

COMSTOCK RESOURCES INC
Form 424B3
April 30, 2003

Filed Pursuant to Rule 424(b) (3)
Registration No. 333-45860

PROSPECTUS

COMSTOCK RESOURCES, INC.

4,393,275 Shares of Common Stock
Par Value, \$0.50 Per Share

We have registered a total of 4,393,275 shares of our common stock, par value of \$.50 per share, for sale by the selling security holders identified in this prospectus. Please see the section in this prospectus entitled "Selling Security Holders."

The selling security holders will be issued shares of our common stock upon conversion of our Series A 1999 Convertible Preferred Stock. Please see the Section in this prospectus entitled "Description of Capital Stock - Preferred Stock."

We will not receive any of the proceeds from the sale of the common stock by the selling security holders. We have agreed to pay the expenses of the selling security holders in connection with the registration of these shares of our common stock. We estimate those expenses to be \$28,000.

Sales of shares may be effected from time to time in transactions (which may include block transactions) on the New York Stock Exchange, negotiated transactions, or a combination of such methods of sale, at fixed prices which may be changed, at market prices prevailing at the time of sale, or at negotiated prices. The selling security holders may effect such transactions by selling common stock directly to purchasers or to or through broker-dealers which may act as agents or principals. Such broker-dealers may receive compensation in the in the form of discounts, concessions or commissions from the selling security holders and/ or the purchasers of common stock for whom such broker dealers may act as agents or to whom they sell as principal, or both (which compensation as to a particular broker-dealer might be in excess of customary commissions). See "Plan of Distribution."

The selling security holders may offer the shares through public or private transactions at prevailing market prices, at prices related to such prevailing market prices or at privately negotiated prices. Our common stock is listed on the New York Stock Exchange under the symbol "CRK." On April 25, 2003 the last reported sale price for our common stock was \$11.00 per share.

This investment involves a high degree of risk. Please see the section in this prospectus entitled "Risk Factors" beginning on page 5.

Neither the Securities and Exchange Commission nor any state securities commission has passed upon the accuracy or adequacy of this prospectus.
Any representation to the contrary is a criminal offense.

The date of this prospectus is April 28, 2003