

3rd SUPPLEMENTARY PROSPECTUS DATED 17 DECEMBER 2013



CANADIAN IMPERIAL BANK OF COMMERCE

(a Canadian chartered bank)

CAD 15,000,000,000

Global Covered Bond Programme

unconditionally and irrevocably guaranteed as to payments by

CIBC COVERED BOND (LEGISLATIVE) GUARANTOR

LIMITED PARTNERSHIP

(a limited partnership formed under the laws of Ontario)

This Supplement (the “**Supplement**”) to the Prospectus dated 5 July 2013, as supplemented by the 1st Supplementary Prospectus dated 25 July 2013 and the 2nd Supplementary Prospectus dated 30 August 2013 (together, the “**Prospectus**”), which comprises a base prospectus under Article 5.4 of the Prospectus Directive for Canadian Imperial Bank of Commerce (“**CIBC**” or the “**Issuer**”), constitutes a supplementary prospectus in respect of the base prospectus for CIBC for purposes of Section 87G of the *Financial Services and Markets Act 2000* (as amended, the “**FSMA**”) and is prepared in connection with the CAD 15,000,000,000 Global Covered Bond Programme of CIBC, unconditionally and irrevocably guaranteed as to payments by CIBC Covered Bond (Legislative) Guarantor Limited Partnership (the “**Guarantor**”), established by CIBC.

Terms defined in the Prospectus have the same meaning when used in this Supplement. The Supplement is supplemental to, and shall be read in conjunction with, the Prospectus. This Supplement has been approved by the United Kingdom Financial Conduct Authority, which is the United Kingdom competent authority for the purposes of the Prospectus Directive and relevant implementing measures in the United Kingdom, as a supplement to the Prospectus.

CIBC and the Guarantor accept responsibility for the information in this Supplement. To the best of the knowledge of CIBC and the Guarantor, having taken reasonable care to ensure that such is the case, the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

The purpose of this Supplement is to incorporate by reference in the Prospectus CIBC’s (a) latest audited annual results (including management’s discussion and analysis thereof), (b) Annual Information Form and (c) latest monthly investor reports containing information on the Covered Bond Portfolio.

Save as disclosed in this Supplement, no significant new factor, material mistake or inaccuracy relating to the information included in the Prospectus which is capable of affecting the assessment of Covered Bonds issued under the Programme has arisen or been noted, as the case may be, since the publication of the 2nd Supplementary Prospectus dated 30 August 2013.

THE COVERED BONDS HAVE NOT BEEN APPROVED OR DISAPPROVED BY CANADA MORTGAGE AND HOUSING CORPORATION (“**CMHC**”) NOR HAS CMHC PASSED UPON THE ACCURACY OR ADEQUACY OF THIS SUPPLEMENTARY PROSPECTUS. THE COVERED BONDS ARE NOT INSURED OR GUARANTEED BY CMHC OR THE GOVERNMENT OF CANADA OR ANY OTHER AGENCY THEREOF.

Investors should be aware of their rights under Section 87Q(4)-(6) of the FSMA. An investor which has agreed, prior to the date of publication of this Supplement, to purchase or subscribe for Covered Bonds issued under the Programme, where the securities have not been delivered prior to the publication of this Supplement, may withdraw such acceptance before the end of the period of two working days beginning with the first working day after the date on which this Supplement is published in accordance with the Prospectus Directive. This right to withdraw shall expire by close of business on 19 December 2013. Investors wishing to withdraw their acceptances should contact their brokers for details.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Prospectus by this Supplement and (b) any other statement in, or incorporated by reference in, the Prospectus, the statements in (a) above will prevail.

DOCUMENTS INCORPORATED BY REFERENCE

The following documents which have previously been published by the Issuer or are published simultaneously with this Supplement are hereby incorporated in, and form part of, the Prospectus:

- (a) CIBC's Annual Information Form dated 4 December 2013 (the "**2013 Annual Information Form**");
- (b) the following sections of CIBC's Annual Report for the year ended 31 October 2013 (the "**2013 Annual Report**"):
 - (i) information about the intercorporate relationships among CIBC and its significant subsidiaries on page 152 of the 2013 Annual Report;
 - (ii) Management's Discussion and Analysis of CIBC for the fiscal year ended 31 October 2013 on pages 1 to 86 of the 2013 Annual Report;
 - (iii) a discussion of risk factors related to CIBC and its business, including environmental risk, and the steps taken to manage those risks on pages 38 to 72 of the 2013 Annual Report;
 - (iv) information concerning the cash dividends declared and paid per shares on pages 130 to 132 of the 2013 Annual Report;
 - (v) a description of CIBC's capital structure on pages 130 to 134 of the 2013 Annual Report;
 - (vi) information concerning the directors and board committees of CIBC on pages V to VI of the 2013 Annual Report;
 - (vii) a description of legal proceedings to which CIBC is a party under the heading "Provisions and contingent liabilities" on pages 146 to 148 of the 2013 Annual Report;
 - (viii) information on the professional service fees for services provided by CIBC's external auditor on page 86 of the 2013 Annual Report;
 - (ix) pages 87 through 158 of CIBC's 2013 Annual Report, comprising CIBC's audited consolidated financial statements for the years ended 31 October 2013 and 2012 prepared in accordance with IFRS, together with the notes thereto and the auditors' report thereon dated 4 December 2013 included therein,

the remainder of the 2013 Annual Report is not relevant for prospective investors or is covered elsewhere in this document and is not incorporated by reference;
- (c) CIBC's monthly (unaudited) Investor Report dated 16 September 2013 (the "**August Investor Report**"), containing information on the Covered Bond Portfolio as at the Calculation Date falling on 30 August 2013;
- (d) CIBC's monthly (unaudited) Investor Report dated 15 October 2013 (the "**September Investor Report**"), containing information on the Covered Bond Portfolio as at the Calculation Date falling on 30 September 2013; and
- (e) CIBC's monthly (unaudited) Investor Report dated 19 November 2013 (the "**October Investor Report**") and together with the August Investor Report and the September Investor Report, the

“Investor Reports”), containing information on the Covered Bond Portfolio as at the Calculation Date falling on 31 October 2013.

A copy of each of the 2013 Annual Information Form, the 2013 Annual Report and the Investor Reports has been filed with Morningstar plc (appointed by the United Kingdom Financial Conduct Authority to act as the National Storage Mechanism), and is available for viewing at <http://www.morningstar.co.uk/uk/NSM>.

To the extent that any document or information incorporated by reference in this Supplement, itself incorporates any information by reference, either expressly or impliedly, such information will not form part of this Supplement for the purposes of the Prospectus Directive, except where such information or documents are stated within this Supplement as specifically being incorporated by reference or where this Supplement is specifically defined as including such information.

Copies of this Supplement, the Prospectus and the documents incorporated by reference in either can be (i) 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 and the headline “Publication of Prospectus” and (ii) obtained without charge from the Issuer at Commerce Court, 199 Bay Street, Toronto, Ontario, Canada M5L 1A2, Attention: Investor Relations and the specified office each Paying Agent set out at the end of the Prospectus.