

CANADIAN IMPERIAL BANK OF COMMERCE /CAN/
Form 40-F
December 01, 2016

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, 2016 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)

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

Commerce Court

Toronto, Ontario

Canada, M5L 1A2

(416) 980-2211

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

Michael G. Capatides

Senior Executive Vice-President, Chief Administrative Officer and General Counsel

Canadian Imperial Bank of Commerce

425 Lexington Avenue 3rd 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.

| <u>Title of each class</u> | <u>Name of each exchange on which registered</u> |
|-----------------------------------|---|
| 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 | 397,055,398 |
| Class A Preferred Shares: | |
| Series 39 | 16,000,000 |
| Series 41 | 12,000,000 |
| Series 43 | 12,000,000 |

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.

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 the Registrant 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>.

DISCLOSURE REQUIRED BY IRAN THREAT REDUCTION AND SYRIA HUMAN RIGHTS ACT OF 2012

Under the Iran Threat Reduction and Syrian Human Rights Act of 2012 (ITRSHRA), which added Section 13(r) of the Exchange Act, the Registrant is required to include certain disclosures in its periodic reports if it or any of its affiliates knowingly engaged in certain specified activities during the period covered by the report. The Registrant is not presently aware that it or its affiliates have knowingly engaged in any transaction or dealing reportable under Section 13(r) of the Exchange Act during the year ended October 31, 2016.

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 1, 2016

CANADIAN IMPERIAL BANK OF COMMERCE

By: /s/ Victor G. Dodig
Victor G. Dodig
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 consolidated financial statements for the year ended October 31, 2016 excerpted from pages 92-166 of the 2016 Annual Report of Canadian Imperial Bank of Commerce (CIBC) including the Independent auditors reports of registered public accounting firm to shareholders with respect to the report on financial statement related to the consolidated balance sheets as at October 31, 2016 and October 31, 2015 and the consolidated statements of income, comprehensive income, changes in equity and cash flows for each of the years in the three-year period ended October 31, 2016 and the report on internal controls under standards of the Public Company Accounting Oversight Board (United States) as of October 31, 2016 |
| B.3(c) | Management s discussion and analysis excerpted from pages 1-91 of CIBC s 2016 Annual Report |
| B.3(d) | Other Pages of CIBC s 2016 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 |