

CANADIAN IMPERIAL BANK OF COMMERCE /CAN/

Form 40-F

December 08, 2008

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**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, 2008

Commission File Number: 1 - 14678

CANADIAN IMPERIAL BANK OF COMMERCE

(Exact name of registrant as specified in its charter)

Canada

6029

13-1942440

(Province or other jurisdiction
of incorporation or organization)

(Primary Standard Industrial
Classification Code Number)

(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 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)

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SIGNATURE

EXHIBITS

EX-B.3(A)

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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 |
| Index-Linked Notes due January 30, 2009 (Linked to the Dow Jones Industrial Average SM)* | NYSE Alternext US LLC |
| Index-Linked Notes due March 31, 2009 (Linked to the S&P 500 [®] Index)* | NYSE Alternext US LLC |
| Principal Protected CIBC Optimizer Notes due January 30, 2009 Linked to a Basket of Ten U.S. Stocks* | NYSE Alternext US LLC |
| Principal Protected CIBC Optimizer Notes due April 30, 2009 Linked to a Basket of Ten U.S. Listed Stocks* | NYSE Alternext US LLC |
| Principal Protected CIBC Optimizer Notes due June 30, 2009 Linked to a Basket of Ten U.S. Stocks* | NYSE Alternext US LLC |
| Principal Protected CIBC Optimizer Notes due March 5, 2009 Linked to a Basket of Ten U.S. Stocks* | NYSE Alternext US LLC |
| Principal Protected CIBC Optimizer Notes due March 31, 2009 Linked to a Basket of Ten U.S. Stocks* | NYSE Alternext US LLC |
| Index-Linked Notes due August 1, 2011 (Linked to the NASDAQ 100 Index [®])* | NYSE Alternext US LLC |
| Index-Linked Notes due August 31, 2011 (Linked to the Dow Jones Industrial Average SM)* | NYSE Alternext US LLC |
| S&P 500 [®] Index-Linked Callable Notes due July 30, 2010* | NYSE Alternext US LLC |
| Index-Linked Notes due June 30, 2011 (Linked to the S&P 500 [®] Index)* | NYSE Alternext US LLC |
| CIBC Yield Generator Notes SM due December 22, 2010* | NYSE Alternext US LLC |
| Index-Linked Notes due December 31, 2008 (Linked to the S&P 500 [®] Index)* | NYSE Alternext US LLC |
| CIBC Yield Generator Notes SM due February 14, 2011* | NYSE Alternext US LLC |
| CIBC Yield Generator Notes SM due March 31, 2011* | NYSE Alternext US LLC |
| 2.00% Principal Protected Index-Linked Notes due April 29, 2010 (Linked to the Dow Jones Industrial Average SM)* | NYSE Alternext US LLC |
| CIBC Yield Generator Notes SM due May 13, 2010* | NYSE Alternext US LLC |
| Principal Protected Index-Linked Notes due June 15, 2010 (Linked to the S&P 500 [®] Index)* | NYSE Alternext US LLC |
| CIBC Premium Yield Generator Notes SM due June 30, 2011* | NYSE Alternext US LLC |
| Principal Protected Performance Allocation Notes due July 29, 2010 (Based on the Value of a Global Basket of Three Equity Indices)* | NYSE Alternext US LLC |
| CIBC Premium Yield Generator Notes SM due August 31, 2011* | NYSE Alternext US LLC |
| CIBC Equity Target Redemption Premium Yield Generator Notes SM due December 26, 2012* | NYSE Alternext US LLC |
| CIBC Equity Target Redemption Premium Yield Generator Notes SM due April 1, 2013* | NYSE Alternext US LLC |

* The registrant has voluntarily withdrawn the listing of these

notes effective
November 20,
2008

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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 | 380,798,218 |
| Class A Preferred Shares: | |
| Series 18 | 12,000,000 |
| Series 19 | 8,000,000 |
| Series 23 | 16,000,000 |
| Series 26 | 10,000,000 |
| Series 27 | 12,000,000 |
| Series 28 | 2,000 |
| Series 29 | 13,232,342 |
| Series 30 | 16,000,000 |
| Series 31 | 18,000,000 |
| Series 32 | 12,000,000 |
| Series 33 | 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

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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.

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 8, 2008

CANADIAN IMPERIAL BANK OF
COMMERCE

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

By: /s/ J. David Williamson
J. David Williamson
Senior Executive Vice President and
Chief Financial Officer

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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 annual financial statements for the year ended October 31, 2008 excerpted from pages 90-155 of CIBC's 2008 Annual Accountability Report including Independent Auditors' Reports to Shareholders with respect to consolidated financial statements as of October 31, 2008 and 2007 and for each of the years in the three year period ended October 31, 2008 and internal control over financial reporting as of October 31, 2008 |
| B.3(c) | Management's discussion and analysis excerpted from pages 37-89 of CIBC's 2008 Annual Accountability Report |
| B.3(d) | Other Pages of CIBC's 2008 Annual Accountability 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 (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 (contained in Exhibit B.3(c)) |
| B.14 | Identification of the Audit Committee (contained in Exhibit B.3(a)) |
| D.9 | Consent of Independent Registered Public Accounting Firm |