check the
appropriate box
to designate the
rule pursuant to
which this
Schedule 13G is
filed:

“ Rule 13d-1(b)
ý Rule 13d-1(c)
“ Rule 13d-1(d)

(Page 1 of 9
Pages)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1	NAMES OF REPORTING PERSONS
	Oasis Management Company Ltd.
	CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP
2	
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
4	
	Cayman Islands
	SOLE VOTING POWER
5	
	- 0 - SHARED VOTING POWER
6	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	2,813,650 SOLE DISPOSITIVE POWER
7	
	- 0 - SHARED DISPOSITIVE POWER
8	
	2,813,650
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	2,813,650
10	..

11 CHECK BOX
IF THE
AGGREGATE
AMOUNT IN
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
REPRESENTED BY
AMOUNT IN ROW
(9)

12 5.4%
TYPE OF
REPORTING
PERSON

OO

1	NAMES OF REPORTING PERSONS
	Oasis Investments II Master Fund Ltd. CHECK THE
2	APPROPRIATE BOX IF A MEMBER (b) OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
	Cayman Islands SOLE VOTING
5	POWER
	- 0 - SHARED VOTING
6	POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	2,813,650 SOLE DISPOSITIVE
7	POWER
	- 0 - SHARED DISPOSITIVE
8	POWER
	2,813,650 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9	
10	2,813,650 ..

11 CHECK BOX
IF THE
AGGREGATE
AMOUNT IN
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
REPRESENTED BY
AMOUNT IN ROW
(9)

12 5.4%
TYPE OF
REPORTING
PERSON

OO

1	NAMES OF REPORTING PERSONS
	Seth Fischer
2	CHECK THE APPROPRIATE BOX IF A MEMBER (b) OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
	Germany
5	SOLE VOTING POWER
	- 0 -
6	SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	2,813,650
7	SOLE DISPOSITIVE POWER
	- 0 -
8	SHARED DISPOSITIVE POWER
	2,813,650
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
10	2,813,650 CHECK BOX IF THE

11 AGGREGATE
AMOUNT IN
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
REPRESENTED BY
AMOUNT IN ROW
(9)

12 5.4%
TYPE OF
REPORTING
PERSON

IN

Item 1(a). NAME OF ISSUER.

The name of the issuer is Comstock Resources, Inc. (the "Company").

Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

The Company's principal executive offices are located at 5300 Town And Country Boulevard, Suite 500, Frisco, Texas 75034.

Item 2(a). NAME OF PERSON FILING:

This statement is filed by:

Oasis Management Company Ltd., a Cayman Islands exempted company ("Oasis Management" or the "Investment Manager"), is the investment manager of Oasis Investments II Master Fund Ltd., a Cayman Islands exempted company (the "Oasis II Fund"), with respect to the shares of Common Stock (as defined below) held by the Oasis II Fund;

(ii) the Oasis II Fund, with respect to the shares of Common Stock held by it; and

Seth Fischer ("Mr. Fischer"), is responsible for the supervision and conduct of all investment activities of the (iii) Investment Manager, including all investment decisions with respect to the assets of the Oasis II Fund, with respect to the shares of Common Stock held by the Oasis II Fund.

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons."

The filing of this statement should not be construed as an admission that any of the Reporting Persons is, for the purposes of Section 13 of the Act, the beneficial owner of the shares of Common Stock reported herein.

Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

The address of the business office of Mr. Fischer is c/o Oasis Compliance, Oasis Management (Hong Kong) LLC, 21st Floor, Man Yee Building, 68 Des Voeux Road, Central, Hong Kong. The address of the business office of each of Oasis Management and the Oasis II Fund is Uglan House, PO Box 309 Grand Cayman, KY1-110, Cayman Islands.

Item 2(c). CITIZENSHIP:

Each of Oasis Management and the Oasis II Fund is a Cayman Islands exempted company. Mr. Fischer is a citizen of Germany.

Item 2(d). TITLE OF CLASS OF SECURITIES:

Common Stock, \$0.50 par value (the "Common Stock").

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Item 2(e). CUSIP NUMBER:

205768203

Item 3. IF THIS STATEMENT IS FILED PURSUANT TO §§ 240.13d-1(b) OR 240.13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

- (a) "Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o);
- (b) "Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) "Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) "Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) "Investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
Employee benefit plan or endowment fund in accordance with
- (f) "Rule 13d-1(b)(1)(ii)(F);

Parent holding company or control person in accordance with
- (g) "Rule 13d-1(b)(1)(ii)(G);
Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (h) "Church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the
Investment Company Act (15 U.S.C. 80a-3);
- (i) "Non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (j) "Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please

specify the type of institution: _____

Item 4. OWNERSHIP.

The information required by Items 4(a) – (c) is set forth in Rows (5) – (11) of the cover page for each Reporting Person hereto and is incorporated herein by reference for each Reporting Person.

The percentages used herein are calculated based upon 52,334,831 shares of Common Stock outstanding, which consists of (i) 47,720,176 shares of Common Stock issued and outstanding as of November 5, 2015 as reflected in the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2014 filed with the Securities and Exchange Commission on November 5, 2015 and (ii) 4,614,655 shares of Common Stock issued by the Company on February 2, 2016 upon the closing of the exchange transaction described in the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on February 3, 2016.

Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

Not applicable.

Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Not applicable.

Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

Not applicable.

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not applicable.

Item 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

Item 10. CERTIFICATION.

Each of the Reporting Persons hereby makes the following certification:

By signing below each Reporting Person certifies that, to the best of her or its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

DATED: February 12, 2016

Oasis Management CoMPANY Ltd.

By: /s/ Phillip Meyer
Name: Phillip
Meyer
Title: General
Counsel

Oasis Investments II Master Fund Ltd.

By: /s/ Phillip Meyer
Name: Phillip
Meyer
Title: Director

/s/ Seth Fischer
SETH FISCHER

EXHIBIT 1

**JOINT ACQUISITION STATEMENT
PURSUANT TO RULE 13d-1(k)**

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

DATED: February 12, 2016

**Oasis Management
CoMPANY Ltd.**

By: /s/ Phillip Meyer
Name: Phillip
Meyer
Title: General
Counsel

**Oasis Investments
II Master Fund
Ltd.**

By: /s/ Phillip Meyer
Name: Phillip
Meyer
Title: Director

/s/ Seth Fischer
SETH FISCHER

