

Comstock Holding Companies, Inc.  
Form 15-12B  
March 26, 2015

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

**FORM 15**

**CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION**  
**UNDER SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934**  
**OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**

**Commission File Number 001-32375**

**Comstock Holding Companies, Inc.**

**(Exact name of registrant as specified in its charter)**

**1886 Metro Center Drive, Fourth Floor**

**Reston, Virginia 20190**

**(703) 883-1700**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Preferred Stock Purchase Rights (1)**

(Title of each class of securities covered by this Form)

**Class A Common Stock, par value \$0.01 per share**

(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1)	x
Rule 12g-4(a)(2)	..
Rule 12h-3(b)(1)(i)	x
Rule 12h-3(b)(1)(ii)	..
Rule 15d-6	..

Approximate number of holders of record as of the certification or notice date: 0

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

Date: March 26, 2015

**COMSTOCK HOLDING COMPANIES, INC.**  
(Registrant)

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

- (1) The Preferred Stock Purchase Rights (the Rights ) expired on May 6, 2014 pursuant to the terms of the Rights Agreement dated as of May 6, 2011 between the Company and American Stock Transfer & Trust Company, LLC, filed as Exhibit 4.1 to the Company's Report on Form 8-K filed May 12, 2011.