

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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 9, 2009

Comdisco Holding Company, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

000-499-68

(Commission File Number)

54-2066534

(IRS Employer Identification No.)

5600 NORTH RIVER ROAD, SUITE 800 ROSEMONT, ILLINOIS

(Address of Principal Executive Offices)

60018

(Zip Code)

(847) 698-3000

(Registrant's Telephone Number, Including Area Code)

6111 NORTH RIVER ROAD, ROSEMONT, ILLINOIS

(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 (*see* General Instruction A.2. below):

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 2.02 Results of Operations and Financial Condition.

On February 9, 2009, Comdisco Holding Company, Inc. issued a press release reporting financial results for its fiscal first quarter ended December 31, 2008. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits

Exhibit No. Description

99.1 Press Release of Comdisco Holding Company, Inc., dated February 9, 2009

SIGNATURES

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

COMDISCO HOLDING
COMPANY, INC.

Dated: February 9, 2009

By: /s/ Deborah Dompke
Name: Deborah Dompke
Title: Authorized Representative

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of Comdisco Holding Company, Inc., dated February 9, 2009

NEWS RELEASE

Comdisco Announces Fiscal First Quarter 2009 Financial Results

Rosemont, IL- February 9, 2009 - Comdisco Holding Company, Inc. (OTC: CDCO) today reported financial results for its fiscal first quarter ended December 31, 2008. Comdisco Holding Company, Inc. emerged from Chapter 11 bankruptcy proceedings on August 12, 2002 and, under its Plan of Reorganization, its business purpose is limited to the orderly sale or run-off of all its remaining assets.

Operating Results: For the quarter ended December 31, 2008, Comdisco Holding Company, Inc. reported a net loss of approximately \$(72,000), or \$(0.02) per common share (basic and diluted). The per share results for Comdisco Holding Company, Inc. are based on 4,029,055 shares of common stock outstanding on average during the quarter ended December 31, 2008.

For the quarter ended December 31, 2008, total revenue decreased by 94 percent to \$381,000. The decrease is primarily the result of lower gains on the sale of equity securities in the current quarter. Gains were approximately \$92,000 for the current quarter compared to gains of approximately \$5.7 million for the quarter ended December 31, 2007. Net cash provided by operating activities was \$4,771,000 for the quarter ended December 31, 2008 compared to net cash provided by operating activities of \$3,629,000 for the quarter ended December 31, 2007. The net cash provided by operating activities in the quarter ended December 31, 2008 included cash receipts of approximately \$5.3 million from income tax refunds for Comdisco Holding Company, Inc.'s Canadian subsidiary. However, such receipts are anticipated to be used to satisfy Canadian taxes payable.

Comdisco Holding Company, Inc. adopted FASB Interpretation No. 48, "Accounting for Uncertainty in Income Taxes - an Interpretation of FASB Statement No. 109" effective October 1, 2007. Effective with the adoption, Comdisco Holding Company, Inc. began to report a gross income tax receivable and a gross income tax payable. Such adoption caused an increase of approximately \$9,000,000 in tax assets and an increase of approximately \$10,000,000 in tax liabilities from fiscal year ended September 30, 2007 to fiscal year ended September 30, 2008.

Total assets are \$73,552,000 as of December 31, 2008 which included \$61,947,000 of unrestricted cash, compared to total assets of \$75,464,000 as of September 30, 2008 which included \$57,554,000 of unrestricted cash.

Effective October 1, 2008, Comdisco Holding Company, Inc. adopted the Financial Accounting Standards Board ("FASB") Statement of Financial Accounting Standard ("SFAS") No. 157, "Fair Value Measurements" ("SFAS 157"). SFAS 157 defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles and expands disclosures about fair value measurements. SFAS 157 applies to previous accounting pronouncements that require or permit fair value measurements. The provisions of SFAS 157 are applied prospectively upon adoption and did not have a material impact on Comdisco Holding Company, Inc.'s consolidated financial statements.

As a result of bankruptcy restructuring transactions, adoption of fresh-start reporting and multiple asset sales, Comdisco Holding Company, Inc.'s financial results are not comparable to those of its predecessor company, Comdisco, Inc. Please refer to Comdisco Holding Company, Inc.'s quarterly report on Form 10-Q filed on February 9, 2009 for complete financial statements and other important disclosures.

About Comdisco

Comdisco emerged from chapter 11 bankruptcy proceedings on August 12, 2002. The purpose of reorganized Comdisco is to sell, collect or otherwise reduce to money in an orderly manner the remaining assets of the corporation. Pursuant to Comdisco's plan of reorganization and restrictions contained in its certificate of incorporation, Comdisco is specifically prohibited from engaging in any business activities inconsistent with its limited business purpose. Accordingly, within the next few years, it is anticipated that Comdisco will have reduced all of its assets to cash and made distributions of all available cash to holders of its common stock and contingent distribution rights in the manner and priorities set forth in the Plan. At that point, the company will cease operations and no further distributions will be made. The company filed on August 12, 2004 a Certificate of Dissolution with the Secretary of State of the State of Delaware to formally extinguish Comdisco Holding Company, Inc.'s corporate existence with the State of Delaware except for the purpose of completing the wind-down contemplated by the Plan.

Safe Harbor

The foregoing contains forward-looking statements regarding Comdisco. They reflect the company's current views with respect to current events and financial performance, are subject to many risks, uncertainties and factors relating to the company's operations and business environment which may cause the actual results of the company to be materially different from any future results, express or implied by such forward-looking statements. The company intends that such forward-looking statements be subject to the Safe Harbor created by Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. The words and phrases "expect," "estimate," and "anticipate" and similar expressions identify forward-looking statements. Certain factors that could cause actual results to differ materially from these forward-looking statements are listed from time to time in the company's SEC reports, including, but not limited to, the report on Form 10-K for the fiscal year ended September 30, 2008 and Form 10-Q for the fiscal quarter ended December 31, 2008. Comdisco disclaims any intention or obligation to update or revise any forward-looking statements whether as a result of new information, future events or otherwise.

Contacts:

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