

COMERICA INC /NEW/
Form 8-K
May 04, 2015

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 28, 2015

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))

ITEM 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

Comerica held its 2015 Annual Meeting of Shareholders on April 28, 2015. Matters voted upon by shareholders at that meeting were:

- (i) the election of nine directors;
- (ii) the ratification of the appointment of Ernst & Young LLP as independent auditors for the fiscal year ending December 31, 2015;
- (iii) the approval of the 2015 Comerica Incorporated Incentive Plan for Non-Employee Directors; and
- (iv) 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 2016. The results were as follows:

| Director Nominees | For | Against | Abstained | Broker Non-Vote |
|-------------------------|-------------|-----------|-----------|-----------------|
| Ralph W. Babb, Jr. | 136,038,146 | 3,228,732 | 2,053,640 | 14,355,904 |
| Roger A. Cregg | 140,194,219 | 937,007 | 189,292 | 14,355,904 |
| T. Kevin DeNicola | 140,747,774 | 386,233 | 186,511 | 14,355,904 |
| Jacqueline P. Kane | 140,219,444 | 929,312 | 171,762 | 14,355,904 |
| Richard G. Lindner | 138,330,305 | 2,798,078 | 192,135 | 14,355,904 |
| Alfred A. Piergallini | 138,563,295 | 2,590,521 | 166,702 | 14,355,904 |
| Robert S. Taubman | 137,493,001 | 3,684,424 | 143,093 | 14,355,904 |
| Reginald M. Turner, Jr. | 139,713,805 | 1,422,939 | 183,774 | 14,355,904 |
| Nina G. Vaca | 139,572,093 | 1,574,311 | 174,114 | 14,355,904 |

Proposal 2

The proposal to ratify the appointment of Ernst & Young LLP as independent auditors for the fiscal year ending December 31, 2015 was approved. The results were as follows:

| For | Against | Abstained | Broker Non-Vote |
|-------------|---------|-----------|-----------------|
| 154,758,704 | 778,506 | 139,212 | — |

Proposal 3

The proposal to approve the 2015 Comerica Incorporated Incentive Plan for Non-Employee Directors was approved. The results were as follows:

| For | Against | Abstained | Broker Non-Vote |
|-------------|------------|-----------|-----------------|
| 121,696,044 | 19,118,277 | 505,949 | 14,356,152 |

Proposal 4

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

| For | Against | Abstained | Broker Non-Vote |
|-------------|------------|-----------|-----------------|
| 124,388,251 | 16,112,522 | 819,497 | 14,356,152 |

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

Date: May 4, 2015