

Comstock Holding Companies, Inc.  
Form 8-K  
April 14, 2016

**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): April 14, 2016 (April 12, 2016)**

**Comstock Holding Companies, Inc.**

**(Exact Name of Registrant as Specified in its Charter)**

**Delaware**  
**(State or Other Jurisdiction**

**of Incorporation)**

**001-32375**  
**(Commission**

**File Number)**

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

**Identification No.)**

**1886 METRO CENTER DRIVE, FOURTH FLOOR**

**RESTON, VIRGINIA 20190**

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

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

**(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 4.01 Changes in Registrant's Certifying Accountant.**

*(a) Dismissal of Independent Registered Public Accounting Firm.*

On April 12, 2016, the Audit Committee of the Board of Directors of Comstock Holding Companies, Inc. (the Company) dismissed PricewaterhouseCoopers LLP (PwC) as the Company's independent registered public accounting firm effective as of April 12, 2016.

The audit reports of PwC on the consolidated financial statements of the Company as of and for the fiscal years ended December 31, 2015 and December 31, 2014 did not contain an adverse opinion or a disclaimer of opinion, and were not qualified or modified as to uncertainty, audit scope or accounting principle.

During the Company's two most recent fiscal years ended December 31, 2015 and December 31, 2014, and the subsequent interim period through April 12, 2016 (i) there were no disagreements with PwC on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedure that, if not resolved to PwC's satisfaction, would have caused PwC to make reference to the subject matter of the disagreement in their reports on the Company's financial statements for such years, and (ii) there were no reportable events as that term is defined in Item 304(a)(1)(v) of Regulation S-K.

The Company has provided PwC with a copy of this Current Report on Form 8-K prior to its filing with the Securities and Exchange Commission (the SEC), and requested that PwC furnish the Company with a letter addressed to the SEC stating whether or not PwC agrees with the statements made above. A copy of PwC's letter, dated April 12, 2016, is filed as Exhibit 16.1 to this Current Report on Form 8-K.

*(b) Engagement of New Independent Registered Public Accounting Firm.*

On and effective as of April 12, 2016, the Audit Committee of the Board of Directors of the Company approved the engagement of BDO USA, LLP (BDO) as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2016. The Company formally engaged BDO pursuant to an engagement letter dated April 12, 2016. During the Company's two most recent fiscal years ended December 31, 2015 and December 31, 2014 and the subsequent interim period through April 12, 2016, neither the Company nor anyone on its behalf consulted BDO regarding either (i) the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on the Company's financial statements, and neither a written report nor oral advice was provided to the Company that BDO concluded was an important factor considered by the Company in reaching a decision as to any accounting, auditing or financial reporting issue, or (ii) any matter that was either the subject of a disagreement (within the meaning of Item 304(a)(1)(iv) of Regulation S-K) or a reportable event (within the meaning of Item 304(a)(1)(v) of Regulation S-K).

**Item 9.01 Financial Statements and Exhibits.**

*(d) Exhibits.*

**Exhibit**

**Number      Exhibit**

16.1 Letter of PricewaterhouseCoopers LLP dated April 12, 2016.

**SIGNATURE**

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: April 14, 2016

COMSTOCK HOLDING COMPANIES, INC.

By: /s/ Christopher L. Conover  
Christopher L. Conover  
Interim Chief Financial Officer