

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, 2022 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)

**81 Bay Street  
CIBC Square  
Toronto, Ontario  
Canada, M5J 0E7  
(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 – 3<sup>rd</sup> 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)

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

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of each exchange on which registered</u>
Common Shares	CM	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 .....	905,993,892
Class A Preferred Shares:	
Series 39 .....	16,000,000
Series 41 .....	12,000,000
Series 43 .....	12,000,000
Series 47 .....	18,000,000
Series 49 .....	13,000,000
Series 51 .....	10,000,000
Series 53 .....	750,000 <sup>1</sup>
Series 54 .....	750,000 <sup>1</sup>
Series 55 .....	800,000 <sup>1</sup>
Series 56 .....	600,000

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.

<sup>1</sup> The Series 53, 54 and 55 Class A Preferred Shares are held by a consolidated entity, CIBC LRCN Limited Recourse Capital Trust, in connection with the issuance of \$750 million principal amount of 4.375% Limited Recourse Capital Notes Series 1 (NVCC) (subordinated indebtedness), \$750 million principal amount of 4.000% Limited Recourse Capital Notes Series 2 (NVCC) (subordinated indebtedness) and \$800 million principal amount of 7.150% Limited Recourse Capital Notes Series 3 (NVCC) (subordinated indebtedness), respectively. The Series 53, 54 and 55 Class A Preferred Shares are distributable to holders of such notes upon certain events.

Yes

No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted 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 such files).

Yes

No

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 12b-2 of the Exchange Act. Emerging growth company

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<sup>†</sup> provided pursuant to Section 13(a) of the Exchange Act.

<sup>†</sup> 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.

Indicate by check mark whether the registrant has filed a report on and attestation to its management’s assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

## **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 Ms. Michelle L. Collins, Mr. Nicholas D. Le Pan, Ms. Mary Lou Maher 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>. CIBC also undertakes to provide a copy of the Code of Conduct to any person without charge by contacting Investor Relations at

investorrelations@cibc.com or by mail “Attention: CIBC Investor Relations” at the Toronto executive office address shown above.

Effective November 1, 2022, CIBC adopted the following amendments to the Code of Conduct:

- Changes were made to address:
  - compliance with Bill C-86 amendments to the Bank Act (Canada) that includes new regulation of banks’ sales practices, products and services, complaints handling and related governance requirements;
  - our commitment to Environment, Social and Governance (ESG) that aligns with our ESG strategy for FY2023; and
  - changes to 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, 2022 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, 2022, 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, 2022, 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.

### **DISCLOSURE OF CONTRACTUAL OBLIGATIONS**

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

### **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, 2022.

### 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, 2022

CANADIAN IMPERIAL BANK OF COMMERCE

By: /s/ Victor G. Dodig

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Victor G. Dodig  
President and Chief Executive Officer

By: /s/ Hratch Panossian

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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, 2022 excerpted from pages 108-109 and 116-193 of the 2022 Annual Report of Canadian Imperial Bank of Commerce (“CIBC”) and the report of independent registered public accounting firm (PCAOB ID: 1263) to shareholders with respect to the report on financial statements related to the consolidated balance sheets as at October 31, 2022 and 2021, and the consolidated statements of income, comprehensive income, changes in equity and cash flows for the years then ended and the report of independent registered public accounting firm (PCAOB ID: 1263) on internal control over financial reporting under standards of the Public Company Accounting Oversight Board (United States) as of October 31, 2022 from pages 113-115 of the 2022 Annual Report of CIBC
B.3(c)	Management's discussion and analysis excerpted from pages 1-107 of CIBC's 2022 Annual Report
B.3(d)	Other Pages of CIBC’s 2022 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 (formatted as Inline XBRL)
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

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



**Exhibit B.3(b): Audited consolidated financial statements for the year ended October 31, 2022 excerpted from pages 108-109 and 116-193 of the 2022 Annual Report of Canadian Imperial Bank of Commerce (“CIBC”) and the report of independent registered public accounting firm to shareholders with respect to the report on financial statements related to the consolidated balance sheets as at October 31, 2022 and 2021, and the consolidated statements of income, comprehensive income, changes in equity and cash flows for the years then ended and the report of independent registered public accounting firm on internal control over financial reporting under standards of the Public Company Accounting Oversight Board (United States) as of October 31, 2022 from pages 113-115 of the 2022 Annual Report of CIBC**

**Exhibit B.3(c): Management's discussion and analysis excerpted from pages 1-107 of CIBC's 2022 Annual Report**

**Exhibit B.3(d): Other Pages of CIBC's 2022 Annual Report incorporated in Annual Information Form**

- **“Transfer Agent and Registrar” pages 199-200**
- **“Directors and Board Committees” page 201**

## 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 1, 2022

/s/ Victor G. Dodig

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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 1, 2022

/s/ Hratch Panossian

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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, 2022 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

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Victor G. Dodig  
President and Chief Executive Officer

Date: December 1, 2022

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, 2022 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

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Hratch Panossian  
Senior Executive Vice-President and  
Chief Financial Officer

Date: December 1, 2022

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

### Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the following Registration Statements:

- (1) Form F-3 nos. 333-219550; 333-220284; 333-257113; and 333-259240
- (2) 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 of independent registered public accounting firm dated November 30, 2022, with respect to the consolidated financial statements of CIBC, which comprise the consolidated balance sheets of CIBC as at October 31, 2022 and 2021, and the consolidated statements of income, comprehensive income, changes in equity and cash flows for the years then ended and CIBC’s effectiveness of internal control over financial reporting as of October 31, 2022, each of which is included in Exhibit B.3(b) incorporated by reference in this Annual Report on Form 40-F.

We also consent to the reference to us under the caption “Experts”, which appears in the Annual Information Form included in Exhibit B.3(a) incorporated by reference in this Annual Report on Form 40-F, which is incorporated by reference in such Registration Statements.

/s/ Ernst & Young LLP

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Chartered Professional Accountants  
Licensed Public Accountants  
Toronto, Canada  
November 30, 2022