

**CANADIAN IMPERIAL BANK OF COMMERCE**  
(*a Canadian chartered bank*)

**Final Terms dated 11 April, 2013**

**Canadian Imperial Bank of Commerce**

**Issue of USD50,000,000 Floating Rate Notes due October, 2014**

**under a US\$20,000,000,000 Note Issuance Programme**

The Prospectus referred to below (as completed by these Final Terms) has been prepared on the basis that any offer of Notes in any Member State of the European Economic Area which has implemented the Prospectus Directive (2003/71/EC) (each, a “Relevant Member State”) will be made pursuant to an exemption under the Prospectus Directive, as implemented in that Relevant Member State, from the requirement to publish a prospectus for offers of the Notes. Accordingly, any person making or intending to make an offer in that Relevant Member State of the Notes may only do so in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer. Neither the Issuer nor any Dealer has authorised, nor do they authorise, the making of any offer of Notes in any other circumstances.

**PART A – CONTRACTUAL TERMS**

Terms used herein shall be deemed to be defined as such for the purposes of the terms and conditions (the “Conditions”) set forth in the Prospectus dated 18 June 2012 and the supplemental Prospectuses dated 10 September 2012, 7 December 2012, 15 January 2013 and 6 March 2013 which together constitute a base prospectus (the “Prospectus”) for the purposes of the Prospectus Directive. This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Prospectus as so supplemented. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Prospectus as so supplemented. The Prospectus and the supplemental Prospectuses are available for viewing during normal business hours at and copies may be obtained from the registered office of the Issuer at 199 Bay St., Toronto, Canada M5L 1A2, and at the office of the Fiscal Agent, Deutsche Bank AG, London Branch at Winchester House, 1 Great Winchester Street, London EC2N 2DB and may also be viewed on the website of the Regulatory News Service operated by the London Stock Exchange at <http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html> under the name of the Issuer.

The purchase of Notes issued under the Programme is associated with certain risks. Each prospective investor in Notes must ensure that the complexity and risks inherent in the Notes are suitable for its investment objectives and are appropriate for itself or the size, nature and condition of its business, as the case may be. No person should deal in the Notes unless that person understands the nature of the relevant transaction and the extent of that person’s exposure to potential loss. Each prospective purchaser of Notes should consider carefully whether the Notes are suitable for it in light of its circumstances and financial position. Prospective investors in Notes should consult their own legal, tax, accountancy and other professional advisers to assist them in determining the suitability of the Notes for them as an investment.

1.	(i) Issuer:	Canadian Imperial Bank of Commerce
	(ii) Branch of Account:	Head Office, Toronto
	(iii) Definitive or Registered Notes ( <i>Namensschuldverschreibungen</i> ):	No
2.	Series Number:	158
3.	Specified Currency or Currencies:	United States Dollars ("USD")
4.	Aggregate Nominal Amount of Notes:	USD50,000,000
5.	Issue Price:	100.00 per cent. of the Aggregate Nominal Amount
6.	(i) Specified Denominations:	USD200,000
	(ii) Calculation Amount:	USD200,000
7.	(i) Issue Date:	15 April, 2013
	(ii) Interest Commencement Date:	Issue Date
8.	Maturity Date:	Interest Payment Date falling in October, 2014
9.	Interest Basis:	3 month USD LIBOR plus 0.13 per cent. Floating Rate (Further particulars specified below)
10.	(i) Redemption/Payment Basis:	Redemption at par
	(ii) Protection Amount:	Not Applicable
11.	Change of Interest or Redemption/Payment Basis:	Not Applicable
12.	Put/Call Options:	Not Applicable
13.	Status of the Notes:	Deposit Notes
14.	Method of distribution:	Non-syndicated

#### **PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

15.	Fixed Rate Note Provisions:	Not Applicable
16.	Floating Rate Note Provisions:	Applicable
	(i) Interest Period(s):	The period beginning on (and including) the Interest Commencement Date and ending on (but excluding) the first Specified Interest Payment Date and each successive period beginning on (and including) a Specified Interest Payment Date and ending on (but excluding) the next succeeding Specified Interest Payment Date

(ii)	Interest Period Date(s):	Specified Interest Payment Dates
(iii)	Specified Interest Payment Dates:	Interest is payable quarterly in arrears on the 15 <sup>th</sup> day of each January, April, July and October, commencing on July 15, 2013, but only to and including October 15, 2014, each date subject to adjustment in accordance with the Business Day Convention
(iv)	Business Day Convention:	Modified Following Business Day Convention
(v)	Business Centre(s):	New York
(vi)	Manner in which the Rate(s) of Interest is/are to be determined:	Screen Rate Determination
(vii)	Party responsible for calculating the Rate(s) of Interest and Interest Amount(s) (if not the Fiscal Agent):	Calculation Agent
(viii)	Screen Rate Determination: - Reference Rate:	3-Month USD-LIBOR-BBA
	- Interest Determination Date(s):	The date falling two London Banking Days prior to the Specified Interest Payment Date at the beginning of the relevant Interest Period
	- Relevant Screen Page:	Reuters Screen page "LIBOR01"
	Where:	
		<b>"London Banking Day"</b> means any day on which commercial banks are open for general business (including dealings in foreign exchange and foreign currency deposits) in London, England.
(ix)	ISDA Determination: - Floating Rate Option:	Not Applicable
	- Designated Maturity:	Not Applicable
	- Reset Date:	Not Applicable
(x)	Margin(s):	Plus 0.13 per cent. per annum
(xi)	Minimum Rate of Interest:	Not Applicable
(xii)	Maximum Rate of Interest:	Not Applicable
(xiii)	Day Count Fraction:	Actual/360

(xiv)	Fall back provisions, rounding provisions, denominator and any other terms relating to the method of calculating interest on Floating Rate Notes, if different from those set out in the Conditions:	Not Applicable
(xv)	Relevant Time:	11:00 a.m., London time, on the applicable Interest Determination Date
<b>17.</b>	<b>Zero Coupon Note Provisions:</b>	Not Applicable
<b>18.</b>	<b>Index-Linked Interest Note Provisions:</b>	Not Applicable
<b>19.</b>	<b>Equity Linked Interest Note Provisions:</b>	Not Applicable
<b>20.</b>	<b>Commodity Linked Interest Note Provisions:</b>	Not Applicable
<b>21.</b>	<b>Other variable-linked interest Note Provisions:</b>	Not Applicable
<b>22.</b>	<b>Dual Currency Note Provisions:</b>	Not Applicable
<b>23.</b>	<b>Additional Disruption Events:</b>	Not Applicable

#### **PROVISIONS RELATING TO REDEMPTION**

<b>24.</b>	<b>Call Option:</b>	Not Applicable
<b>25.</b>	<b>Put Option:</b>	Not Applicable
<b>26.</b>	<b>Final Redemption Amount of each Note:</b>	USD200,000 per Calculation Amount
<b>27.</b>	<b>Index Linked Redemption Notes:</b>	Not Applicable
<b>28.</b>	<b>Equity Linked Redemption Notes:</b>	Not Applicable
<b>29.</b>	<b>Additional Disruption Events:</b>	Not Applicable
<b>30.</b>	<b>Commodity Linked Redemption Notes:</b>	Not Applicable
<b>31.</b>	<b>Credit Linked Redemption Notes:</b>	Not Applicable
<b>32.</b>	<b>Early Redemption Amount:</b>	As set out in the Conditions

## GENERAL PROVISIONS APPLICABLE TO THE NOTES

33. Form of Notes:	Bearer Notes
	Temporary Global Note exchangeable for a permanent Global Note which is exchangeable for definitive Notes in the limited circumstances specified in the permanent Global Note
34. Exclusion of set-off	Not applicable
35. New Global Note:	Yes
36. Financial Centre(s) or other special provisions relating to payment dates:	Not Applicable
37. Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):	No
38. Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment:	Not Applicable
39. Details relating to Instalment Notes: Instalment Amount, Instalment Date(s) (on which each payment is to be made):	Not Applicable
40. Redenomination, renominalisation, and reconventioning provisions	Not Applicable
41. Consolidation provisions:	Not Applicable
42. Other final terms:	Not Applicable

## DISTRIBUTION

43. (i) If syndicated, names of Managers:	Not Applicable
(ii) Stabilising Manager(s) (if any):	Not Applicable
44. If non-syndicated, name of Dealer:	Barclays Bank PLC
45. US Selling Restrictions:	Reg. S Compliance Category 2; D Rules
46. Additional Selling Restrictions:	Not Applicable

## AGENTS

47. Calculation Agent:	Deutsche Bank AG, London Branch
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48. Fiscal Agent: Deutsche Bank AG, London Branch

49. Paying Agent: Deutsche Bank AG, London Branch

#### **PURPOSE OF FINAL TERMS**

These Final Terms comprise the final terms required for issue and admission to trading on the Regulated Market of the London Stock Exchange of the Notes described herein pursuant to the US\$20,000,000,000 Note Issuance Programme of Canadian Imperial Bank of Commerce.

#### **RESPONSIBILITY**

The Issuer accepts responsibility for the information contained in these Final Terms. The information regarding the meaning of the ratings in paragraph 2 of Part B of these Final Terms has been extracted from the websites of Standard and Poor's Financial Services LLC ("S&P"), Moody's Investors Service, Inc. ("Moody's") and Fitch, Inc. ("Fitch"). The Issuer confirms that such information has been accurately reproduced and that, so far as it is aware, and is able to ascertain from the information published by S&P, Moody's and Fitch, no facts have been omitted which would render the reproduced information inaccurate or misleading.

Signed on behalf of the Issuer:

By: .....



Duly authorised

## PART B – OTHER INFORMATION

### 1. LISTING

(i)	Admission to trading:	Application has been made by the Issuer for the Notes to be admitted to trading on the Regulated Market of the London Stock Exchange with effect from 15 April 2013
(ii)	Estimate of total expenses related to admission to trading:	GBP1,750

### 2. RATINGS

Ratings: The Issuer has not applied for specific ratings of the Notes of this Tranche.

The Issuer's long-term credit ratings are:

Moody's: Aa3 (stable)  
S&P: A+ (stable)  
Fitch: AA- (stable)

As defined by Moody's, long-term obligations rated "Aa" are judged to be of high quality and are subject to very low credit risk. The modifier "3" indicates that the rating ranks in the lower end of the generic rating category.

As defined by S&P, an "A" long-term issuer credit rating means an obligor has strong capacity to meet its financial commitments but is somewhat more susceptible to the adverse effects of changes in circumstances and economic conditions than obligors in higher-rated categories. The modifier "+" indicates that the rating is in the higher end of the rating category.

As defined by Fitch, an "AA" long-term issuer credit rating denotes very high credit quality and expectations of very low default risk. It indicates very strong capacity for payment of financial commitments that is not significantly vulnerable to foreseeable events. The modifier "-" indicates that the rating is in the lower end of the rating category.

None of Moody's, S&P or Fitch is established in the European Union and none has applied for registration under Regulation (EU) No. 1060/2009.

The ratings of Moody's are endorsed by Moody's Investors Service Ltd., in accordance with Regulation (EU) No. 1060/2009. Moody's Investors Service Ltd., is established in

the European Union and registered under Regulation (EU) No. 1060/2009.

The ratings of S&P are endorsed by Standard and Poor's Credit Market Services Europe Ltd., in accordance with Regulation (EU) No. 1060/2009. Standard and Poor's Credit Market Services Europe Ltd. is established in the European Union and registered under Regulation (EU) No. 1060/2009. The ratings of Fitch are endorsed by Fitch Ratings Limited, in accordance with Regulation (EU) No. 1060/2009. Fitch Ratings Limited is established in the European Union and registered under Regulation (EU) No. 1060/2009.

In general, European regulated investors are restricted from using a rating for regulatory purposes if such rating is not issued by a credit rating agency established in the European Union and registered under the Regulation (EU) No 1060/2009 ("CRA Regulation") unless the rating is provided by a credit rating agency operating in the European Union before 7 June 2010 which has submitted an application for registration in accordance with the CRA Regulation and such registration is not refused. Such general restriction will also apply in the case of credit ratings issued by non-EU credit rating agencies, unless the relevant credit ratings are endorsed by an EU-registered credit rating agency or the relevant non-EU credit rating agency is certified in accordance with the CRA Regulation (and such registration, endorsement action or certification, as the case may be, is not refused and has not been withdrawn or suspended).

**3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE**

Save as discussed in "Subscription and Sale", so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the issue.

**4. *Derivative Securities Only* - REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES**

Not Applicable

**5. YIELD**

Not Applicable

**6. PERFORMANCE OF INDEX/BASKET OF INDICES, EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND ASSOCIATED RISKS AND OTHER INFORMATION CONCERNING THE [INDEX/BASKET OF INDICES] (*Index-Linked Notes only*)**

Not Applicable

**7. PERFORMANCE OF THE EQUITY/BASKET OF EQUITIES, EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND ASSOCIATED RISKS AND OTHER INFORMATION**

**CONCERNING THE EQUITY/BASKET OF EQUITIES (*Equity Linked Notes only*)**

Not Applicable

**8. PERFORMANCE OF THE COMMODITY/BASKET OF COMMODITIES, EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND ASSOCIATED RISKS AND OTHER INFORMATION CONCERNING THE COMMODITY/BASKET OF COMMODITIES (*Commodity Linked Notes only*)**

Not Applicable

**9. INFORMATION IN RELATION TO THE UNDERLYING, EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND ASSOCIATED RISKS AND OTHER INFORMATION CONCERNING THE REFERENCE ENTITY (*Credit Linked Notes only*)**

Not Applicable

**10. PERFORMANCE OF RATE OF EXCHANGE**

Not Applicable

**11. OPERATIONAL INFORMATION**

(i)	ISIN Code:	XS0914914600
(ii)	Common Code:	091491460
(iii)	Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking <i>société anonyme</i> and the relevant identification number(s):	Not Applicable
(iv)	Delivery:	Delivery against payment
(v)	Names and addresses of additional Paying Agent(s) (if any):	Not Applicable
(vi)	Intended to be held in a manner which would allow Eurosystem eligibility:	Yes

Note that the designation "yes" simply means that the Notes are intended upon issue to be deposited with one of the ICSD's as common safekeeper and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon satisfaction of the Eurosystem eligibility criteria.

**12. GENERAL**

(i)	Governing Law and Jurisdiction:	Laws of the Province of Ontario and the federal laws of Canada applicable therein
(ii)	Applicable TEFRA exemption:	D Rules
(iii)	Additional steps that may only be taken following approval by an Extraordinary Resolution in accordance with Condition 10(a):	Not Applicable
(iv)	The aggregate principal amount of Notes issued has been translated into U.S. dollars at the rate of [ ], producing a sum of:	Not Applicable