

COMERICA INC /NEW/  
Form 8-K  
March 27, 2014

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): March 26, 2014

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

|                                                                                                                                                                                                          |                                        |                                                       |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------|-------------------------------------------------------|
| Delaware<br>(State or other Jurisdiction<br>of Incorporation)                                                                                                                                            | 1-10706<br>(Commission<br>File Number) | 38-1998421<br>(IRS Employer<br>Identification Number) |
| Comerica Bank Tower<br>1717 Main Street, MC 6404<br>Dallas, Texas 75201<br>(Address of principal executive offices) (zip code)<br>(214) 462-6831<br>(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))
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#### ITEM 7.01 REGULATION FD DISCLOSURE

On March 26, 2014, Comerica Incorporated (“Comerica”) issued a press release announcing that after the Federal Reserve had completed its 2014 Comprehensive Capital Analysis and Review (“CCAR”), it did not object to the Comerica capital plan and capital distributions contemplated in the plan. Comerica’s capital plan provides for up to \$236 million in share repurchases for the four-quarter period commencing in the second quarter 2014 and ending in the first quarter 2015. The reacquired shares will be held as treasury shares and may be used for various corporate purposes, including to offset issuances of common shares under Comerica’s compensation plans. In addition, Comerica’s capital plan includes the authority to redeem \$150 million of subordinated notes due 2018 when callable at par later this year. The 2014 capital plan, which was approved by Comerica’s Board of Directors, further contemplates a 1 cent increase in Comerica’s quarterly dividend to \$0.20 per common share, a 5 percent increase over the current dividend rate. The dividend proposal will be considered by the Board of Directors at its next scheduled meeting on April 22, 2014. Going forward, it is expected that dividend actions contemplated by the Board of Directors will be aligned with the annual Federal Reserve CCAR process. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

The information in this report (including Exhibit 99.1 hereto) is being “furnished” and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, is not subject to the liabilities of that section and is not deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except as shall be expressly set forth by specific reference in such a filing.

#### Forward Looking Statements

Any statements in this filing that are not historical facts are forward-looking statements as defined in the Private Securities Litigation Reform Act of 1995. Words such as “anticipates,” “believes,” “contemplates,” “feels,” “expects,” “estimates,” “seeks,” “strives,” “plans,” “intends,” “outlook,” “forecast,” “position,” “target,” “mission,” “assume,” “achievable,” “potential,” “aspiration,” “opportunity,” “initiative,” “outcome,” “continue,” “remain,” “maintain,” “on course,” “trend,” “objective,” “look,” “projects,” “models” and variations of such words and similar expressions, or future or conditional verbs such as “will,” “would,” “should,” “could,” “might,” “can,” “may” or similar expressions, as they relate to Comerica or its management, are intended to identify forward-looking statements. These forward-looking statements are predicated on the beliefs and assumptions of Comerica’s management based on information known to Comerica’s management as of the date of this filing and do not purport to speak as of any other date. Forward-looking statements may include descriptions of plans and objectives of Comerica’s management for future or past operations, products or services, and forecasts of Comerica’s revenue, earnings or other measures of economic performance, including statements of profitability, business segments and subsidiaries, estimates of credit trends and global stability. Such statements reflect the view of Comerica’s management as of this date with respect to future events and are subject to risks and uncertainties. Should one or more of these risks materialize or should underlying beliefs or assumptions prove incorrect, Comerica’s actual results could differ materially from those discussed. Factors that could cause or contribute to such differences are changes in general economic, political or industry conditions; changes in monetary and fiscal policies, including changes in interest rates; volatility and disruptions in global capital and credit markets; changes in Comerica’s credit rating; the interdependence of financial service companies; changes in regulation or oversight; unfavorable developments concerning credit quality; the effects of more stringent capital or liquidity requirements; declines or other changes in the businesses or industries of Comerica’s customers; operational difficulties, failure of technology infrastructure or information security incidents; the implementation of Comerica’s strategies and business initiatives; Comerica’s ability to utilize technology to efficiently and effectively develop, market and deliver new products and services; changes in the financial markets, including fluctuations in interest rates and their impact on deposit pricing; competitive product and pricing pressures among financial institutions within Comerica’s markets; changes in customer behavior; any future strategic acquisitions or divestitures; management’s ability to maintain and expand customer relationships; management’s ability to retain key officers and employees; the impact of legal and regulatory proceedings or determinations; the effectiveness of methods of reducing risk exposures; the effects of terrorist activities and other hostilities; the effects of catastrophic events including, but not limited to, hurricanes, tornadoes, earthquakes, fires and floods; changes in accounting standards and the critical nature of Comerica’s accounting

policies. Comerica cautions that the foregoing list of factors is not exclusive. For discussion of factors that may cause actual results to differ from expectations, please refer to our filings with the Securities and Exchange Commission. In particular, please refer to “Item 1A. Risk Factors” beginning on page 12 of Comerica's Annual Report on Form 10-K for the year ended December 31, 2013. Forward-looking statements speak only as of the date they are made. Comerica does not undertake to update forward-looking statements to reflect facts, circumstances, assumptions or events that occur after the date the forward-looking statements are made. For any forward-looking statements made in this filing or in any documents, Comerica claims the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

99.1 Press Release dated March 26, 2014

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SIGNATURE

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/ Jon W. Bilstrom  
Name: Jon W. Bilstrom  
Executive Vice President - Governance,  
Title: Regulatory Relations and Legal Affairs, and  
Secretary

March 26, 2014

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EXHIBIT INDEX

| Exhibit No. | Description                        |
|-------------|------------------------------------|
| 99.1        | Press Release dated March 26, 2014 |