

Comstock Mining Inc.  
Form 8-K  
August 24, 2018

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): August 20, 2018  
COMSTOCK MINING INC.  
(Exact Name of Registrant as Specified in its Charter)

|   |                          |  |
|---|--------------------------|--|
| Nevada  | 001-35200                | 65-0955118                                 |
| (State or Other<br>Jurisdiction of Incorporation) | (Commission File Number) | (I.R.S. Employer<br>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))

Item 8.01 Other Events.

Effective as of August 20, 2018, Comstock Mining Inc. (the Company) entered into a new equity purchase agreement, as amended (the Sales Agreement), by and between the Company and Leviston Resources LLC (Leviston), to sell of up to \$2,250,000 shares of the Company's common stock from time to time, at the Company's option. Any shares offered and sold will be issued pursuant to the Company's shelf registration statement on Form S-3 (and the related prospectus) declared effective by the SEC on February 5, 2016 (File No. 333-208824).

Sales of common stock, if any, under the Sales Agreement may be made in sales deemed to be at-the-market equity offerings as defined in Rule 415 promulgated under the Securities Act of 1933, as amended, or the Securities Act, at a discount of 10.0% to the volume weighted average sales price of the common stock on the date that Leviston receives a capital call from the Company.

Pursuant to the Sales Agreement, the Company agreed to deliver additional shares of common stock with value of \$45,000 to Leviston as a due diligence fee. The opinion of the Company's counsel regarding the validity of the shares is also filed herewith as Exhibit 5.1. This Current Report on Form 8-K shall not constitute an offer to sell or the solicitation of an offer to buy the shares, nor shall there be an offer, solicitation or sale of the shares in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

Item 9.01 Financial Statements and Exhibits.

d) Exhibits.

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

23.1 Consent of McDonald Carano LLP (included in Exhibit 5.1)

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: August 24, 2018 By: /s/ Corrado De Gasperis

Name: Corrado De Gasperis

Title: President, Chief Executive Officer and Executive Chairman

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EXHIBIT INDEX

- 5.1 Opinion of McDonald Carano Wilson LLP.
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