

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)

**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  
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.

<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 .....	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.

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))**

<u>Exhibit</u>	<u>Description of Exhibit</u>
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

**Exhibit B.3(a): Annual Information Form**

**Exhibit B.3(b): Audited annual 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 consolidated financial statements as at October 31, 2012 and 2011 and for each of the years in the three-year period ended October 31, 2012 and internal control over financial reporting as of October 31, 2012**

**Exhibit B.3(c): Management's discussion and analysis excerpted from pages 7-83 of CIBC's 2012 Annual Report**



**Exhibit B.3(d): Other Pages of CIBC's 2012 Annual Report incorporated in Annual Information Form**

- **“Transfer Agent and Registrar” page 187**

## Exhibit B.6(a)(1) Certifications required by Rule 13a-14(a)

### CERTIFICATIONS

I, Gerald T. McCaughey, certify that:

1. I have reviewed this annual report on Form 40-F of Canadian Imperial Bank of Commerce;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this report;
4. The issuer's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the issuer and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the issuer's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the issuer's internal control over financial reporting; and
5. The issuer's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the issuer's auditors and the audit committee of the issuer's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the issuer's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the issuer's internal control over financial reporting.

Date: December 6, 2012

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

I, Kevin Glass, certify that:

1. I have reviewed this annual report on Form 40-F of Canadian Imperial Bank of Commerce;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this report;
4. The issuer's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the issuer and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the issuer's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the issuer's internal control over financial reporting; and
5. The issuer's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the issuer's auditors and the audit committee of the issuer's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the issuer's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the issuer's internal control over financial reporting.

Date: December 6, 2012

/s/ Kevin Glass  
Kevin Glass  
Senior Executive Vice President and  
Chief Financial Officer

**Exhibit 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**

**Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the annual report of Canadian Imperial Bank of Commerce ("CIBC") filed under cover of a Form 40-F for the period ended October 31, 2012 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Gerald T. McCaughey, President and Chief Executive Officer of CIBC, certify that:

- (1) the Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of CIBC.

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

Date: December 6, 2012

In connection with the annual report of Canadian Imperial Bank of Commerce ("CIBC") filed under cover of a Form 40-F for the period ended October 31, 2012 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Kevin Glass, Senior Executive Vice President and Chief Financial Officer of CIBC, certify that:

- (1) the Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of CIBC.

/s/ Kevin Glass  
Kevin Glass  
Senior Executive Vice President and  
Chief Financial Officer

Date: December 6, 2012

## **Exhibit B.8: Disclosure regarding audit committee financial expert**

CIBC's Board of Directors has determined that (i) CIBC has at least one "audit committee financial expert" (as that term is defined in General Instruction B(8)(b) of the General Instructions to Form 40-F) serving on its audit committee, (ii) that each of Mr. John Manley, Ms. Jane L. Peverett, Mr. Gary F. Colter and Mr. Ronald W. Tysoe is a "financial expert" (as so defined), and (iii) that each is "independent" (as that term is defined in the listing standards of the New York Stock Exchange).

In accordance with the rules of the Securities and Exchange Commission, notwithstanding their designation as "audit committee expert," each of the individuals listed above shall not (i) be deemed "experts" for any purpose, including, without limitation, for purposes of Section 11 of the Securities Act of 1933, as amended, or (ii) have any greater duties, obligations or liability than those imposed on any other member of the audit committee or board of directors.

The Honourable John Manley is designated as an audit committee financial expert based on his experience as a senior member of the Canadian federal government, including serving as Minister of Finance and as Deputy Chairman of the Treasury Board as well as his experience as a lawyer advising on corporate, commercial and tax matters.

## **Exhibit B.9: Disclosure regarding code of ethics**

CIBC has adopted a Code of Conduct applicable to all its officers, contractors and employees, including CIBC's Chief Executive Officer, Chief Financial Officer, Chief Accountant and Controller. The Code of Conduct meets the definition of a "code of ethics" (as that term is defined in General Instruction B(9)(b) of the General Instructions to Form 40-F). The Code of Conduct is available on CIBC's website at <http://www.cibc.com/ca/pdf/about/code-of-conduct-en.pdf>. No waivers from the provisions of the Code of Conduct were granted in the fiscal year ended October 31, 2012 to the Chief Executive Officer, Chief Financial Officer, Chief Accountant or Controller of CIBC.

Effective December 1, 2012, CIBC adopted amendments to the Code of Conduct to address the following issues:

- *Codes merged:* The Code of Conduct has been merged with the Contractor Code of Conduct; contractors now referred to as "contingent workers."
- *Processing personal transactions.* Employees cannot process personal transactions nor require "another employee" to do it for them. The revised Code clarifies that "another employee" refers to an employee who reports, directly or indirectly, to the first employee.
- *Third party use of CIBC brand.* The Code specifies that use of CIBC's brand name and trademarks by a third-party is generally not permitted without an exception from the Brand Governance department.
- *Personal borrowing/lending to clients/vendors.* The scope of this prohibition has been narrowed such that borrowing/lending to CIBC clients/vendors that have no business relationship with the employee or the employee's line of business are permitted.
- *New definitions.* New definitions for "CIBC information" and "work product" have been added to the Code in order to account for provisions that are being removed from the CIBC employee contract.

In addition to these changes, certain other technical, administrative or non-substantive amendments were made to the Code of Conduct.

Effective November 1, 2011, CIBC adopted minor amendments to the Code of Conduct to address the following issues:

- *Speaking Up and Retaliation:* Changes have been made to emphasize the importance of reporting behaviour that contravenes the Code of Conduct, and to reinforce the fact that employees who report in good faith are protected against any retaliatory action.
- *Role of the Manager:* The Code of Conduct explicitly recognizes the position of managers as role models regarding acceptable standards of behaviour and their responsibility to support and protect any employee who makes a good faith report of a potential violation of the Code of Conduct.
- *Social Media:* Changes to the Code of Conduct clarify and emphasize that employees should not discuss CIBC's internal business through social media channels.

In addition to these changes, certain other technical, administrative or non-substantive amendments were made to the Code of Conduct.

## **Exhibit B.10: Principal accountant fees and services**

Information about the principal accountant fees and services is contained in Exhibit B.3(d). The Audit Committee of CIBC pre-approves all services performed by the shareholders' auditor for CIBC and its subsidiaries in accordance with the Policy on the Scope of Services of the Shareholders' Auditors, which is disclosed in Exhibit B.3(a).

## Exhibit B.12: Tabular disclosure of contractual obligations

The following table provides the maturity profile of our liabilities based upon contractual repayment obligations, and excludes contractual cash flows related to derivative liabilities:

\$ millions, as at October 31, 2012	Less than 1 year	1 - 3 years	3 - 5 years	Over 5 years	No specified maturity	Total
Liabilities						
Deposits	\$ 78,811	\$ 59,552	\$ 24,242	\$ 13,594	\$ 124,145	300,344
Obligations related to securities sold short	13,035	-	-	-	-	13,035
Cash collateral on securities lent	1,593	-	-	-	-	1,593
Capital Trust securities	-	-	-	1,678	-	1,678
Obligations related to securities sold under repurchase agreements	6,631	-	-	-	-	6,631
Acceptances	10,481	-	-	-	-	10,481
Other liabilities	-	-	-	-	10,671	10,671
Subordinated indebtedness	-	291	-	4,532	-	4,823
	<b>\$ 110,551</b>	<b>\$ 59,843</b>	<b>\$ 24,242</b>	<b>\$ 19,804</b>	<b>\$ 134,816</b>	<b>\$ 349,256</b>



## **Exhibit D.9: Consent of Independent Registered Public Accounting Firm**

### Consent of Independent Registered Public Accounting Firm

We consent to the reference to our Firm under the caption “Experts”, and to the incorporation by reference in the Registration Statements (Form F-9 no. 333-182665, Form F-3 no. 333-180771 and Form S-8 nos. 333-09874 and 333-130283) of Canadian Imperial Bank of Commerce (“CIBC”) and the use herein of our reports dated December 5, 2012, with respect to the consolidated financial statements of CIBC and the effectiveness of internal control over financial reporting of CIBC, included in this Annual Report (Form 40-F) for the year ended October 31, 2012.

/s/ Ernst & Young LLP

Chartered Accountants

Licensed Public Accountants

Toronto, Canada

December 6, 2012