

COMERICA INC /NEW/  
Form 8-K  
April 26, 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): April 23, 2019

COMERICA INCORPORATED  
(Exact name of registrant as specified in its charter)

|   |                          |  |
|---|--------------------------|--|
| Delaware  | 1-10706                  | 38-1998421                                 |
| (State or other Jurisdiction<br>of Incorporation) | (Commission File Number) | (IRS Employer<br>Identification<br>Number) |

Comerica Bank Tower  
1717 Main Street, MC 6404  
Dallas, Texas 75201  
(Address of principal executive offices) (zip code)

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

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 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

Comerica Incorporated ("Comerica") held its 2019 Annual Meeting of Shareholders on April 23, 2019. Matters voted upon by shareholders at that meeting were:

- (i) the election of twelve directors;
- (ii) the ratification of the appointment of Ernst & Young LLP as independent registered public accounting firm for the fiscal year ending December 31, 2019; and
- (iii) the approval of a non-binding, advisory proposal approving executive compensation.

The final number of votes cast for, against or withheld (if applicable), as well as the number of abstentions and broker non-votes, with respect to each matter is set forth below.

Proposal 1

The director nominees listed below each received a majority of the votes cast that were present in person or represented by proxy at the Annual Meeting and entitled to vote on the proposal, and such individuals were each elected to serve as a director with a one-year term expiring in 2020. The results were as follows:

| Director Nominees       | For         | Against   | Abstained | Broker Non-Vote |
|-------------------------|-------------|-----------|-----------|-----------------|
| Ralph W. Babb, Jr.      | 116,311,927 | 4,390,925 | 1,611,430 | 13,959,052      |
| Michael E. Collins      | 121,856,212 | 261,862   | 196,208   | 13,959,052      |
| Roger A. Cregg          | 116,157,648 | 6,003,241 | 153,393   | 13,959,052      |
| T. Kevin DeNicola       | 116,614,776 | 5,538,018 | 161,488   | 13,959,052      |
| Curtis C. Farmer        | 117,303,881 | 4,862,801 | 147,600   | 13,959,052      |
| Jacqueline P. Kane      | 120,349,682 | 1,778,665 | 185,935   | 13,959,052      |
| Richard G. Lindner      | 114,921,357 | 6,969,053 | 423,872   | 13,959,052      |
| Barbara R. Smith        | 121,774,949 | 360,563   | 178,770   | 13,959,052      |
| Robert S. Taubman       | 119,249,157 | 2,903,241 | 161,884   | 13,959,052      |
| Reginald M. Turner, Jr. | 116,740,028 | 5,416,922 | 157,332   | 13,959,052      |
| Nina G. Vaca            | 119,389,316 | 2,777,772 | 147,194   | 13,959,052      |
| Michael G. Van de Ven   | 121,356,427 | 752,938   | 204,917   | 13,959,052      |

Proposal 2

The proposal to ratify the appointment of Ernst & Young LLP as the independent registered public accounting firm for the fiscal year ending December 31, 2019 was approved. The results were as follows:

| Against    | Abstained | Broker Non-Vote |
|------------|-----------|-----------------|
| 12,551,740 | 195,400   | 0               |

Proposal 3

The nonbinding, advisory proposal approving executive compensation was approved. The results were as follows:

| For         | Against | Abstained | Broker Non-Vote |
|-------------|---------|-----------|-----------------|
| 113,800,687 | 800,687 | 396,611   | 13,959,052      |



SIGNATURES

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 hereunto duly authorized.

COMERICA INCORPORATED

By: /s/ John D. Buchanan

Name: John D. Buchanan

Title: Executive Vice President - Chief Legal Officer

Date: April 26, 2019