

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): **September 26, 2017**

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

Delaware

(State or other Jurisdiction of Incorporation)

1-10706

(Commission File Number)

38-1998421

(IRS Employer Identification 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 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.

On September 26, 2017, the Board of Directors of Comerica Incorporated (“Comerica”) appointed Barbara R. Smith to serve on its Board of Directors, effective November 7, 2017. The Board of Directors also determined that Ms. Smith shall become a member of Comerica’s Governance, Compensation and Nominating Committee, effective November 7, 2017. On September 26, 2017, Comerica issued a press release regarding these appointments. A copy of the press release is attached hereto as Exhibit 99.1.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits

99.1 [Press Release dated September 26, 2017](#)

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: September 26, 2017

NEWS RELEASE



Barbara R. Smith Appointed to the Comerica Incorporated Board of Directors

CEO of Irving, Texas-Based Commercial Metals Company

DALLAS/Sept. 26, 2017 - Barbara R. Smith has been appointed to the Comerica Incorporated Board of Directors, effective Nov. 7, 2017. Smith is the president and chief executive officer (CEO) of Irving, Texas-based Commercial Metals Company (NYSE: CMC), a manufacturer, recycler and marketer of steel and metal products. Smith will serve as a member of the board's Governance, Compensation and Nominating Committee. The announcement was made by Ralph W. Babb Jr., Comerica's chairman and CEO.

"We welcome Barbara to the Comerica team," said Babb. "She brings to our board a number of key skills, including relevant business management experience, expertise in geographic markets in which Comerica has a presence, particularly our headquarters market, and significant financial expertise garnered through the chief financial officer and treasury roles she held during her professional career."

Smith, 58, joined Commercial Metals Company as senior vice president and chief financial officer in 2011 and served in that capacity until she was promoted to chief operating officer in 2016 and president and chief operating officer in January 2017. In September 2017, she was promoted to president and CEO. Prior to joining Commercial Metals Company, she served a year as treasurer and four years as chief financial officer for Gerdau AmeriSteel. She also served as chief financial officer for Faro Technologies, Inc. and had a 24-year career with Alcoa, Inc., where she held various leadership positions across the company.

Smith received a Bachelor of Science in Accounting degree from Purdue University in West Lafayette, Indiana, in 1981. She also earned certification as a CPA from the State of Tennessee.

"With Barbara's appointment to the board, we are bringing a fresh perspective, as well as the right mix of skills and expertise, in order to enhance Comerica's competitive position in the marketplace and deliver long-term value to our shareholders," said Babb.

Comerica Incorporated (NYSE: CMA) is a financial services company headquartered in Dallas, Texas, and strategically aligned by three business segments: The Business Bank, The Retail Bank, and Wealth Management. Comerica focuses on relationships, and helping people and businesses be successful. In addition to Texas, Comerica Bank locations can be found in Arizona, California, Florida and Michigan, with select businesses operating in several other states, as well as in Canada and Mexico. Comerica reported total assets of \$71.4 billion at June 30, 2017.

Media Contact:

Yolanda Walker
(214) 462-4463

Investor Contacts:

Darlene P. Persons
(214) 462-6831

Chelsea R. Smith
(214) 462-6834