

COMSTOCK RESOURCES INC

Form SC 13G/A

March 02, 2016

**SECURITIES**

**AND**

**EXCHANGE**

**COMMISSION**

**Washington,**

**D.C. 20549**

**SCHEDULE**

**13G/A**

Under the  
Securities  
Exchange Act of  
1934

(Amendment No.  
1)\*

Comstock  
Resources, Inc.  
(Name of Issuer)

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

205768203  
(CUSIP Number)

March 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 8

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 Reporting Persons are making this filing voluntarily. This date reflects the date that the filing is being made rather than an event which requires the filing of this Statement.

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).

|   |  |
|---|--|
| <b>1</b>  | NAMES OF<br>REPORTING<br>PERSONS   |
|   | Oasis Management<br>Company Ltd.<br>CHECK<br>THE<br>APPROPRIATE<br><b>2</b> BOX IF A<br>MEMBER (b) "<br>OF A<br>GROUP<br><b>3</b> SEC USE ONLY<br>CITIZENSHIP OR<br>PLACE OF<br><b>4</b> ORGANIZATION  |
|   | Cayman Islands<br>SOLE<br>VOTING<br><b>5</b> POWER   |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH | - 0 -<br>SHARED<br>VOTING<br><b>6</b> POWER<br>389,060<br>SOLE<br>DISPOSITIVE<br><b>7</b> POWER<br>- 0 -<br>SHARED<br>DISPOSITIVE<br><b>8</b> POWER<br>389,060<br>AGGREGATE<br>AMOUNT<br>BENEFICIALLY<br>OWNED BY EACH<br>REPORTING<br>PERSON<br><b>9</b><br>389,060<br><b>10</b> .. |

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

**12** 0.7%  
TYPE OF  
REPORTING  
PERSON

OO

|   |   |
|---|---|
| <b>1</b>  | NAMES OF REPORTING PERSONS  |
|   | Oasis Investments II<br>Master Fund Ltd.<br>CHECK<br>THE                |
| <b>2</b>  | APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP                            |
| <b>3</b>  | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION                       |
|   | Cayman Islands<br>SOLE VOTING   |
| <b>5</b>  | POWER   |
|   | - 0 -<br>SHARED VOTING  |
| <b>6</b>  | POWER   |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 389,060<br>SOLE DISPOSITIVE   |
| <b>7</b>  | POWER   |
|   | - 0 -<br>SHARED DISPOSITIVE   |
| <b>8</b>  | POWER   |
|   | 389,060<br>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| <b>9</b>  |   |
| <b>10</b>   | 389,060 ..  |

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

**11**

0.7%  
TYPE OF  
REPORTING  
PERSON

**12**

OO

|           |  |
|-----------|--|
| <b>1</b>  | NAMES OF REPORTING PERSONS   |
|           | Seth Fischer   |
| <b>2</b>  | CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP   |
| <b>3</b>  | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION  |
|           | Germany  |
| <b>5</b>  | SOLE VOTING POWER  |
|           | - 0 -  |
| <b>6</b>  | SHARED VOTING POWER  |
| <b>7</b>  | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 389,060 SOLE DISPOSITIVE POWER |
|           | - 0 -  |
| <b>8</b>  | SHARED DISPOSITIVE POWER   |
| <b>9</b>  | 389,060 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                             |
| <b>10</b> | 389,060 CHECK BOX " IF THE   |

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

**12** 0.7%  
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:

- (i) 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

(iii) Seth Fischer ("Mr. Fischer"), is responsible for the supervision and conduct of all investment activities of the 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").

CUSIP No. 205768203 13G/A Page 6 of 8 Pages

**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);
- (f) "Employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) "Parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) "Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) "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);
- (j) "Non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k) "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 53,178,316 shares of Common Stock outstanding, as reflected in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2015 filed with the Securities and Exchange Commission on February 26, 2016.

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

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following

**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.

CUSIP No. 205768203 13G/APage 8 of 8 Pages

## **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: March 2, 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**