

CANADIAN IMPERIAL BANK OF COMMERCE /CAN/  
Form 40-F  
December 06, 2012

# U.S. SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## FORM 40-F

[Check One]

REGISTRATION STATEMENT PURSUANT TO SECTION 12 OF THE SECURITIES EXCHANGE ACT OF 1934

OR

ANNUAL REPORT PURSUANT TO SECTION 13(a) OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

For the fiscal year ended October 31, 2012 Commission File Number: 1 14678

# CANADIAN IMPERIAL BANK OF COMMERCE

(Exact name of registrant as specified in its charter)

Canada  
(Province or other jurisdiction of  
incorporation or organization)

6029  
(Primary Standard Industrial  
Classification Code Number)  
Commerce Court

13-1942440  
(I.R.S. Employer  
Identification Number)

Toronto, Ontario

Canada, M5L 1A2

(416) 980-2211

(Address and telephone number of  
registrant's principal executive offices)

Michael G. Capatides

Chief Administrative Officer and General Counsel

**Canadian Imperial Bank of Commerce**

**425 Lexington Avenue 3<sup>rd</sup> Floor**

**New York, New York, 10017**

**(212) 667-8301**

(Name, address (including zip code) and telephone number

(including area code) of agent for service in the United States)

Securities registered or to be registered pursuant to Section 12(b) of the Act.

**Title of each class**

**Name of each exchange on which registered**

Common Shares

New York Stock Exchange

Securities registered or to be registered pursuant to Section 12(g) of the Act.

**Not Applicable**

(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act.

**Debt Securities**

(Title of Class)

For annual reports, indicate by check mark the information filed with this Form:

Annual Information Form       Audited annual financial statements

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report:

|                           |             |
|---------------------------|-------------|
| Common Shares             | 404,484,938 |
| Class A Preferred Shares: |             |
| Series 26                 | 10,000,000  |
| Series 27                 | 12,000,000  |
| Series 29                 | 13,232,342  |
| Series 33                 | 12,000,000  |
| Series 35                 | 13,000,000  |
| Series 37                 | 8,000,000   |

Indicate by check mark whether the Registrant by filing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934 (the Exchange Act). If Yes is marked, indicate the file number assigned to the Registrant in connection with such Rule.

Yes       No

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such period that the Registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.

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Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files).

Yes  No

**UNDERTAKING**

Registrant undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to: the securities in relation to which the obligation to file an annual report on Form 40-F arises or transactions in said securities.

**DISCLOSURE REQUIRED BY NYSE LISTED COMPANY MANUAL**

A summary of the significant differences between the governance practices of Canadian Imperial Bank of Commerce and those required of U.S. domestic companies under the New York Stock Exchange listing standards can be found in the Governance section of the Registrant's website at <https://www.cibc.com/ca/inside-cibc/governance/governance-practices/disclosure-nyse-manual.html>.

**SIGNATURE**

Pursuant to the requirements of the Exchange Act, the Registrant certifies that it meets all of the requirements for filing on Form 40-F and has duly caused this annual report to be signed on its behalf by the undersigned, thereto duly authorized.

Date: December 6, 2012

CANADIAN IMPERIAL BANK OF COMMERCE

By: /s/ Gerald T. McCaughey  
Gerald T. McCaughey  
President and Chief Executive Officer

By: /s/ Kevin Glass  
Kevin Glass  
Senior Executive Vice President and

Chief Financial Officer

**EXHIBITS**

**(Information to be filed on this Form pursuant to General Instruction (references are to paragraphs to General Instructions))**

| Exhibit   | Description of Exhibit   |
|-----------|--|
| B.3(a)    | Annual Information Form  |
| B.3(b)    | Audited financial statements for the year ended October 31, 2012 excerpted from pages 84-176 of the 2012 Annual Report of Canadian Imperial Bank of Commerce ( CIBC ) including independent auditors' reports of registered public accounting firm to shareholders with respect to the report on financial statement related to the consolidated financial statements as at October 31, 2012, October 31, 2011 and November 1, 2010 and for each of the years in the two year period ended October 31, 2012 and the report on internal controls under standards of the Public Company Account Oversight Board (United States) as of October 31, 2012 |
| B.3(c)    | Management's discussion and analysis excerpted from pages 7-83 of CIBC's 2012 Annual Report  |
| B.3(d)    | Other Pages of CIBC's 2012 Annual Report incorporated in Annual Information Form   |
| B.6(a)(1) | Certifications required by Rule 13a-14(a)  |
| B.6(a)(2) | Certifications required by Rule 13a-14(b) and Section 1350 of Chapter 63 of Title 18 of the United States Code   |
| B.6(b)    | Conclusions regarding the effectiveness of the Registrant's disclosure controls and procedures (contained in Exhibit B.3(c))   |
| B.6(c)    | Management's annual report on internal control over financial reporting (contained in Exhibit B.3(c))  |
| B.6(d)    | Report of the registered public accounting firm on management's assessment of internal control over financial reporting (contained in Exhibit B.3(b))  |
| B.6(e)    | Changes in internal control over financial reporting (contained in Exhibit B.3(c))   |
| B.7       | None   |
| B.8       | Disclosure regarding audit committee financial expert  |
| B.9       | Disclosure regarding code of ethics  |
| B.10      | Principal accountant fees and services   |
| B.11      | Disclosure regarding off-balance sheet arrangements (contained in Exhibit B.3(c))  |
| B.12      | Tabular disclosure of contractual obligations  |
| B.14      | Identification of the audit committee (contained in Exhibit B.3(a))  |
| D.9       | Consent of Independent Registered Public Accounting Firm   |