

COMERICA INC /NEW/  
Form 8-K  
February 01, 2019

**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): January 28, 2019**

**COMERICA INCORPORATED**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**Comerica Bank Tower**

**1-10706**  
**(Commission**

**File Number)**

**38-1998421**  
**(I.R.S. Employer**

**Identification No.)**

**75201**

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**1717 Main Street, MC 6404**

**Dallas, Texas**

**(Address of principal executive offices)**

**(Zip Code)**

**Registrant's telephone number, including area code: (214) 462-6831**

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR 230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR 240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 8.01 Other Events.**

*Offering of 4.000% Senior Notes Due 2029*

On February 1, 2019, Comerica Incorporated (the *Company* ), completed the public offer and sale of \$350,000,000 aggregate principal amount of its 4.000% Senior Notes due 2029 (the *Notes* ). The Notes were issued pursuant to an Indenture dated May 23, 2014, between the Company and The Bank of New York Mellon Trust Company, N.A., as trustee (the *Indenture* ). The Notes were sold pursuant to an underwriting agreement, dated January 28, 2019 (the *Underwriting Agreement* ), by and among the Company and Morgan Stanley & Co. LLC and J.P. Morgan Securities LLC, as representatives of the several underwriters named therein.

The Underwriting Agreement, the Indenture and the Form of Global Note for the Notes are attached to this Current Report on Form 8-K as Exhibits 1.1, 4.1 and 4.2 respectively, and are incorporated into this Item 8.01 by reference.

The Underwriting Agreement, the Indenture and the Notes are more fully described in the prospectus supplement, filed with the Securities and Exchange Commission (the *Commission* ) on January 28, 2019, to the accompanying prospectus filed with the Commission on February 16, 2018, as part of the Company's Registration Statement on Form S-3ASR (File No. 333-223083) (the *Registration Statement* ).

The foregoing descriptions of the Underwriting Agreement, the Indenture and the Notes do not purport to be complete and are qualified in their entirety by reference to Exhibits 1.1, 4.1 and 4.2.

This Current Report on Form 8-K is being filed, in part, for the purpose of filing the documents attached as Exhibits hereto as exhibits to the Registration Statement in connection with the issuance of the Notes and such exhibits are hereby incorporated by reference into the Registration Statement.

**Item 9.01. Financial Statements and Exhibits.**

***(d) Exhibits.***

Exhibit

No.	Description
1.1	<u>Underwriting Agreement, dated January 28, 2019, by and among the Company and Morgan Stanley &amp; Co. LLC and J.P. Morgan Securities LLC, as representatives of the several underwriters named therein.</u>
4.1	<u>Indenture, dated as of May 23, 2014, between Comerica Incorporated and The Bank of New York Mellon Trust Company, N.A., as trustee (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K of Comerica Incorporated, filed with the U.S. Securities and Exchange Commission on May 23, 2014).</u>
4.2	<u>Form of Global Note for the Registrant's 4.000% Senior Notes due 2029.</u>
5.1	<u>Opinion of Wachtell, Lipton, Rosen &amp; Katz.</u>
23.1	<u>Consent of Wachtell, Lipton, Rosen &amp; Katz (included in Exhibit 5.1).</u>

**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.

COMERICA INCORPORATED

By: /s/ John D. Buchanan  
Name: John D. Buchanan  
Title: Executive Vice President - Chief Legal  
Officer

Dated: February 1, 2019