

SECURITIES AND EXCHANGE COMMISSION

FORM 6-K

Current report of foreign issuer pursuant to Rules 13a-16 and 15d-16 Amendments

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FILER

CANADIAN IMPERIAL BANK OF COMMERCE /CAN/

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SIC: **6029** Commercial banks, nec

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**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 May 2013

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 12g3-2(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F-3 (FILE NO. 333-180771) AND TO BE A PART THEREOF FROM THE DATE ON WHICH THIS REPORT IS FURNISHED, TO THE EXTENT NOT SUPERSEDED BY DOCUMENTS OR REPORTS SUBSEQUENTLY FILED OR FURNISHED.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 \$2,560,000 aggregate face amount of Securities Linked to the S&P 500® Index due May 19, 2015 (the “Notes”) by Canadian Imperial Bank of Commerce (the “Bank”) on date of this report on Form 6-K, pursuant to the Bank’ s shelf registration statement on Form F-3 (File No. 333-180771):

EXHIBITS

<u>Exhibit</u>	<u>Description of Exhibit</u>
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: May 16, 2013

By: /s/ David G. Dickinson

Name: David G. Dickinson

Title: Vice-President, Treasury Financing

EXHIBIT INDEX

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MAYER • BROWN

May 16, 2013

Mayer Brown LLP
71 South Wacker Drive
Chicago, Illinois 60606-4637

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Main Fax +1 312 701 7711
www.mayerbrown.com

Canadian Imperial Bank of Commerce
Commerce Court
Toronto, Ontario
Canada M5L1A2

Re: Canadian Imperial Bank of Commerce
Registration Statement on Form F-3

Dear Sirs:

We have represented Canadian Imperial Bank of Commerce, a bank organized under the Bank Act (Canada) (the “Bank”), in connection with the issuance and delivery of \$2,560,000 aggregate face amount of Securities Linked to the S&P 500® Index due May 19, 2015 (the “Notes”). The Bank filed with the Securities and Exchange Commission a registration statement on Form F-3 (File No. 333-180771) (the “Registration Statement”) under the Securities Act of 1933 (the “Act”) that was declared effective on May 4, 2012, relating to, among other things, the proposed offer and sale of up to \$2,000,000,000 aggregate initial offering price of senior debt securities. The Notes are being issued pursuant to the indenture, dated as of September 15, 2012 (the “Indenture”), between the Bank and Deutsche Bank Trust Company Americas (the “Trustee”).

In connection with our representation, we have examined the corporate records of the Bank, including its bye-laws and other corporate records and documents and have made such other examinations as we consider necessary to render this opinion.

Based upon the foregoing, it is our opinion that the Notes, assuming that each of the Indenture and the Notes have been duly authorized, executed and delivered by the Bank, in each case insofar as the laws of Canada and Ontario are concerned, that the Indenture has been duly authorized, executed and delivered by the Trustee and that the Notes have been authenticated by the Trustee in accordance with the terms of the Indenture and paid for by the purchasers thereof, constitute valid and binding obligations of the Bank, subject to bankruptcy, insolvency, fraudulent transfer, reorganization, moratorium and similar laws of general applicability relating to or affecting creditors’ rights and to general equity principles and are entitled to the benefits of the Indenture.

Mayer Brown LLP operates in combination with other Mayer Brown entities with offices in Europe and Asia
and is associated with Tauil & Chequer Advogados, a Brazilian law partnership.

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CIBC

May 16, 2013

Page 2

We are admitted to practice in the States of Illinois and New York and our opinions expressed herein are limited solely to the Federal laws of the United States of America and the

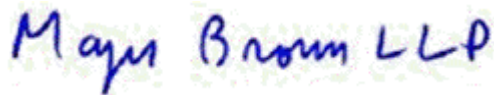
laws of the States of Illinois and New York, and we express no opinion herein concerning the laws of any other jurisdiction. With respect to all matters of the laws of Canada and Ontario, we understand that you are relying upon the opinion, dated the date hereof, of Blake, Cassels & Graydon LLP, Canadian counsel for the Bank, and our opinion is subject to the same assumptions, qualifications and limitations with respect to such matters as are contained in such opinion of Blake, Cassels & Graydon LLP.

In rendering the foregoing opinion, we are not passing upon, and assume no responsibility for, any disclosure in the Registration Statement or any related prospectus or other offering material regarding the Bank or the Notes or their offering and sale.

The opinions and statements expressed herein are as of the date hereof. We assume no obligation to update or supplement this opinion letter to reflect any facts or circumstances that may hereafter come to our attention or any changes in applicable law which may hereafter occur.

We hereby consent to this filing of this opinion as an exhibit to a Form 6-K to be incorporated by reference in the Registration Statement. In giving this consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act.

Very truly yours,

A handwritten signature in blue ink that reads "Mayer Brown LLP". The signature is written in a cursive, slightly slanted style.

Mayer Brown LLP

ESB:



Blake, Cassels & Graydon LLP
Barristers & Solicitors
Patent & Trade-mark Agents

199 Bay Street
Suite 4000, Commerce Court West
Toronto ON M5L 1A9 Canada
Tel: 416-863-2400 Fax: 416-863-2653

May 16, 2013

Reference: 2105/152

Canadian Imperial Bank of Commerce
Commerce Court
Toronto, Ontario, Canada M5L 1A2

**Re: Canadian Imperial Bank of Commerce
Issue of Securities Linked to the S&P 500® Index due May 19, 2015**

Ladies and Gentlemen:

We have acted as Canadian special counsel to Canadian Imperial Bank of Canada (the “**Bank**”) in connection with the issuance of US\$2,560,000 aggregate face amount of Securities Linked to the S&P 500® Index due May 19, 2015 (the “Notes”).

For the purposes of our opinions below, we have examined such statutes, public and corporate records, opinions, certificates and other documents, and considered such questions of law, as we have considered relevant and necessary as a basis for the opinions hereinafter set forth. In such examination we have assumed the genuineness of all signatures and the authenticity of all documents submitted to us as originals, and the conformity to original documents of all documents submitted to us as certified or photostatic copies or facsimiles. For the purposes of the opinions expressed herein, we have, without independent investigation or verification, assumed that the indenture between the Bank and Deutsche Bank Trust Company Americas, as trustee (the “**Trustee**”) dated September 15, 2012 (the “**Indenture**”) has been duly authorized, executed and delivered by, and constitutes, a legal, valid and binding obligation of, each party thereto other than the Bank.

The opinions contained herein are limited to matters governed by the laws of the Province of Ontario and the federal laws of Canada applicable therein. Such opinions are expressed with respect to the laws of the Province of Ontario in effect on the date of this opinion and we do not accept any responsibility to take into account or inform the addressees, or any other person authorized to rely on this opinion, of any changes in law, facts or other developments subsequent to this date that do or may affect the opinions we express, nor do we have any obligation to advise you of any other change in any matter addressed in this opinion or to consider whether it would be appropriate for any other person other than the addressees to rely on our opinion.

With respect to the incorporation and governance of the Bank as a Schedule I bank under the *Bank Act* (Canada) (the “**Bank Act**”) referred to in paragraph 1 below, we have relied, without independent investigation or verification, exclusively upon a Certificate of Confirmation dated May 15, 2013 issued by the Office of the Superintendent of Financial Institutions, which we have assumed continues to be accurate on the date hereof.

With respect to the authorization and execution of the Notes referred to in paragraph 2 below, we have relied upon the Certificate of the Secretary of the Bank dated May 16, 2013, which we have assumed continues to be accurate on the date hereof.

We express no opinion with respect to:

- (a) the effect of any provision of the Indenture, which purports to allow the severance of invalid, illegal or unenforceable provisions or restrict their effect;
- (b) the validity, binding nature or enforceability of any provision of the Indenture which suggests that modifications, amendments or waivers that are not in writing will not be effective;
- (c) the enforceability of any provision of the Indenture that purports to waive or limit rights or defences of a party;
- (d) the enforceability of, nor as to the manner in which a court in the Province of Ontario would interpret and apply any provision which refers to, incorporates by reference or requires compliance with, any law, statute, rule or regulation of any jurisdiction other than Ontario and the federal laws of Canada applicable therein;
- (e) the effectiveness of provisions which purport to relieve a person from a liability, obligation or duty otherwise owed or required by law; and
- (f) the availability of any equitable remedy, including those of specific performance and injunction, which remedies are only available in the discretion of a court of competent jurisdiction and/or authority.

Based and relying upon and subject to the qualifications set forth herein, we are of the opinion that:

1. The Bank is a bank incorporated under and governed by the Bank Act and has the corporate power to execute, deliver and perform its obligations under the Indenture, and has the corporate power to create, issue, sell and deliver the Notes;
2. The Notes have been duly authorized and executed and, assuming they have been authenticated by the Trustee in accordance with the Indenture and delivered against payment therefor, to the extent that delivery and validity of the Notes are matters governed by the laws of the Province of Ontario or the federal laws of Canada applicable therein, are delivered and are binding obligations of the Bank enforceable in accordance with their terms.

The opinion set forth in paragraph 2 above as to the enforceability of the Notes is subject to and may be limited by the following qualifications:

- (i) general principles of equity, including the principle of granting equitable remedies such as specific performance and injunctive relief, are subject to the discretion exercisable by a court of competent authority and/or jurisdiction;

- (ii) enforceability may be limited by bankruptcy, insolvency, winding-up, liquidation or other similar laws of general application affecting the enforcement of creditors' rights generally (including the provisions of the Bank Act respecting such matters);
- (iii) the enforcement of any rights against the Bank under the Indenture with respect to indemnity or contribution may be limited by applicable law and may not be ordered by a court on the grounds of public policy and may, therefore, not be available in any particular instance;
- (iv) a court in the Province of Ontario may decline to enforce provisions in any document which purport to allow a determination, calculation or certificate of a party thereto as to any matter provided for therein to be final, conclusive or binding upon any other party thereto if such determination is found to be inaccurate on its face or to have been reached or made on any arbitrary or fraudulent;
- (v) enforceability of the Indenture or a provision of the Indenture may be subject to the provisions of the *Limitations Act*, 2002 (Ontario), and we express no opinion as to whether a court may find any provision of the Indenture to be unenforceable on the basis that such provision is an attempt to vary or exclude a limitation period under such Act; and
- (vi) pursuant to the *Currency Act* (Canada), a judgment by a court in any province in Canada may be awarded in Canadian currency only and such judgment may be based on a rate of exchange which may be the rate in existence on a day other than the day of payment of such judgment.

The opinions expressed herein are provided solely for the benefit of the addressee in connection with the issuance of the Notes and are not to be transmitted to any other person, nor are they to be relied upon by an other person or for any other purpose or referred to in any public document or filed with any government agency or other person without our prior express consent. The opinions expressed herein may be relied upon by Mayer Brown LLP for the purposes of its opinion dated the date hereof addressed to the Bank with respect to the subject matter hereof.

We hereby consent to the filing of this opinion as an exhibit to a Form 6-K to be incorporated by reference in a registration statement on Form F-3 (File No. 333-180771) filed by the Bank with the Securities and Exchange Commission. In giving such consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the United States Securities Act of 1933, as amended, or the rules and regulations promulgated thereunder.

Yours very truly,

/s/ *Blake, Cassels & Graydon LLP*

MAYER • BROWN

May 16, 2013

Mayer Brown LLP
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Canadian Imperial Bank of Commerce
Commerce Court
Toronto, Ontario
Canada M5L1A2

Re: Canadian Imperial Bank of Commerce
Registration Statement on Form F-3

Dear Sirs:

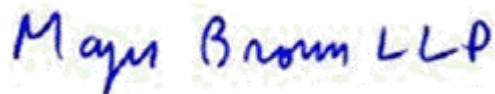
We have represented Canadian Imperial Bank of Commerce, a bank organized under the Bank Act (Canada) (the "Bank"), in connection with the issuance and delivery of \$2,560,000 aggregate face amount of Securities Linked to the S&P 500® Index due May 19, 2015 (the "Notes") as described in the Pricing Supplement dated May 10, 2013 (the "Pricing Supplement") to the Prospectus Supplement dated September 25, 2012 and the Prospectus dated May 4, 2012 contained in or deemed to be part of the Registration Statement on Form F-3 (File No. 333-180771) of the Bank (the "Registration Statement").

We hereby confirm to you that the statements of U.S. tax law set forth under the heading "United States Federal Tax Considerations" in the Pricing Supplement constitute a fair and accurate summary of the material United States tax consequences of owning the Notes, subject to the limitations and exceptions set forth in the Pricing Supplement.

The opinions and statements expressed herein are as of the date hereof. We assume no obligation to update or supplement this opinion letter to reflect any facts or circumstances that may hereafter come to our attention or any changes in applicable law which may hereafter occur.

We hereby consent to this filing of this opinion as an exhibit to a Form 6-K to be incorporated by reference in the Registration Statement. In giving this consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act.

Very truly yours,



Mayer Brown LLP

ESB:

Mayer Brown LLP operates in combination with other Mayer Brown entities with offices in Europe and Asia and is associated with Tauil & Chequer Advogados, a Brazilian law partnership.



Blake, Cassels & Graydon LLP
Barristers & Solicitors
Patent & Trade-mark Agents

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Toronto ON M5L 1A9 Canada
Tel: 416-863-2400 Fax: 416-863-2653

May 16, 2013

Reference: 2105/152

Canadian Imperial Bank of Commerce
Commerce Court
Toronto, Ontario
Canada M5L 1A2

Ladies and Gentlemen:

We have acted as Canadian counsel to Canadian Imperial Bank of Commerce, a Canadian bank (the “Bank”) governed by the *Bank Act* (Canada), in connection with the issuance of US\$2,560,000 aggregate face amount of Securities Linked to the S&P 500® Index due May 19, 2015 (the “Notes”), as described in the Bank’s Pricing Supplement dated May 10, 2013 (the “Pricing Supplement”) to the Prospectus Supplement dated September 25, 2012 and the Prospectus dated May 4, 2012 contained in the Registration Statement on Form S-3, File No. 333-180728 (the “Registration Statement”). Subject to the qualifications, assumptions, limitations and understandings set out therein, the statements as to matters of law set forth under the heading “Certain Canadian Federal Income Tax Consequences” in the Pricing Supplement fairly summarize, as at the date hereof, the principal Canadian federal income tax considerations generally applicable to a holder of Notes described therein.

We hereby consent to the filing of this opinion as an exhibit to a Form 6-K of the Bank filed with the Securities and Exchange Commission and thereby incorporated by reference into the Bank’s Registration Statement. In giving such consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended.

Very truly yours,

/s/ Blake, Cassels & Graydon LLP

MONTRÉAL OTTAWA TORONTO CALGARY VANCOUVER
NEW YORK CHICAGO LONDON BAHRAIN AL-KHOBAR* BEIJING SHANGHAI* **blakes.com**
* Associated Office