

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549

**FORM S-8**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-167261  
Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-188274

**COMERICA INCORPORATED**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**38-1998421**

(I.R.S. Employer Identification No.)

**1717 Main Street, MC 6404  
Dallas, Texas 75201**

(Address of principal executive offices) (Zip Code)

**COMERICA INCORPORATED 2006 AMENDED AND RESTATED LONG-TERM INCENTIVE PLAN  
COMERICA INCORPORATED 2018 LONG-TERM INCENTIVE PLAN**

(Full title of the Plan)

**JOHN D. BUCHANAN  
Executive Vice President - Chief Legal Officer  
Comerica Incorporated  
Comerica Bank  
1717 Main Street, MC 6404  
Dallas, Texas 75201**

(Name and address of agent for service)

**(214) 462-6831**

(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting  
company)

Accelerated filer   
Smaller reporting company   
Emerging growth company

#### EXPLANATORY NOTE

On April 24, 2018, the shareholders of Comerica Incorporated ("Comerica" or the "Registrant") approved the Comerica Incorporated 2018 Long-Term Incentive Plan (the "2018 Plan"). Effective upon the approval of the 2018 Plan, (i) no additional awards are to be granted pursuant to the terms of the Comerica Incorporated Amended and Restated 2006 Long-Term Incentive Plan (the "Prior Plan"), (ii) awards outstanding under the Prior Plan as of April 24, 2018 shall remain in full force and effect under the Prior Plan according to their respective terms, and (iii) to the extent that any such award is forfeited, terminates, expires or lapses without being exercised (to the extent applicable), or is settled for cash, the shares subject to such award not delivered as a result thereof, including any shares that are unearned under performance awards taking into account the maximum possible payout (the "Carryover Shares"), shall again be available for awards under the 2018 Plan.

Comerica has previously registered shares of common stock to be issued under the Prior Plan on Registration Statement No. 333-167261, filed on June 2, 2010 and on Registration Statement No. 333-188274, filed on May 1, 2013 (the "Registration Statements"). The Registration Statements will cover the issuance of the Carryover Shares once they are available for issuance under the 2018 Plan. Accordingly, pursuant to the undertaking in Item 512(a)(1)(iii) of Regulation S-K that the Registrant disclose a material change in the plan of distribution as it was originally disclosed in the Registration Statements and SEC Compliance and Disclosure Interpretation 126.43, the Registrant is filing this Post-Effective Amendment to the Registration Statements to reflect that the Carryover Shares may be issued under the 2018 Plan and to file as an exhibit hereto a copy of the 2018 Plan and a new opinion as to the validity of the shares of common stock that were previously issuable pursuant to the Prior Plan. All other items of the Registration Statements are incorporated herein by reference without change.

Contemporaneously with the filing of this Post-Effective Amendment to the Registration Statements, the Registrant is filing a registration statement on Form S-8 to register 5,750,000 new shares of common stock authorized for issuance pursuant to the 2018 Plan, which amount excludes the Carryover Shares. No additional securities are being registered by this Post-Effective Amendment to the Registration Statements.

#### ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents filed with the Commission by Comerica are incorporated in this Registration Statement on Form S-8 (the "Registration Statement") by reference:

1. Comerica's Annual Report on Form 10-K for the fiscal year ended December 31, 2017;
2. Comerica's Current Reports on Form 8-K filed with the Commission on January 24, 2018, February 8, 2018 and April 26, 2018; and
3. The description of Comerica's common stock, par value \$5.00 per share, set forth in Comerica's Registration Statement on Form S-4/A filed April 5, 2011 (Commission File Number 333-172211) and any amendments, reports or other filings filed with the Securities and Exchange Commission for the purpose of updating that description.

All documents subsequently filed by Comerica pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered hereunder have been sold or which deregisters all of the securities offered then remaining unsold, shall be deemed to be incorporated herein by reference and to be a part hereof from the date of filing of such documents.

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#### **ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.**

The validity of the securities has been passed upon by John D. Buchanan, Executive Vice President - Chief Legal Officer, and Secretary of Comerica. As of April 27, 2018, Mr. Buchanan beneficially owns or has the rights to acquire an aggregate of less than 1% of Comerica's common stock.

#### **ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.**

As permitted by Section 102(b)(7) of the Delaware General Corporation Law (the "DGCL"), Comerica's certificate of incorporation provides that a director of Comerica shall not be personally liable to Comerica or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (a) for any breach of the director's duty of loyalty to us or our stockholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) pursuant to Section 174 of the DGCL, or (d) for any transaction from which a director derived an improper personal benefit.

In general, Comerica's bylaws provide that Comerica shall indemnify its directors and officers to the fullest extent permitted by law. As permitted by Section 145(a) of DGCL, Comerica's bylaws provide that Comerica shall indemnify each of its directors and officers against expenses (including attorney's fees) incurred in connection with any proceeding (other than an action by or in the right of Comerica) involving such person by reason of having been an officer or director, to the extent such person acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interest of Comerica and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful. As permitted by Section 145(b) of DGCL, Comerica's bylaws provide that Comerica shall indemnify each of its officers and directors against expenses (including attorney's fees) incurred in connection with any action brought by or in the right of Comerica, to the extent such person acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interest of Comerica, except that if the director or officer is adjudged to be liable to Comerica, no indemnification shall be made unless and to the extent that the Court of Chancery or any other court shall deem proper, notwithstanding the adjudication of liability.

Unless prohibited by applicable law or regulation, or otherwise required by Section 18(k) of the Federal Deposit Insurance Act, as amended, the determination of whether indemnification of an officer or director is proper under the circumstances (unless ordered by a court) generally shall be made by independent legal counsel chosen by a majority of Comerica's disinterested directors (even if such disinterested directors constitute less than a quorum) in a written opinion to the board of directors. However, as required by Section 145(c) of DGCL, Comerica must indemnify a director or officer who was successful in defense of any suit. As permitted by Section 145(e) of DGCL, Comerica's bylaws provide that Comerica may pay expenses incurred by a director or officer in advance, upon receipt of an undertaking that the advance will be repaid if it is ultimately determined that the director or officer is not entitled to indemnity.

As permitted by Section 145(g) of DGCL, Comerica's bylaws provide that Comerica may purchase insurance on behalf of its directors and officers against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not Comerica would have the power to indemnify such person against such liability under its bylaws. Comerica maintains such insurance.

Comerica has also entered into indemnification agreements with certain of its directors and officers. In addition to the indemnification provisions described above, the indemnification agreements make mandatory the advancement of expenses upon receipt of an undertaking that the advance will be repaid if it is ultimately determined that the party is not entitled to indemnity. The indemnification agreements also provide that, to the extent there must be a determination made as to whether a party is entitled to indemnification, such determination will be made by independent legal counsel selected by a majority of disinterested directors, or, for two years following a change of control, by the party claiming indemnification. Further, the indemnification agreements extend the benefits described above to the party's spouse.

Pursuant to Section 13(k) of the 2018 Plan, no member of Comerica's Board of Directors or its Governance, Compensation and Nominating Committee or any designated officer or employee (each, an "Indemnified Person") shall have any liability to any person (including, without limitation, any participant in the 2018 Plan) for any action, failure to act, determination or interpretation made in good faith with respect to the 2018 Plan or any award granted thereunder. Comerica shall indemnify an Indemnified Person for all costs and expenses and, to the fullest extent permitted by applicable law and Comerica's governing documents, any liability incurred in connection with defending against, responding to, negotiating for the settlement of or otherwise dealing with any claim, cause of action or dispute of any kind arising in connection with the administration of the 2018 Plan and the awards granted thereunder.

The foregoing is only a general summary of Comerica's indemnification agreements and certain aspects of Delaware law and Comerica's certificate of incorporation and bylaws dealing with indemnification of directors and officers, and does not purport to be complete. It is qualified in its entirety by reference to the detailed provisions of Comerica's indemnification agreements, Section 145 of the DGCL and the certificate of incorporation and the bylaws of Comerica.

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**ITEM 8. EXHIBITS.**

**Item 601 Regulation S-K  
Exhibit Reference  
Number**

**Description of Document**

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4.1(a)	<a href="#"><u>Restated Certificate of Incorporation of Comerica Incorporated (filed as Exhibit 3.2 to Registrant's Current Report on Form 8-K dated August 4, 2010, and incorporated herein by reference).</u></a>
4.1(b)	<a href="#"><u>Certificate of Amendment to Restated Certificate of Incorporation of Comerica Incorporated (filed as Exhibit 3.2 to Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2011, and incorporated herein by reference).</u></a>
4.2	<a href="#"><u>Amended and Restated Bylaws of Comerica Incorporated (filed as Exhibit 3.3 to Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2011, and incorporated herein by reference).</u></a>
4.3	<a href="#"><u>Comerica Incorporated 2018 Long-Term Incentive Plan (filed as Exhibit 10.1 to Registrant's Current Report on Form 8-K dated April 24, 2018, and incorporated herein by reference).</u></a>
4.4	<a href="#"><u>Comerica Incorporated 2006 Amended and Restated Long-Term Incentive Plan (filed as Exhibit 10.1 to Registrant's Annual Report on Form 10-K for the year ended December 31, 2016, and incorporated herein by reference).</u></a>
5.1	<a href="#"><u>Opinion and Consent of John D. Buchanan as to the legality of the securities being registered.*</u></a>
23.1	<a href="#"><u>Consent of Ernst &amp; Young LLP, Independent Registered Public Accounting Firm.*</u></a>
23.2	<a href="#"><u>Consent of John D. Buchanan, legal counsel (contained in Exhibit 5).*</u></a>
24.1	Powers of Attorney (included on the signature pages hereto).*

\* Filed herewith.

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment to the Registration Statements to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on April 27, 2018.

COMERICA INCORPORATED

By: /s/ Ralph W. Babb, Jr.  
Ralph W. Babb, Jr.  
Chairman and Chief Executive Officer

We, the undersigned directors and officers of Comerica Incorporated, do hereby constitute and appoint John D. Buchanan and Nicole V. Gersch, and each of them severally, our true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for us and in our name, place and stead, in any and all capacities, to sign any and all amendments and post-effective amendments to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and we do hereby ratify and confirm all that said attorneys-in-fact and agents, or their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment to the Registration Statements has been signed by the following persons in the capacities indicated as of April 27, 2018:

/s/ Ralph W. Babb, Jr.  
Ralph W. Babb, Jr.  
Chairman, Chief Executive Officer and Director  
(Principal Executive Officer)

/s/ Muneera S. Carr  
Muneera S. Carr  
Executive Vice President and Chief Financial Officer  
(Principal Financial Officer)

/s/ Mauricio A. Ortiz  
Mauricio A. Ortiz  
Senior Vice President and Chief Accounting Officer  
(Principal Accounting Officer)

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/s/ Michael E. Collins

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Michael E. Collins  
Director

/s/ Roger A. Cregg

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Roger A. Cregg  
Director

/s/ T. Kevin DeNicola

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T. Kevin DeNicola  
Director

/s/ Jacqueline P. Kane

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Jacqueline P. Kane  
Director

/s/ Richard G. Lindner

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Richard G. Lindner  
Director

/s/ Barbara R. Smith

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Barbara R. Smith  
Director

/s/ Robert S. Taubman

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Robert S. Taubman  
Director

/s/ Reginald M. Turner, Jr.

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Reginald M. Turner, Jr.  
Director

/s/ Nina G. Vaca

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Nina G. Vaca  
Director

/s/ Michael G. Van de Ven

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Michael G. Van de Ven  
Director

[Comerica Letterhead]

**John D. Buchanan**  
*Executive Vice President - Chief Legal Officer,  
and Secretary*

jdbuchanan@comerica.com

April 27, 2018

Securities and Exchange Commission  
450 Fifth Street, N.W.  
Washington, D.C. 20549

RE: COMERICA INCORPORATED — REGISTRATION STATEMENT ON FORM S-8

Dear Sir/Madam:

I am Executive Vice President - Chief Legal Officer, and Secretary to Comerica Incorporated, a Delaware corporation (the "Corporation"). This opinion is being rendered with respect to Post-Effective Amendment No. 1 to Registration Statement No. 333-167261, filed on June 2, 2010 and on Registration Statement No. 333-188274, filed on May 1, 2013 (the "Registration Statements") previously filed by the Corporation with the Securities and Exchange Commission.

On April 24, 2018, the shareholders of the Corporation approved the Comerica Incorporated 2018 Long-Term Incentive Plan (the "2018 Plan"). Effective upon the approval of the 2018 Plan, (i) no additional awards are to be granted pursuant to the terms of the Comerica Incorporated Amended and Restated 2006 Long-Term Incentive Plan (the "Prior Plan"), (ii) awards outstanding under the Prior Plan as of April 24, 2018 shall remain in full force and effect under the Prior Plan according to their respective terms, and (iii) to the extent that any such award is forfeited, terminates, expires or lapses without being exercised (to the extent applicable), or is settled for cash, the shares subject to such award not delivered as a result thereof, including any shares that are unearned under performance awards taking into account the maximum possible payout (the "Carryover Shares"), shall again be available for awards under the 2018 Plan.

I have examined such certificates, instruments, and documents and reviewed such questions of law as I have considered necessary or appropriate for the purposes of this opinion. In addition, in rendering this opinion I have assumed without verification the genuineness of all signatures, the authenticity of all documents submitted to me as originals, the conformity of certified copies submitted to me with the original documents to which such certified copies relate and the legal capacity of all individuals executing any of the foregoing documents.

I have not considered, and I express no opinion as to, the laws of any jurisdiction other than the federal securities laws of the United States and the General Corporation Law of the State of Delaware, in each case as in effect on the date hereof.

Based on and subject to the foregoing, and subject to the qualifications, assumptions and limitations stated herein, I am of the opinion that the Carryover Shares have been duly authorized and, when issued in accordance with the terms of the Plan and when Post-Effective Amendment No. 1 to the Registration Statements shall have become effective, will be legally issued, fully paid and non-assessable.

I hereby consent to the filing of this opinion as an exhibit to Post-Effective Amendment No. 1 to the Registration Statements. In giving this consent, I do not thereby admit that I am within the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Securities and Exchange Commission thereunder.

Very truly yours,

/s/ John D. Buchanan

Executive Vice President - Chief Legal Officer,  
and Secretary

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Post-Effective Amendment No. 1 to the following Registration Statements:

- (1) No. 333-167261 on Form S-8
- (2) No. 333-188274 on Form S-8

of our reports dated February 14, 2018 with respect to the consolidated financial statements of Comerica Incorporated and the effectiveness of internal control over financial reporting of Comerica Incorporated included in its Annual Report (Form 10-K) for the year ended December 31, 2017, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP  
Dallas, Texas  
April 27, 2018