

COMERICA INC /NEW/
Form 8-K/A
July 27, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Amendment No. 1 to
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 26, 2011

COMERICA INCORPORATED

(Exact name of registrant as specified in its charter)

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(State or other Jurisdiction
of Incorporation)

(Commission
File Number)

(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))

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 2, 2011 (the "Original 8-K") and updates disclosures made under Item 5.07, Submission of Matters to a Vote of Security Holders, regarding the results from Comerica's 2011 Annual Meeting of Stockholders held on April 26, 2011 ("2011 Annual Meeting"). The sole purpose of this Amendment is to disclose the decision of the Board of Directors of Comerica (the "Board") regarding how frequently it will conduct non-binding advisory votes on executive compensation. No other changes have been made to the Original 8-K.

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

In a non-binding advisory vote regarding the frequency that shareholders are to be presented with advisory proposals approving executive compensation (every one, two or three years) held at the 2011 Annual Meeting, the frequency of one year received the highest number of votes cast out of those shares present and entitled to vote on the matter. Accordingly, in light of this result and consistent with Comerica's recommendation, the Board has determined that Comerica will hold an advisory vote on executive compensation every year until the next required vote on the frequency of shareholder votes on executive compensation.

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: July 27, 2011