

CANADIAN IMPERIAL BANK OF COMMERCE /CAN/  
 Form 424B3  
 October 31, 2016

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**MERGER PROPOSED YOUR VOTE IS VERY IMPORTANT**

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Dear Stockholder of PrivateBancorp, Inc.:

On June 29, 2016, PrivateBancorp, Inc. ("PrivateBancorp"), Canadian Imperial Bank of Commerce ("CIBC") and CIBC Holdco Inc. ("Holdco"), entered into an Agreement and Plan of Merger (the "merger agreement"), pursuant to which CIBC has agreed to acquire PrivateBancorp in a stock and cash transaction. Under the terms of the merger agreement, PrivateBancorp will merge with and into Holdco (the "merger"), with Holdco surviving the merger as a wholly owned subsidiary of CIBC. Following the merger, The PrivateBank and Trust Company ("PrivateBank"), PrivateBancorp's banking subsidiary, will be headquartered in Chicago and PrivateBank and Holdco will constitute the primary banking, lending and wealth management platform of CIBC in the U.S. PrivateBancorp is sending this document to ask its common stockholders to vote in favor of the adoption of the merger agreement.

If the merger is completed, you will be entitled to receive for each share of PrivateBancorp common stock owned by you, (i) \$18.80 in cash and (ii) 0.3657 common shares of CIBC (which we collectively refer to as the "merger consideration").

The following table shows the implied value of the merger consideration that would be received by PrivateBancorp stockholders in exchange for each share of PrivateBancorp common stock if the per share price of CIBC was \$77.11, which was the closing price of CIBC common shares on the New York Stock Exchange, which we refer to as the "NYSE," on June 28, 2016, the last trading day before public announcement of the merger, and if the per share price of CIBC was \$75.43, which was the closing share price of CIBC common shares on the NYSE on October 28, 2016, the latest practicable date before the mailing of this proxy statement/prospectus. The exchange ratio of 0.3657 is fixed.

	<b>Price of CIBC common shares on NYSE</b>	<b>Exchange Ratio</b>	<b>Cash Consideration per PVTB share of common stock</b>	<b>Total Consideration per PVTB share of common stock</b>
June 28, 2016	\$77.11	0.3657	\$18.80	\$47.00
October 28, 2016	\$75.43	0.3657	\$18.80	\$46.38

Based on the number of shares of PrivateBancorp common stock outstanding on June 30, 2016, and the number of shares of restricted PrivateBancorp common stock to be replaced in connection with the merger, we expect that the payment of the stock portion of the merger consideration will require CIBC to issue approximately 29 million CIBC common shares in connection with the merger. In addition, based on the number of issued and outstanding CIBC common shares and PrivateBancorp common shares as of June 30, 2016, and based on the exchange ratio of 0.3657, holders of shares of PrivateBancorp common stock as of immediately prior to the closing of the merger will hold, in the aggregate, approximately 7% of the issued and outstanding CIBC common shares immediately following the closing of the merger. Based on the foregoing, the aggregate merger consideration payable to PrivateBancorp stockholders, if the closing occurs, is currently expected to have a value of approximately \$3.8 billion.

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The market prices of both CIBC common shares and PrivateBancorp common shares will fluctuate before the completion of the merger, and the market price of CIBC common shares may also fluctuate between the completion of the merger and the time you receive any CIBC common shares. Because the exchange ratio is fixed, the value of the merger consideration constituting common shares of CIBC will fluctuate from the date hereof until you receive the CIBC common shares. **You should obtain current stock price quotations for CIBC common shares and PrivateBancorp common stock before you vote.** CIBC common shares are quoted on the NYSE and the Toronto Stock Exchange ("TSX") under the symbol "CM." PrivateBancorp common stock is quoted on the NASDAQ Stock Market LLC ("NASDAQ") under the symbol "PVTB."

The merger cannot be completed unless PrivateBancorp common stockholders holding at least a majority of the shares outstanding as of the close of business on October 28, 2016, the record date for the special meeting, vote in favor of the adoption of the merger agreement at the special meeting.

The special meeting of PrivateBancorp common stockholders will be held on December 8, 2016, at The PrivateBank Conference Center, 120 South LaSalle Street, Lower Level, Chicago, Illinois, at 8:00 a.m., local time.

YOUR VOTE IS VERY IMPORTANT, REGARDLESS OF THE NUMBER OF SHARES OF PRIVATEBANCORP COMMON STOCK YOU OWN. TO ENSURE YOUR REPRESENTATION AT THE SPECIAL MEETING, PLEASE TAKE TIME TO VOTE BY FOLLOWING THE INSTRUCTIONS CONTAINED IN THIS PROXY STATEMENT/PROSPECTUS AND ON YOUR PROXY CARD. PLEASE VOTE PROMPTLY WHETHER OR NOT YOU EXPECT TO ATTEND THE SPECIAL MEETING. SUBMITTING A PROXY NOW WILL NOT PREVENT YOU FROM BEING ABLE TO VOTE IN PERSON AT THE SPECIAL MEETING.

PRIVATEBANCORP'S BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT PRIVATEBANCORP COMMON STOCKHOLDERS VOTE "**FOR**" THE PROPOSAL TO ADOPT THE MERGER AGREEMENT AND "**FOR**" THE OTHER MATTERS TO BE CONSIDERED AT THE SPECIAL MEETING.

The accompanying proxy statement/prospectus describes the special meeting of PrivateBancorp common stockholders, the merger, the documents relating to the merger and other related matters. **Please read carefully the entire proxy statement/prospectus, including the section entitled "Risk Factors" beginning on page 21, and the appendices and documents incorporated by reference into the proxy statement/prospectus.**

If you have any questions regarding the accompanying proxy statement/prospectus, you may contact Alliance Advisors, LLC, PrivateBancorp's proxy solicitor, by calling toll-free at 855-976-3324.

Sincerely,

James M. Guyette  
*Chairman of the Board*

**NEITHER THE U.S. SECURITIES AND EXCHANGE COMMISSION, NOR ANY U.S. STATE OR CANADIAN PROVINCIAL OR TERRITORIAL SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THE SECURITIES TO BE ISSUED IN CONNECTION WITH THE MERGER OR DETERMINED IF THIS PROXY STATEMENT/PROSPECTUS IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.**

**The securities to be issued in connection with the merger are not savings or deposit accounts and are not insured by the Federal Deposit Insurance Corporation, the Canada Deposit Insurance Corporation or any other governmental agency.**

The date of this proxy statement/prospectus is October 31, 2016, and it is first being mailed or otherwise delivered to PrivateBancorp common stockholders on or about November 2, 2016.

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**NOTICE OF SPECIAL MEETING OF COMMON STOCKHOLDERS  
TO BE HELD ON DECEMBER 8, 2016**

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NOTICE IS HEREBY GIVEN that a special meeting of common stockholders of PrivateBancorp, Inc. will be held on December 8, 2016, at 8:00 a.m. local time, at The PrivateBank Conference Center, 120 South LaSalle Street, Lower Level, Chicago, Illinois, to consider and vote upon the following matters:

1. a proposal to adopt the agreement and plan of merger (the "merger agreement"), dated as of June 29, 2016, as it may be amended from time to time, by and among PrivateBancorp, Canadian Imperial Bank of Commerce and CIBC Holdco Inc. (the "merger agreement proposal");
2. a proposal to approve, by advisory (non-binding) vote, certain compensation that may be paid or become payable to PrivateBancorp's named executive officers in connection with the merger (the "merger-related compensation proposal"); and
3. a proposal for adjournment of the special meeting, if necessary or appropriate, to solicit additional proxies if there are insufficient votes at the time of the special meeting to adopt the merger agreement (the "adjournment proposal").

These proposals and the special meeting are described in further detail in the accompanying proxy statement/prospectus, which you should read carefully and in its entirety before you vote, including the appendices and documents incorporated by reference. A copy of the merger agreement is attached as Appendix A to the accompanying proxy statement/prospectus.

The record date for the special meeting has been set as October 28, 2016. Only PrivateBancorp common stockholders of record as of the close of business on such record date are entitled to notice of, and to vote at, the special meeting or any adjournments and postponements thereof.

Approval of the merger agreement proposal requires the affirmative vote of the holders of at least a majority of the outstanding shares of PrivateBancorp common stock entitled to vote thereon. Approval of the merger-related compensation proposal requires the affirmative vote of the holders of a majority of shares of PrivateBancorp common stock present in person or represented by proxy and entitled to vote thereon; however, such vote is advisory (non-binding) only. Approval of the adjournment proposal requires the affirmative vote of the holders of a majority of shares of PrivateBancorp common stock present in person or represented by proxy and entitled to vote thereon, whether or not a quorum is present.

PRIVATEBANCORP'S BOARD OF DIRECTORS UNANIMOUSLY ADOPTED AND APPROVED THE MERGER AGREEMENT, THE MERGER AND THE OTHER TRANSACTIONS CONTEMPLATED THEREBY, AND DETERMINED THAT THE MERGER AGREEMENT, THE MERGER AND THE OTHER TRANSACTIONS CONTEMPLATED THEREBY ARE ADVISABLE, FAIR TO AND IN THE BEST INTERESTS OF PRIVATEBANCORP AND ITS STOCKHOLDERS. PRIVATEBANCORP'S BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT PRIVATEBANCORP COMMON STOCKHOLDERS VOTE "**FOR**" THE MERGER AGREEMENT PROPOSAL, "**FOR**" THE MERGER-RELATED COMPENSATION PROPOSAL AND "**FOR**" THE ADJOURNMENT PROPOSAL.

YOUR VOTE IS VERY IMPORTANT, REGARDLESS OF THE NUMBER OF SHARES OF PRIVATEBANCORP COMMON STOCK THAT YOU OWN. WE CANNOT COMPLETE THE MERGER UNLESS PRIVATEBANCORP'S COMMON STOCKHOLDERS ADOPT THE MERGER AGREEMENT.

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Even if you plan to attend the special meeting in person, PrivateBancorp requests that you complete, sign, date and return, as promptly as possible, the enclosed proxy card in the accompanying prepaid reply envelope or submit your proxy by telephone or Internet prior to the special meeting to ensure that your shares of PrivateBancorp common stock will be represented at the special meeting if you are unable to attend. If you hold your shares in "street name" through a bank, brokerage firm or other nominee, you should follow the procedures provided by your bank, brokerage firm or other nominee to vote your shares. If you fail to submit a proxy or to attend the special meeting in person or do not provide your bank, brokerage firm or other nominee with instructions as to how to vote your shares, as applicable, your shares of PrivateBancorp common stock will not be counted for purposes of determining whether a quorum is present at the special meeting and will have the same effect as a vote "AGAINST" the approval of the merger agreement proposal.

If you have any questions regarding the accompanying proxy statement/prospectus, you may contact Alliance Advisors, LLC, PrivateBancorp's proxy solicitor, by calling toll-free at 855-976-3324.

By order of the Board of Directors,

Jennifer R. Evans  
*General Counsel and Secretary*

Chicago, Illinois  
Dated: October 31, 2016

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**REFERENCES TO ADDITIONAL INFORMATION**

**This proxy statement/prospectus incorporates important business and financial information about Canadian Imperial Bank of Commerce, or CIBC, and PrivateBancorp, Inc., or PrivateBancorp, from documents filed with or furnished to the U.S. Securities and Exchange Commission, or SEC, that is not included in or delivered with this proxy statement/prospectus.**

**You can obtain any of the documents filed with or furnished to the SEC by CIBC or PrivateBancorp, as the case may be, at no cost from the SEC's website at [www.sec.gov](http://www.sec.gov). You may also request copies of these documents, including documents incorporated by reference in this proxy statement/prospectus, at no cost by contacting either CIBC or PrivateBancorp, as the case may be, at the following addresses:**

**CANADIAN IMPERIAL BANK OF  
COMMERCE**

**Commerce Court  
Toronto, Ontario  
Canada, M5L 1A2  
Attention: Corporate Secretary  
Telephone: (416) 980-2211**

**PRIVATEBANCORP, INC.**

**120 South LaSalle Street  
Chicago, Illinois 60603  
Attention: Investor Relations  
Telephone: (312) 564-2000**

In addition to the paper copies of the proxy statement/prospectus that you receive, a PrivateBancorp proxy card and any amendments to the foregoing materials that are required to be furnished to stockholders are available for you to review online at [www.envisionreports.com/PVTB](http://www.envisionreports.com/PVTB).

In addition, if you have questions about the merger or the special meeting, need additional copies of this document or need to obtain proxy cards or other information related to the proxy solicitation, you may contact Alliance Advisors, LLC, PrivateBancorp's proxy solicitor, at the following address and telephone numbers:

Alliance Advisors, LLC  
200 Broadacres Drive, 3<sup>rd</sup> Floor  
Toll free telephone: 855-976-3324  
Brokers and banks, please call: 973-873-7700

**You will not be charged for any of these documents that you request. In order to receive timely delivery of the documents in advance of the special meeting, you should make your request to CIBC or PrivateBancorp, as the case may be, no later than December 1, 2016, or five trading days prior to the special meeting.**

**See "Where You Can Find More Information" beginning on page 138 of this proxy statement/prospectus for more details.**

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**QUESTIONS AND ANSWERS ABOUT THE MERGER AND THE SPECIAL MEETING**

*The following are some questions that you may have regarding the merger and the special meeting, and brief answers to those questions. We urge you to read carefully the remainder of this document because the information in this section does not provide all the information that might be important to you in determining how to vote. Additional important information is also contained in the documents incorporated by reference into this proxy statement/prospectus. See "Where You Can Find More Information" beginning on page 138 and "Where You Can Find More Information Incorporation of Certain Documents by Reference" beginning on page 138.*

*References in this proxy statement/prospectus to "PrivateBancorp" refer to PrivateBancorp, Inc., a Delaware corporation, and, unless the context otherwise requires, to its affiliates (which does not include CIBC). References in this proxy statement/prospectus to "CIBC" refer to Canadian Imperial Bank of Commerce, a Schedule I Bank under the Bank Act (Canada), and, unless the context otherwise requires, to its affiliates (which does not include PrivateBancorp).*

**Q:**  
**What is the merger and the merger agreement?**

**A:**  
CIBC and PrivateBancorp have entered into an Agreement and Plan of Merger, dated as of June 29, 2016, referred to as the "merger agreement," pursuant to which CIBC has agreed to acquire PrivateBancorp upon certain terms and conditions. A copy of the merger agreement is attached as Appendix A to this proxy statement/prospectus. Under the terms of the merger agreement, PrivateBancorp will merge with and into CIBC Holdco Inc., a direct wholly-owned U.S. subsidiary of CIBC referred to as "Holdco," with Holdco continuing as the surviving entity, which transaction is referred to as the "merger." Following the merger, The PrivateBank and Trust Company ("PrivateBank" or the "Bank"), PrivateBancorp's banking subsidiary, will be headquartered in Chicago and PrivateBank and Holdco will constitute the primary banking, lending and wealth management platform of CIBC in the U.S. The completion of the merger is subject to a number of conditions described in more detail in this document, including approval by the PrivateBancorp common stockholders.

**Q:**  
**What am I being asked to vote on at the special meeting as a holder of PrivateBancorp common stock?**

**A:**  
PrivateBancorp common stockholders are being asked to adopt the merger agreement and the transactions it contemplates, including the merger, which is referred to as the "merger agreement proposal."  
  
PrivateBancorp common stockholders also are being asked to approve (i) a proposal to approve, by advisory (non-binding) vote, certain compensation that may be paid or become payable to PrivateBancorp's named executive officers in connection with the merger, referred to as the "merger-related compensation proposal," and (ii) the adjournment of the special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the merger agreement proposal, which is referred to as the "adjournment proposal."

**Q:**  
**How does PrivateBancorp's board of directors recommend that I vote on the three proposals?**

**A:**  
PrivateBancorp's board of directors unanimously recommends that common stockholders vote "FOR" the merger agreement proposal, "FOR" the merger-related compensation proposal and "FOR" the adjournment proposal.

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**Q: What will I receive as a holder of PrivateBancorp common stock if the merger is completed?**

**A:** If the merger is completed, each share of PrivateBancorp common stock issued and outstanding immediately prior to the completion of the merger (other than shares held by PrivateBancorp or CIBC (with certain limited exceptions), shares held in treasury by PrivateBancorp and shares in respect of PrivateBancorp restricted stock awards) will be converted into the right to receive 0.3657 common shares of CIBC, which we refer to as the "exchange ratio," and \$18.80 in cash, which we refer to collectively as the "merger consideration." Cash will be paid in lieu of fractional shares. See "What happens if I am eligible to receive a fraction of a CIBC common share as part of the per share merger consideration?" below and the section entitled "The Merger Terms of the Merger Merger Consideration" beginning on page 37 and the section entitled "Material United States Federal Income Tax Consequences The Merger Cash in Lieu of Fractional Shares" beginning on page 90 of this proxy statement/prospectus.

**Q: What will I receive as a holder of PrivateBancorp equity awards if the merger is completed?**

**A:** If the merger is completed, at the effective time, PrivateBancorp equity awards that are outstanding as of immediately prior to the effective time will be treated as follows. See the section entitled "The Merger Agreement Treatment of PrivateBancorp Equity Awards" beginning on page 106 of this proxy statement/prospectus.

Each PrivateBancorp option shall be converted automatically into an option to purchase CIBC shares on the terms specified in the merger agreement (including that such CIBC option will have the same vesting terms as the corresponding PrivateBancorp option).

Each award of restricted PrivateBancorp common stock shall be cancelled and replaced with an award of restricted CIBC common shares on the terms specified in the merger agreement (including that such CIBC restricted stock award will have the same vesting terms as the corresponding PrivateBancorp restricted stock award).

Each PrivateBancorp restricted stock unit award shall (i) if unvested, be converted automatically into a cash-settled CIBC restricted stock unit award on the terms specified in the merger agreement (including that such CIBC restricted stock unit award shall have the same vesting terms as the corresponding PrivateBancorp restricted stock unit award), and (ii) if vested, be cancelled and converted automatically into the right to receive a cash payment equivalent in value to the merger consideration, as determined in accordance with the merger agreement, in respect of each share underlying such award plus a cash payment equal to accumulated but unpaid dividend equivalents; provided, that any such vested award that does not provide for settlement upon a change in control shall instead be converted pursuant to clause (i) above.

Each PrivateBancorp performance share unit award shall (i) if unvested, be converted automatically into a CIBC cash-settled restricted stock unit award on the terms specified in the merger agreement (including that such CIBC restricted stock unit award will have the same time-based vesting terms as the corresponding PrivateBancorp performance share unit award and shall not be subject to performance-based vesting conditions), and (ii) if vested, be cancelled and converted automatically into the right to receive a cash payment equivalent in value to the merger consideration, as determined in accordance with the merger agreement, in respect of each share underlying such award plus a cash payment equal to accumulated dividend equivalents; provided, that any such vested award that does not provide for settlement upon a change in control shall instead be converted pursuant to clause (i) above. For purposes of the foregoing, the number of shares of PrivateBancorp common stock underlying each performance share unit award shall be determined by assuming that the applicable performance goals are achieved at the maximum level.

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Each stock unit credited to an account that is deemed invested in PrivateBancorp common stock under PrivateBancorp's deferred compensation plan, shall be converted automatically into a deemed investment in CIBC common shares that will be cash-settled on the terms specified in the merger agreement.

**Q:**  
**What is the value of the per share merger consideration?**

**A:**  
If the merger is completed, you will be entitled to receive for each share of PrivateBancorp common stock owned by you, (i) \$18.80 in cash and (ii) 0.3657 common shares of CIBC, which we collectively refer to as the "merger consideration".

The following table shows the implied value of the merger consideration that would be received by PrivateBancorp stockholders in exchange for each share of PrivateBancorp stock if the per share price of CIBC was \$77.11, which was the closing price of CIBC common shares on the New York Stock Exchange, which we refer to as the "NYSE," on June 28, 2016, the last trading day before public announcement of the merger, and if the per share price of CIBC was \$75.43, which was the closing price of CIBC common shares on the NYSE on October 28, 2016, the latest practicable date before the mailing of this proxy statement/prospectus. The exchange ratio of 0.3657 is fixed.

	Price of CIBC common shares on NYSE	Exchange Ratio	Cash Consideration per PVTB share of common stock	Total Consideration per PVTB share of common stock
June 28, 2016	\$ 77.11	0.3657	\$ 18.80	\$ 47.00
October 28, 2016	\$ 75.43	0.3657	\$ 18.80	\$ 46.38

**Q:**  
**When is the merger expected to be completed?**

**A:**  
We expect the merger will be completed when all of the conditions to completion contained in the merger agreement are satisfied or waived, including the receipt of required regulatory approvals and the approval of the merger agreement proposal at the special meeting. CIBC currently expects the merger will be completed during the first calendar quarter of 2017. However, because fulfillment of some of the conditions to completion of the merger, such as the receipt of required regulatory approvals, are not entirely within our control, we cannot predict the actual timing or provide any assurances as to when or if the merger will occur. See the section entitled "The Merger Agreement Conditions to the Merger" beginning on page 117.

**Q:**  
**What happens if the merger is not completed?**

**A:**  
If the merger is not completed, holders of PrivateBancorp common stock will not receive any consideration for their shares in connection with the merger. Instead, PrivateBancorp will remain an independent public company and its common stock will continue to be listed and traded on The NASDAQ Stock Market, referred to as the "NASDAQ."

**Q:**  
**When and where is the special meeting being held?**

**A:**  
The special meeting will be held at The PrivateBank Conference Center, 120 South LaSalle Street, Lower Level, Chicago, Illinois, on December 8, 2016 at 8:00 a.m. local time.

**Q:**  
**Who can vote at the special meeting?**

**A:**  
Holders of PrivateBancorp common stock, including holders of PrivateBancorp restricted stock awards, as of the close of business on October 28, 2016, referred to as the "record date," are entitled to vote at the special meeting. Beneficial owners of shares of PrivateBancorp common



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stock as of the record date should receive instructions from their bank, brokerage firm or other nominee describing how to vote their shares.

**Q: What is the quorum requirement for the special meeting?**

**A:** The presence, in person or represented by proxy, at the special meeting of holders of a majority of the aggregate voting power of the issued and outstanding shares of PrivateBancorp common stock entitled to vote at the special meeting will constitute a quorum. All shares of PrivateBancorp common stock that are present in person or represented by proxy, including abstentions and broker non-votes, will be treated as present for purposes of determining the presence or absence of a quorum for all matters voted on at the special meeting.

**Q: What vote is required to approve each proposal at the special meeting?**

**A:** Approval of the merger agreement proposal requires the affirmative vote of a majority of the outstanding shares of PrivateBancorp common stock entitled to vote thereon. Approval of the merger-related compensation proposal requires the affirmative vote of the holders of a majority of shares of PrivateBancorp common stock present in person or represented by proxy at the special meeting and entitled to vote thereon. Approval of the adjournment proposal requires the affirmative vote of the holders of a majority of shares of PrivateBancorp common stock present in person or represented by proxy and entitled to vote thereon, whether or not a quorum is present.

**Q: What do I need to do now?**

**A:** After carefully reading and considering the information contained in this proxy statement/prospectus, please vote your shares as soon as possible so that your shares will be represented at the special meeting. Please follow the instructions set forth on the proxy card or if your shares are held in the name of your broker, bank or other nominee, on the voting instruction provided by the record holder.

**Q: How do I vote?**

**A:** If you are a PrivateBancorp common stockholder of record as of the record date, you may vote in person at the special meeting or submit a proxy by the Internet, telephone or mail as follows:

	<b>For registered holders: (Shares are registered in your name with our transfer agent, Computershare)</b>	<b>For participants in the PrivateBancorp, Inc. Savings, Retirement &amp; Employee Stock Ownership Plan ("KSOP"):</b>	<b>For beneficial owners: (Shares are held in a stock brokerage account or on your behalf by a bank or other holder of record)</b>
<b>Electronically via the Internet:</b>	<a href="http://www.envisionreports.com/PVTB*">www.envisionreports.com/PVTB*</a>	<a href="http://www.envisionreports.com/PVTB*">www.envisionreports.com/PVTB*</a>	<a href="http://www.proxyvote.com(1)">www.proxyvote.com(1)</a>
<b>By telephone:</b>	1-800-652-VOTE(8683)*	1-800-652-VOTE(8683)*	1-800-454-VOTE(8683)(1)
<b>By mail:</b>	Use the enclosed proxy card	Use the enclosed voting direction card	Use the voting instruction form provided by your broker
<b>Voting deadline:</b>	1:00 a.m., Central time, on December 8, 2016	1:00 a.m., Central time, on December 8, 2016	Refer to directions received from your broker

\* You will need your control number that appears on the right hand side of your proxy card, voting direction card or voting instruction form.

(1)

If your broker does not use the ProxyVote service, refer to the instructions received from your broker for how vote.

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**Q:**           **What does it mean if I get more than one proxy card?**

**A:**           It means you have multiple accounts at the transfer agent and/or with brokers. Please sign and return all proxy cards or vote all your shares online or by telephone to ensure that all your shares are voted.