

Edgar Filing: COMSTOCK RESOURCES INC - Form S-3

COMSTOCK RESOURCES INC

Form S-3

January 22, 2004

As filed with the Securities and Exchange Commission on January 22, 2004
Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-3
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

COMSTOCK RESOURCES, INC.
(Exact name of registrant as specified in its charter)

NEVADA	1311	94-1667468
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industries Classification Code Number)	(I.R.S. Employer Identification Number)
5300 Town and Country Blvd., Suite 500 Frisco, Texas 75034 (972) 668-8800		M. Jay Allison President and Chief Executive Officer 5300 Town and Country Blvd., Suite 500 Frisco, Texas 75034 (972) 668-8800
(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)		(Name, Address, including zip code, and telephone number, including area code, of agent for service)

Copies to:
Jack E. Jacobsen
Locke Liddell & Sapp LLP
2200 Ross Avenue, Suite 2200
Dallas, Texas 75201
(214) 740-8000

Approximate date of commencement of proposed sale to the public: From time to time after this registration statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment, plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

CALCULATION OF REGISTRATION FEE

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Proposed

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Title of Each Class of Securities to be Registered	Amount to be Registered(1)	Proposed Offering Price Per Share(2)	Maximum Aggregate Offering Price	Maximum Amount of Registration Fee
Common Stock, \$.50 par value.....	2,220,000	\$18.76	\$41,647,200	\$3,369
Preferred Stock Purchase Rights..	(3)	(3)	(3)	(3)

- (1) Represents the number of shares to be issued or issuable upon exercise of certain common stock purchase warrants.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to rule 457(c) based upon the average of the high and low price of a share of common stock on January 16, 2004 as quoted on the New York Stock Exchange.
- (3) There are hereby registered Preferred Stock Purchase Rights ("Rights"), which Rights (i) are related to shares of common stock in the ratio of one Right to one share, (ii) are not evidenced by separate certificates and (iii) may not be transferred except upon transfer of the related shares of common stock. The value attributable to the Rights is reflected in the market value of the related shares of common stock and therefore, the inclusion of the Rights does not increase the proposed maximum offering price under this Registration Statement. Consequently, no additional registration fee is payable for the registration of the Rights.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.