

CANADIAN IMPERIAL BANK OF COMMERCE /CAN/
Form 6-K
November 25, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 6-K

Report of Foreign Private Issuer
Pursuant to Rule 13a-16 or 15d-16
under the Securities Exchange Act of 1934
For the month of November 2014
Commission File Number: 1-14678

CANADIAN IMPERIAL BANK OF COMMERCE
(Translation of registrant's name into English)

Commerce Court
Toronto, Ontario
Canada M5L 1A2

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g 3-2(b) under the Securities Exchange Act of 1934: Yes No

If Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b):

THIS REPORT ON FORM 6-K AND THE EXHIBITS HERETO SHALL BE DEEMED TO BE INCORPORATED BY REFERENCE AS EXHIBITS TO CANADIAN IMPERIAL BANK OF COMMERCE'S REGISTRATION STATEMENT ON FORM F-3 (FILE NO. 333-180771) AND TO BE A PART THEREOF FROM THE DATE ON WHICH THIS REPORT IS FURNISHED, TO THE EXTENT NOT SUPERSEDED BY DOCUMENTS OR REPORTS SUBSEQUENTLY FILED OR FURNISHED.

Exhibits are filed herewith in connection with the issuance of \$2,700,000 aggregate face amount of Autocallable Equity Linked Notes due November 25, 2016 Linked to Gilead Sciences Inc. (the 2016 Notes) and \$2,000,000 aggregate face amount of Redeemable Step-Up Coupon Notes, Series A, due November 26, 2024 (the 2024 Notes and, together with the 2016 Notes, the Notes) by Canadian Imperial Bank of Commerce (the Bank) pursuant to the Bank s shelf registration statement on Form F-3 (File No. 333-180771):

EXHIBITS

| Exhibit | Description of Exhibit |
|----------------|--|
| 5.1 | Opinion of Mayer Brown LLP, U.S. counsel for the Bank, as to the validity of the Notes under New York law. |
| 5.2 | Opinion of Blake, Cassels & Graydon LLP, Canadian counsel for the Bank, as to certain matters under Canadian and Ontario law. |
| 8.1 | Opinion of Mayer Brown LLP, U.S. counsel for the Bank, as to certain matters of United States federal income taxation. |
| 8.2 | Opinion of Blake, Cassels & Graydon LLP, Canadian counsel for the Bank, as to certain matters of Canadian federal income taxation. |
| 23.1 | Consent of Mayer Brown LLP (included in Exhibits 5.1 and 8.1 above). |
| 23.2 | Consent of Blake, Cassels & Graydon LLP (included in Exhibits 5.2 and 8.2 above). |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereto duly authorized.

CANADIAN IMPERIAL BANK OF COMMERCE

Date: November 25, 2014

By: /s/ David G. Dickinson
Name: David G. Dickinson
Title: Vice-President, Treasury Financing

EXHIBIT INDEX

| Exhibit | Description of Exhibit |
|----------------|--|
| 5.1 | Opinion of Mayer Brown LLP, U.S. counsel for the Bank, as to the validity of the Notes under New York law. |
| 5.2 | Opinion of Blake, Cassels & Graydon LLP, Canadian counsel for the Bank, as to certain matters under Canadian and Ontario law. |
| 8.1 | Opinion of Mayer Brown LLP, U.S. counsel for the Bank, as to certain matters of United States federal income taxation. |
| 8.2 | Opinion of Blake, Cassels & Graydon LLP, Canadian counsel for the Bank, as to certain matters of Canadian federal income taxation. |
| 23.1 | Consent of Mayer Brown LLP (included in Exhibits 5.1 and 8.1 above). |
| 23.2 | Consent of Blake, Cassels & Graydon LLP (included in Exhibits 5.2 and 8.2 above). |