

Explanatory Note

This current report on Form 8-K/A amends the Current Report on Form 8-K filed by Comerica Incorporated (“Comerica”) on May 3, 2016 (the “Original 8-K”) and updates disclosures made under Item 5.02, Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers, regarding the appointment of David E. Duprey as Chief Financial Officer of Comerica on May 3, 2016. The sole purpose of this Amendment is to disclose updated compensation information for Mr. Duprey.

ITEM DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS;
5.02. APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.

On July 26, 2016, in connection with his promotion to Chief Financial Officer, the Governance, Compensation and Nominating Committee of the Board of Directors of Comerica granted Mr. Duprey 4,915 shares of restricted common stock under Comerica’s 2006 Amended and Restated Long-Term Incentive Plan. The grant is subject to Comerica’s standard employee non-cliff restricted stock agreement (2014 version 2), with 50% of the shares vesting on the third anniversary of the grant date and 25% vesting on each of the fourth and fifth anniversaries of the grant date. Also in connection with the promotion to Chief Financial Officer, effective July 26, 2016, Mr. Duprey received an annualized increase of \$40,000 to his base salary. Mr. Duprey’s compensation was previously disclosed in Comerica’s 2016 Proxy Statement.

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-Governance,
Regulatory Relations and Legal Affairs,
and Corporate Secretary

Date: July 28, 2016