

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, 2019 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)

**Achilles M. Perry
Vice-President and General Counsel
CIBC World Markets Corp.
425 Lexington Avenue – 3rd Floor
New York, New York, 10017
(212) 667-8316**

(Name, address (including zip code) and telephone number
(including area code) of agent for service in the United States)

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, 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. []

[†] The term “new or revised financial accounting standard” refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

DISCLOSURE CONTROL AND PROCEDURES

The disclosure provided under the heading “Management’s discussion and analysis—Controls and procedures—Disclosure controls and procedures” included in Exhibit B.3(c) is incorporated by reference herein.

MANAGEMENT’S ANNUAL REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

The disclosure provided under the heading “Management’s discussion and analysis—Controls and procedures—Management’s annual report on internal control over financial reporting” included in Exhibit B.3(c) is incorporated by reference herein.

ATTESTATION REPORT OF THE REGISTERED PUBLIC ACCOUNTING FIRM

The disclosure provided under the heading “Report of independent registered public accounting firm—To the shareholders and directors of Canadian Imperial Bank of Commerce—Opinion on internal control over financial reporting” included in Exhibit B.3(b) is incorporated by reference herein.

CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING

The disclosure provided under the heading “Management’s discussion and analysis—Controls and procedures—Changes in internal control over financial reporting” included in Exhibit B.3(c) is incorporated by reference herein.

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, the members of which are Mr. Luc Desjardins, Mr. Kevin J. Kelly, Mr. Nicholas D. Le Pan and Ms. Jane L. Peverett, (ii) each audit committee member is an “audit committee financial expert” (as so defined), and (iii) each audit committee member 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 financial experts,” 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.

CODE OF ETHICS

CIBC has adopted a Code of Conduct applicable to all its officers (including CIBC’s Chief Executive Officer, Chief Financial Officer, Chief Accountant and Controller), directors, employees and contractors. 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 <https://www.cibc.com/ca/inside-cibc/governance/governance-practices/code-of-conduct.html>.

Effective November 1, 2019, CIBC adopted the following amendments to the Code of Conduct:

- Changes were made to:
 - enhance CIBC’s principles-based approach;
 - simplify content to make the Code of Conduct easier to read and follow; and
 - align with changes to applicable CIBC policies, regulatory requirements, internal businesses and organizational structure.
- In addition to these changes, certain other technical, administrative or non-substantive amendments were made to the Code of Conduct.

No waivers from the provisions of the Code of Conduct were granted in the fiscal year ended October 31, 2019 to the Chief Executive Officer, Chief Financial Officer, Chief Accountant or Controller of CIBC.

PRINCIPAL ACCOUNTANT FEES AND SERVICES

The disclosure provided under the heading “Management’s discussion and analysis—Controls and procedures—Supplementary annual financial information—Fees paid to the shareholders’ auditors” included in Exhibit B.3(c) is incorporated by reference herein.

The disclosure provided under the heading “Annual Information Form—PRE-APPROVAL POLICIES AND PROCEDURES” included in Exhibit B.3(a) is incorporated by reference herein.

During the fiscal year ended October 31, 2019, all of the services related to Audit-Related Fees, Tax Fees or All Other Fees were approved by the Audit Committee pursuant to its pre-approval policy.

During the fiscal year ended October 31, 2019, less than 50% of the of the hours expended by CIBC’s independent registered public accounting firms’ engagement to audit CIBC’s financial statements were attributed to work performed by persons other than CIBC’s independent registered public accounting firms’ full-time, permanent employees.

OFF-BALANCE SHEET ARRANGEMENTS

The disclosure provided under the heading “Management’s discussion and analysis—Off-balance sheet arrangements” included in Exhibit B.3(c) is incorporated by reference herein.

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:

Contractual obligations

The following table provides the contractual maturity profile of our on-balance sheet liabilities and equity at their carrying values:

\$ millions, as at October 31, 2019	Less than 1 year	1–3 years	3–5 years	Over 5 years	No specified maturity	Total
Liabilities						
Deposits ⁽¹⁾	\$ 146,780	\$ 49,513	\$ 28,556	\$ 11,800	\$ 249,063	\$ 485,712
Obligations related to securities sold short	15,635	-	-	-	-	15,635
Cash collateral on securities lent	1,822	-	-	-	-	1,822
Obligations related to securities sold under repurchase agreements	51,801	-	-	-	-	51,801
Derivative instruments	10,835	5,827	2,154	6,297	-	25,113
Acceptances	9,188	-	-	-	-	9,188
Other liabilities	-	-	-	-	19,069	19,069
Subordinated indebtedness	-	-	-	4,684	-	4,684
Equity	-	-	-	-	38,580	38,580
	\$ 236,061	\$ 55,340	\$ 30,710	\$ 22,781	\$ 306,712	\$ 651,604
October 31, 2018	\$ 209,092	\$ 52,505	\$ 34,067	\$ 19,607	\$ 281,828	\$ 597,099

(1) Comprises \$178.1 billion (2018: \$163.9 billion) of personal deposits; \$296.4 billion (2018: \$282.7 billion) of business and government deposits and secured borrowings; and \$11.2 billion (2018: \$14.4 billion) of bank deposits.

Credit-related commitments

The following table provides the contractual maturity of notional amounts of credit-related commitments:

\$ millions, as at October 31, 2019	Less than 1 year	1–3 years	3–5 years	Over 5 years	No specified maturity ⁽¹⁾	Total
Securities lending ⁽²⁾	\$ 44,220	\$ -	\$ -	\$ -	\$ -	\$ 44,220
Unutilized credit commitments	16,782	29,658	33,655	2,867	158,076	241,038
Backstop liquidity facilities	10,825	32	-	13	-	10,870
Standby and performance letters of credit	11,748	1,213	429	99	-	13,489
Documentary and commercial letters of credit	217	-	7	-	-	224
Other commitments to extend credit	2,937	-	-	-	-	2,937
	\$ 86,729	\$ 30,903	\$ 34,091	\$ 2,979	\$ 158,076	\$ 312,778
October 31, 2018 ⁽³⁾	\$ 88,740	\$ 27,042	\$ 32,025	\$ 2,449	\$ 150,139	\$ 300,395

(1) Includes \$122.0 billion (2018: \$116.5 billion) of personal, home equity and credit card lines, which are unconditionally cancellable at our discretion.

(2) Excludes securities lending of \$1.8 billion (2018: \$2.7 billion) for cash because it is reported on the consolidated balance sheet.

(3) Certain prior period amounts have been revised from those previously presented.

Other contractual obligations

The following table provides the contractual maturities of other contractual obligations:

\$ millions, as at October 31, 2019	Less than 1 year	1–3 years	3–5 years	Over 5 years	Total
Operating leases ⁽¹⁾	\$ 510	\$ 1,013	\$ 771	\$ 3,253	\$ 5,547
Purchase obligations ⁽²⁾	889	781	289	89	2,048
Pension contributions ⁽³⁾	197	-	-	-	197
Underwriting commitments	60	-	-	-	60
Investment commitments	9	2	7	240	258
	\$ 1,665	\$ 1,796	\$ 1,067	\$ 3,582	\$ 8,110
October 31, 2018	\$ 1,694	\$ 1,761	\$ 1,173	\$ 3,751	\$ 8,379

(1) Includes rental payments, related taxes and estimated operating expenses.

(2) Obligations that are legally binding agreements whereby we agree to purchase products or services with specific minimum or baseline quantities defined at fixed, minimum or variable prices over a specified period of time are defined as purchase obligations. Purchase obligations are included through to the termination date specified in the respective agreements, even if the contract is renewable. Many of the purchase agreements for goods and services include clauses that would allow us to cancel the agreement prior to expiration of the contract within a specific notice period. However, the amount above includes our obligations without regard to such termination clauses (unless actual notice of our intention to terminate the agreement has been communicated to the counterparty). The table excludes purchases of debt and equity instruments that settle within standard market time frames.

(3) Includes estimated minimum funding contributions for our funded defined benefit pension plans in Canada, the U.S., the U.K., and the Caribbean. Estimated minimum funding contributions are included only for the next annual period as the minimum contributions are affected by various factors, such as market performance and regulatory requirements, and therefore are subject to significant variability.

IDENTIFICATION OF THE AUDIT COMMITTEE

The disclosure provided under the heading “Annual Information Form—AUDIT COMMITTEE” included in Exhibit B.3(a) is incorporated by reference herein.

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/en/about-cibc/corporate-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, 2019.

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 5, 2019

CANADIAN IMPERIAL BANK OF COMMERCE

By: /s/ Victor G. Dodig

Victor G. Dodig
President and Chief Executive Officer

By: /s/ Hratch Panossian

Hratch Panossian
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 consolidated financial statements for the year ended October 31, 2019 excerpted from pages 94-95 and 103-190 of the 2019 Annual Report of Canadian Imperial Bank of Commerce (“CIBC”) and 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, 2019 and October 31, 2018 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, 2019 and the report on internal controls under standards of the Public Company Accounting Oversight Board (United States) as of October 31, 2019 from pages 99-102 of the 2019 Annual Report of CIBC
B.3(c)	Management's discussion and analysis excerpted from pages 1-93 of CIBC's 2019 Annual Report
B.3(d)	Other Pages of CIBC’s 2019 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
D.9	Consent of Independent Registered Public Accounting Firm
101	Interactive Data File

Exhibit B.3(a): Annual Information Form

Exhibit B.3(b): Audited consolidated financial statements for the year ended October 31, 2019 excerpted from pages 94-95 and 103-190 of the 2019 Annual Report of Canadian Imperial Bank of Commerce (“CIBC”) and 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, 2019 and October 31, 2018 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, 2019 and the report on internal controls under standards of the Public Company Accounting Oversight Board (United States) as of October 31, 2019 from pages 99-102 of the 2019 Annual Report of CIBC

Exhibit B.3(c): Management's discussion and analysis excerpted from pages 1-93 of CIBC's 2019 Annual Report

Exhibit B.3(d): Other Pages of CIBC's 2019 Annual Report incorporated in Annual Information Form

- **“Glossary” pages 196-201**
- **“Transfer Agent and Registrar” pages 202-203**
- **“Directors and Board Committees” page 204**

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

CERTIFICATIONS

I, Victor G. Dodig, 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 5, 2019

/s/ Victor G. Dodig

Victor G. Dodig
President and Chief Executive Officer

I, Hratch Panossian, 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 5, 2019

/s/ Hratch Panossian

Hratch Panossian
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, 2019 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Victor G. Dodig, 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/ Victor G. Dodig

Victor G. Dodig
President and Chief Executive Officer

Date: December 5, 2019

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, 2019 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Hratch Panossian, 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/ Hratch Panossian

Hratch Panossian
Senior Executive Vice-President and
Chief Financial Officer

Date: December 5, 2019

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 following Registration Statements:

- (1) Form F-3 nos. 333-216286; 333-219550; 333-220284 and 333-233663;
- (2) Form F-10 no. 333-232417;
- (3) Form S-8 nos. 333-09874; 333-130283 and 333-218913

of Canadian Imperial Bank of Commerce (“CIBC”) and the use herein of our reports dated December 4, 2019, with respect to the consolidated balance sheets as at October 31, 2019 and October 31, 2018 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, 2019 and with respect to the report on internal controls under standards of the Public Company Accounting Oversight Board (United States) as of October 31, 2019, included in this Annual Report (Form 40-F).

/s/ Ernst & Young LLP

Chartered Professional Accountants
Licensed Public Accountants
Toronto, Canada
December 4, 2019