

KELLY SERVICES INC
Form SC 13G/A
February 11, 2019

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No. 1)*

Kelly Services, Inc.
(Name of Issuer)
Class B Common Stock
(Title of Class of Securities)
488152307
(CUSIP Number)
December 31, 2018
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ☒ Rule 13d-1(b)
☐ Rule 13d-1(c)
☐ Rule 13d-1(d)

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to
*the subject class of securities, and for any subsequent amendment containing information which would alter the
disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of
Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the
Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 488152307

Names of Reporting
 1 Persons:
 Comerica Incorporated
 Check the Appropriate Box
 if a Member of a Group (See
 2 Instructions)
 (a) " (b) "
 3 SEC Use Only
 Citizenship or Place of
 4 Organization
 Delaware
 Sole Voting Power
 Number
 of 0
 Shares Shared Voting Power
 Beneficially
 Owned
 by Sole Dispositive Power
 Each
 Reporting Person 106
 Shared Dispositive Power
 With
 83,609
 Aggregate Amount
 Beneficially Owned by Each
 9 Reporting Person
 191,715
 Check if the Aggregate
 Amount in Row (9)
 Excludes Certain Shares
 10 (See Instructions)
 ..
 Percent of Class
 Represented by Amount in
 11 Row (9)
 5.6%
 12 Type of Reporting Person
 (See Instructions)

HC

ITEM 1.

(a) NAME OF ISSUER.

Kelly Services, Inc.

(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES.

999 West Big Beaver Road, Troy, Michigan 48084

ITEM 2.

- (a) NAME OF PERSON FILING.
Comerica Incorporated
- (b) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE.
Comerica Bank Tower, 1717 Main St., MC 6404, Dallas, Texas 75201
- (c) CITIZENSHIP.
Delaware
- (d) TITLE OF CLASS OF SECURITIES.
Class B Common Stock
- (e) CUSIP NUMBER.
488152307

ITEM 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) " Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) " Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) " Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) " Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) " An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) " An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) " A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) " A savings association as defined in section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) " A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) " A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);
- (k) " Group, in accordance with §240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution:

ITEM 4. OWNERSHIP.

- (a) Amount beneficially owned: 191,715
- (b) Percent of class: 5.6%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 0
 - (ii) Shared power to vote or to direct the vote: 0
 - (iii) Sole power to dispose or to direct the disposition of: 108,106
 - (iv) Sole power to dispose or to direct the disposition of: 83,609

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: "

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Various persons have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities. To our knowledge no one person's interest in the securities is more than five percent of the class of securities.

IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE
ITEM 7. SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL
PERSON.

See Exhibit A

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not applicable

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable

ITEM 10. CERTIFICATION.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 11, 2019

COMERICA
INCORPORATED

By: /s/ Jennifer S. Perry
Name: Jennifer S. Perry
Title: Attorney-In-Fact

Jennifer S. Perry is signing on behalf of Comerica Incorporated as attorney-in-fact pursuant to a power of attorney dated as of February 13, 2018 previously filed with the Securities and Exchange Commission on February 13, 2018, * which is hereby incorporated by reference. The power of attorney was filed as an attachment to a filing by Comerica Incorporated on Schedule 13G for Kelly Services, Inc. with respect to its Class B Common Stock.

Exhibit A

The Schedule 13G to which this attachment is appended is filed by Comerica Incorporated on behalf of the following subsidiaries:

Comerica Bank (1)

Comerica Bank & Trust, N.A. (1)

Comerica Securities, Inc. (2)

World Asset Management, Inc. (3)

(1) Classified as a bank in accordance with Regulation 13d-1(b)(1)(ii)(B).

(2) Classified as a broker dealer in accordance with Regulation 13d-1(b)(1)(ii)(A).

(3) Classified as an investment adviser in accordance with Regulation 13d-1(b)(1)(ii)(E).