

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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**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): **November 5, 2023**

**COMERICA INCORPORATED**

(Exact name of registrant as specified in its charter)

<b>Delaware</b> ----- (State or other Jurisdiction of Incorporation)	<b>1-10706</b> ----- (Commission File Number)	<b>38-1998421</b> ----- (IRS Employer Identification Number)
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**Comerica Bank Tower**  
**1717 Main Street, MC 6404**  
**Dallas, Texas 75201**

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(Address of principal executive offices) (zip code)

**(214) 462-6831**

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(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$5 par value	CMA	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR 230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR 240.12b-2).

Emerging growth company                      ?

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.                      ?

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

Previously, Comerica Incorporated (the “Company”) reported, on a Form 8-K dated August 8, 2023, that Jay K. Oberg, Senior Executive Vice President and Chief Risk Officer, plans to retire on or around December 31, 2024. In preparation for his departure next year, the Company has been conducting a search and evaluating candidates to fill the role of Chief Risk Officer.

On November 9, 2023, the Company announced that it has selected Brian Goldman for that role. The company anticipates that Mr. Goldman will begin serving as Chief Risk Officer on or around December 4, 2023 and that Mr. Oberg will cease serving as the Chief Risk Officer on that date. However, it expects that Mr. Oberg will continue in the role of Senior Executive Vice President of the Company until his retirement on or around December 31, 2024, to ensure a smooth and orderly transition of his responsibilities.

**ITEM 7.01                    REGULATION FD DISCLOSURE.**

On November 9, 2023, the Company issued a press release regarding the upcoming retirement of Mr. Oberg and the hiring of Mr. Goldman. A copy of the press release is attached hereto as Exhibit 99.1. Such exhibit 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.

**ITEM 9.01                    FINANCIAL STATEMENTS AND EXHIBITS.**

(d) Exhibits

99.1    [Press Release dated November 9, 2023](#)

104    Cover Page Interactive Data File (embedded in the cover page formatted in Inline XBRL)

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## **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/ Von E. Hays

Name: Von E. Hays

Title: Executive Vice President and  
Chief Legal Officer

Date: November 9, 2023