

Comstock Mining Inc.  
Form 8-K  
February 22, 2012

**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): February 22, 2012

**COMSTOCK MINING INC.**

(Exact Name of Registrant as Specified in its Charter)

**Nevada**

(State or Other

Jurisdiction of Incorporation)

**000-32429**

(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)

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- “ 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))

Item 8.01 Other Events

On February 22, 2012, Comstock Mining Inc. (the “Company”) issued a press release announcing the that the underwriters in its previously completed offering have exercised their option to purchase an additional 1,184,211 shares to cover over-allotments at a public offering price of \$1.90 per share. The press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

Exhibit No.	Description
99.1	Press Release dated February 22, 2012.

**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: February 22, 2012 By: /s/ Corrado DeGasperis

Name: Corrado DeGasperis

Title: President, Chief Executive Officer and Director

**EXHIBIT INDEX**

Press release dated February 22, 2012.  
99.1