

Comstock Homebuilding Companies, Inc.
Form 8-A12B
December 09, 2004

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SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-A

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

COMSTOCK HOMEBUILDING COMPANIES, INC.

(Exact name of registrant as specified in its charter)

Delaware

20-1164345

(State of Incorporation
or Organization)

(I.R.S. Employer
Identification Number)

**11465 Sunset Hills Road, Suite 510
Reston, Virginia**

20910

(Address of principal executive offices)

(Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box. Securities Act registration statement file number to which this form relates: 333-118193

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

Securities to be registered pursuant to Section 12(b) of the Act:

**Title of Each Class
to be so Registered**

**Name of Each Exchange on Which
Each Class is to be Registered**

Class A Common Stock, \$0.01 Par Value

Nasdaq National Market

Securities to be registered pursuant to Section 12(g) of the Act: **None**

Item 1. Description of Registrant's Securities to be Registered.

Incorporated by reference to the section entitled "Description of Capital Stock" in the Preliminary Prospectus contained in the Registrant's Registration Statement on Form S-1 (File No. 333-118193), originally filed with the Securities and Exchange Commission on August 13, 2004 (the "Form S-1").

Item 2. Exhibits.

1. Amended and Restated Certificate of Incorporation of the Registrant (incorporated herein by reference to Exhibit 3.2 to Form S-1).
 2. Amended and Restated Bylaws of the Registrant (incorporated herein by reference to Exhibit 3.4 to Form S-1).
 3. Specimen common stock certificate (incorporated herein by reference to Exhibit 4.1 to Form S-1).
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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereto duly authorized.

COMSTOCK HOMEBUILDING COMPANIES, INC.

By: /s/ CHRISTOPHER CLEMENTE

Name: Christopher Clemente
Title: Chairman and Chief Executive Officer

Date: December 7, 2004

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SIGNATURE