

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, 2014 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 – 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	397,043,816
Class A Preferred Shares:	
Series 27	12,000,000
Series 29	13,232,342
Series 39	16,000,000

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, 2014.

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 4, 2014

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))

<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, 2014 excerpted from pages 87-162 of the 2014 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 sheet as at October 31, 2014 and October 31, 2013 and the consolidated statement of income, comprehensive income, changes in equity and cash flows for each of the years in the three-year period ended October 31, 2014 and the report on internal controls under standards of the Public Company Accounting Oversight Board (United States) as of October 31, 2014
B.3(c)	Management's discussion and analysis excerpted from pages 1-86 of CIBC's 2014 Annual Report
B.3(d)	Other Pages of CIBC’s 2014 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 consolidated financial statements for the year ended October 31, 2014 excerpted from pages 87-162 of the 2014 Annual Report of Canadian Imperial Bank of Commerce (“CIBC”) including the Independent auditors’ reports of registered public accounting firm to shareholders with respect to consolidated balance sheet as at October 31, 2014 and October 31, 2013 and the consolidated statement of income, comprehensive income, changes in equity and cash flows for each of the years in the three-year period ended October 31, 2014 and the report on internal controls under standards of the Public Company Accounting Oversight Board (United States) as of October 31, 2014

Exhibit B.3(c): Management's discussion and analysis excerpted from pages 1-86 of CIBC's 2014 Annual Report

Exhibit B.3(d): Other Pages of CIBC's 2014 Annual Report incorporated in Annual Information Form

- **“Directors and Board Committees” page 175**
- **“Transfer Agent and Registrar” page 173**

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 4, 2014

/s/ Victor G. Dodig

Victor G. Dodig
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 4, 2014

/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, 2014 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 4, 2014

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, 2014 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 4, 2014

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. Gary F. Colter, Mr. John P. Manley, Ms. Jane L. Peverett, and Ms. Katharine B. Stevenson is an "audit committee 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 financial 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 P. 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, 2014 to the Chief Executive Officer, Chief Financial Officer, Chief Accountant or Controller of CIBC.

Effective November 1, 2013, CIBC adopted amendments to the Code of Conduct to address the following:

- *Contingent Workers and CMTT*: The Code was amended to clarify that contingent workers are required to complete the annual Corporate Mandatory Training and Testing (CMTT) requirements unless the contingent worker's contract is for less than 30 days or an exception has been granted.
- *Outside Activities*: Section 4.5.1 of the Code was amended to clarify that the bulleted list of outside activities that require formal approval is not an exhaustive list, and that acting as a party in a client's estate or tax planning arrangement, e.g., acting as a settlor, donor, or subscriber of shares, is an activity that requires formal approval unless the client is a family member.

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(c). 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 described 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:

Contractual obligations

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

\$ millions, as at October 31, 2014	Less than 1 year	1 - 3 years	3 - 5 years	Over 5 years	No specified maturity	Total
Liabilities						
Deposits ⁽¹⁾	\$ 94,238	\$ 51,365	\$ 17,932	\$ 11,945	\$ 149,913	\$ 325,393
Obligations related to securities sold short	12,999	-	-	-	-	12,999
Cash collateral on securities lent	903	-	-	-	-	903
Obligations related to securities sold under repurchase agreements	9,862	-	-	-	-	9,862
Derivative instruments	5,344	4,549	3,547	8,401	-	21,841
Acceptances	9,212	-	-	-	-	9,212
Other liabilities	-	-	-	-	10,932	10,932
Subordinated indebtedness	-	-	35	4,943	-	4,978
	\$ 132,558	\$ 55,914	\$ 21,514	\$ 25,289	\$ 160,845	\$ 396,120
October 31, 2013 ⁽²⁾	\$ 117,750	\$ 60,478	\$ 26,412	\$ 28,371	\$ 147,001	\$ 380,012

(1) Comprises \$130.1 billion (2013: \$125.0 billion) of personal deposits of which \$125.8 billion (2013: \$120.4 billion) are in Canada and \$4.3 billion (2013: \$4.6 billion) are in other countries; \$187.6 billion (2013: \$182.9 billion) of business and government deposits of which \$145.2 billion (2013: \$149.0 billion) are in Canada and \$42.4 billion (2013: \$33.9 billion) are in other countries; and \$7.7 billion (2013: \$5.6 billion) of bank deposits of which \$2.9 billion (2013: \$2.0 billion) are in Canada and \$4.8 billion (\$3.6 billion) are in other countries.

(2) Certain information has been restated to reflect the changes in accounting policies stated in Note 1 to the consolidated financial statements and to conform to the presentation in the current year.

Credit-related commitments

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

\$ millions, as at October 31, 2014	Less than 1 year	1 - 3 years	3 - 5 years	Over 5 years	No specified maturity ⁽¹⁾	Total
Securities lending ⁽²⁾	\$ 26,118	\$ -	\$ -	\$ -	\$ -	\$ 26,118
Unutilized credit commitments	8,624	14,158	19,854	2,105	114,888	159,629
Backstop liquidity facilities	4,361	508	-	11	-	4,880
Standby and performance letters of credit	7,709	664	813	61	-	9,247
Documentary and commercial letters of credit	284	25	-	-	-	309
Other	276	-	-	-	-	276
	\$ 47,372	\$ 15,355	\$ 20,667	\$ 2,177	\$ 114,888	\$ 200,459
October 31, 2013 ⁽³⁾	\$ 44,172	\$ 13,637	\$ 17,731	\$ 1,925	\$ 116,487	\$ 193,952

(1) Includes \$91.1 billion (2013: \$94.7 billion) of personal, home equity and credit card lines which are unconditionally cancellable at our discretion.

(2) Excludes securities lending of \$903 million (2013: \$2.1 billion) for cash because it is reported on the consolidated balance sheet.

(3) Certain information has been restated to reflect the changes in accounting policies stated in Note 1 to the consolidated financial statements and to conform to the presentation in the current year.

Other contractual obligations

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

\$ millions, as at October 31, 2014	Less than 1 year	1 - 3 years	3 - 5 years	Over 5 years	Total
Operating leases	\$ 405	\$ 738	\$ 576	\$ 1,222	\$ 2,941
Purchase obligations ⁽¹⁾	648	1,039	640	436	2,763
Pension contributions ⁽²⁾	8	-	-	-	8
Underwriting commitments	613	-	-	-	613
Investment commitments	10	-	16	127	153
	\$ 1,684	\$ 1,777	\$ 1,232	\$ 1,785	\$ 6,478
October 31, 2013 ⁽³⁾	\$ 1,716	\$ 1,468	\$ 1,066	\$ 1,725	\$ 5,975

- (1) 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 timeframes.
- (2) 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.
- (3) Certain information has been restated to conform to the presentation adopted in the current year.

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 no. 333-180771;
- (2) Form S-8 nos. 333-09874 and 333-130283 pertaining to the Employees’ Savings Plan

of Canadian Imperial Bank of Commerce (“CIBC”) and the use herein of our reports dated December 3, 2014, 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, 2014.

/s/ Ernst & Young LLP
Chartered Professional Accountants
Licensed Public Accountants
Toronto, Canada
December 3, 2014