

Comstock Mining Inc.  
Form 8-K  
October 20, 2015

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

FORM 8-K  
CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): October 19, 2015

COMSTOCK MINING INC.

(Exact Name of Registrant as Specified in its Charter)

Nevada

(State or Other

Jurisdiction of Incorporation)

001-35200

(Commission File Number)

65-0955118

(I.R.S. Employer

Identification Number)

1200 American Flat Road, Virginia City, Nevada 89440

(Address of Principal Executive Offices, including Zip Code)

Registrant's Telephone Number, including Area Code: 775-847-5272

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01. Other Events.

On October 19, 2015, Comstock Mining Inc. (the “Company”) announced its public offering and sale of 10,169,492 shares of the Company’s common stock (the “Shares”) at a public offering price of \$0.59 per share. The closing of the offering is expected to occur on October 20, 2015, subject to customary closing conditions.

A copy of the Company’s press releases announcing the closing of the offering of the Shares is attached to this report as Exhibit 99.1 and is incorporated herein by reference.

The opinion of McDonald Carano Wilson LLP regarding the validity of the Shares is attached hereto as Exhibit 5.1.

Item 9.01 Financial Statements and Exhibits.

d) Exhibits.

- 5.1 Opinion of McDonald Carano Wilson LLP regarding the validity of the Shares.
- 99.1 Press release.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

COMSTOCK MINING INC.

Date: October 20, 2015

By: /s/ Corrado De Gasperis  
Name: Corrado De Gasperis  
Title: President, Chief Executive Officer and Director

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EXHIBIT INDEX

Exhibit Number

Description

5.1 Opinion of McDonald Carano Wilson LLP regarding the validity of the Shares.

99.1 Press release.