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**Section 1: 425 (8-K)**

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

**FORM 8-K**

**Current Report Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): March 6, 2017

**PRIVATEBANCORP, INC.**

(Exact Name of Registrant as Specified in its Charter)

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**Delaware**

(State or other jurisdiction  
of incorporation)

**001-34066**

(Commission file number)

**36-3681151**

(I.R.S. employer  
identification no.)

**120 South LaSalle Street  
Chicago, Illinois**

(Address of principal executive offices)

**60603**

(Zip Code)

Registrant's telephone number, including area code: **(312) 564-2000**

**Not Applicable**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (See General Instruction A.2 below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

## ITEM 7.01 REGULATION FD DISCLOSURE

On March 6, 2017, PrivateBancorp, Inc. ("PrivateBancorp") announced that its board of directors declared a quarterly cash dividend of \$0.01 per share payable on March 31, 2017, to stockholders of record on March 17, 2017. Attached as Exhibit 99.1 is a copy of the press release relating to the announcement, which is incorporated herein by reference.

Note: the information in this item of this report (including the exhibit) is furnished pursuant to Item 7.01 and shall not be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section, or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing. This report will not be deemed a determination or an admission as to the materiality of any information in the report that is required to be disclosed solely by Regulation FD.

## ITEM 8.01 OTHER EVENTS

On March 6, 2017, PrivateBancorp issued a press release announcing that it has set a record date of March 31, 2017 for its special meeting of stockholders to consider and act upon the Agreement and Plan of Merger, dated June 29, 2016, by and among PrivateBancorp, Canadian Imperial Bank of Commerce ("CIBC") and CIBC Holdco Inc., a wholly-owned subsidiary of CIBC. PrivateBancorp currently expects that the meeting will be held on or about May 4, 2017. A copy of the press release is filed with this Current Report on Form 8-K as Exhibit 99.2, and is incorporated herein by reference.

## ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits.

<u>Exhibit</u>	<u>Description</u>
99.1	Press Release dated March 6, 2017 (furnished to the SEC as part of this Form 8-K)
99.2	Press Release dated March 6, 2017

## 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 hereunto duly authorized.

Date: March 6, 2017

**PRIVATEBANCORP, INC.**

By: /s/ Kevin M. Killips

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Kevin M. Killips

Chief Financial Officer

## INDEX TO EXHIBITS

<u>Exhibit</u>	<u>Description</u>
99.1	Press Release dated March 6, 2017 (furnished to the SEC as part of this Form 8-K)
99.2	Press Release dated March 6, 2017

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### **Section 2: EX-99.1 (EXHIBIT 99.1)**

**Exhibit 99.1**



**For further information:**  
**Media Contact:**  
Amy Yuhn  
312-564-1378  
ayuhn@theprivatebank.com

**Investor Relations Contact:**  
Jeanette O'Loughlin  
312-564-6076  
joloughlin@theprivatebank.com

#### **For Immediate Release:**

#### **Private Bancorp Declares Quarterly Cash Dividend**

CHICAGO, March 6, 2017 -- Private Bancorp, Inc. (NASDAQ: PVTB) today announced its board of directors declared a quarterly cash dividend of \$0.01 per share for the first quarter 2017 payable on March 31, 2017, to stockholders of record on March 17, 2017. This dividend is unchanged from the prior quarterly dividend of \$0.01 per share.

#### **About Private Bancorp, Inc.**

Private Bancorp, Inc., through its subsidiary The PrivateBank, delivers customized business and personal financial services to middle market companies, as well as business owners, executives, entrepreneurs and families in all of the markets and communities it serves. As of December 31, 2016, the Company had 36 offices in 13 states and \$20.1 billion in assets. The Company's website is [www.theprivatebank.com](http://www.theprivatebank.com).

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### **Section 3: EX-99.2 (EXHIBIT 99.2)**

**Exhibit 99.2**

**For further information:**

**Media Contact:**

Amy Yuhn

312-564-1378

ayuhn@theprivatebank.com

**Investor Relations Contact:**

Jeanette O'Loughlin

312-564-6076

joloughlin@theprivatebank.com

**For Immediate Release:**

**Private Bancorp Announces New Record Date for Special Meeting of Stockholders**

CHICAGO, March 6, 2017 - Private Bancorp, Inc. (NASDAQ: PVTB) ("Private Bancorp") today announced that it has set a new record date for its special meeting of stockholders to consider and act upon the Agreement and Plan of Merger, dated June 29, 2016, by and among Private Bancorp, Canadian Imperial Bank of Commerce ("CIBC") and CIBC Holdco Inc., a wholly-owned subsidiary of CIBC.

Private Bancorp stockholders of record at the close of business on March 31, 2017, will be entitled to receive the notice of, and to vote at, the Private Bancorp special meeting. The Private Bancorp special meeting is currently expected to be held on or about May 4, 2017.

**About Private Bancorp, Inc.**

Private Bancorp, Inc., through its subsidiary The Private Bank, delivers customized business and personal financial services to middle market companies, as well as business owners, executives, entrepreneurs and families in all of the markets and communities it serves. As of December 31, 2016, the Company had 36 offices in 13 states and \$20.1 billion in assets. The Company's website is [www.theprivatebank.com](http://www.theprivatebank.com).

**Important Additional Information and Where to Find It**

In connection with the proposed transaction, CIBC has filed with the SEC a Registration Statement on Form F-4 that includes a Proxy Statement of Private Bancorp and a Prospectus of CIBC, as well as other relevant documents concerning the proposed transaction. The proposed transaction involving CIBC and Private Bancorp will be submitted to Private Bancorp's stockholders for their consideration. This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval. **STOCKHOLDERS OF PRIVATEBANCORP ARE URGED TO READ THE REGISTRATION STATEMENT AND THE PROXY STATEMENT/PROSPECTUS REGARDING THE TRANSACTION AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO THOSE DOCUMENTS, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION.** Stockholders may obtain a free copy of the definitive proxy statement/prospectus, as well as other filings containing information about CIBC and Private Bancorp, without charge, at the SEC's website (<http://www.sec.gov>). Copies of the proxy statement/prospectus and the filings with the SEC that are incorporated by reference in the proxy statement/prospectus can also be obtained, without charge, by directing a request to CIBC, Commerce Court, Toronto, Ontario, Canada M5L 1A2, Attention:

Investor Relations, 416 304-8726; or to PrivateBancorp, Investor Relations, 120 S. LaSalle St., Chicago, IL 60603, 312 564-2000.

## **Participants in the Solicitation**

CIBC, PrivateBancorp, their respective directors and executive officers and other persons may be deemed to be participants in the solicitation of proxies in respect of the proposed transaction. Information regarding CIBC's directors and executive officers is available in its Annual Report on Form 40-F for the year ended October 31, 2016, which was filed with the SEC on December 1, 2016, and its management proxy circular and notice of annual and special meeting of shareholders for its 2016 annual and special meeting of shareholders, which was furnished to the SEC under cover of a Form 6-K filed with the SEC on March 2, 2016. Information regarding PrivateBancorp's directors and executive officers is available in PrivateBancorp's proxy statement for its 2016 annual meeting filed on Schedule 14A, which was filed with SEC on April 8, 2016. Other information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the proxy statement/prospectus and other relevant materials filed with the SEC. Free copies of this document may be obtained as described in the preceding paragraph.

## **Forward Looking Statements**

Certain statements contained in this communication may be deemed to be forward-looking statements under certain securities laws, including the "safe harbor" provisions of the United States Private Securities Litigation Reform Act of 1995 and any applicable Canadian securities legislation. Forward-looking statements are typically identified by the words "believe", "expect", "anticipate", "intend", "estimate", "forecast", "target", "objective" and other similar expressions or future or conditional verbs such as "will", "should", "would" and "could". By their nature, these statements require us to make assumptions, including the economic assumptions set out in the reports of PrivateBancorp and CIBC filed with the U.S. Securities and Exchange Commission (the "SEC"), and are subject to inherent risks and uncertainties that may be general or specific. A variety of factors, many of which are beyond our control, affect our operations, performance and results, and could cause actual results to differ materially from the expectations expressed in any of our forward-looking statements. These factors include: credit, market, liquidity, strategic, insurance, operational, reputation and legal, regulatory and environmental risk; the effectiveness and adequacy of our risk management and valuation models and processes; legislative or regulatory developments in the jurisdictions where we operate, including the Dodd-Frank Wall Street Reform and Consumer Protection Act and the regulations issued and to be issued thereunder, the Organisation for Economic Co-operation and Development Common Reporting Standard, and regulatory reforms in the United Kingdom and Europe, the Basel Committee on Banking Supervision's global standards for capital and liquidity reform and those relating to the payments system in Canada; amendments to, and interpretations of, risk-based capital guidelines and reporting instructions, and interest rate and liquidity regulatory guidance; the resolution of legal and regulatory proceedings and related matters; the effect of changes to accounting standards, rules and interpretations; changes in our estimates of reserves and allowances; changes in tax laws; changes to our credit ratings; political conditions and developments; the possible effect on our business of international conflicts and the war on terror; natural disasters, public health emergencies, disruptions to public infrastructure and other catastrophic events; reliance on third parties to provide components of our business infrastructure; potential disruptions to our information technology systems and services; increasing cyber security risks which may include theft of assets, unauthorized access to sensitive information, or operational disruption; social media risk; losses incurred as a result of internal or external fraud; anti-money laundering; the accuracy and completeness of information provided to us concerning clients and counterparties; the failure of third parties to comply with their obligations to us and our affiliates or associates; intensifying competition from established competitors and new entrants in the financial services industry including through internet and mobile banking; technological change; global capital market activity; changes in monetary and economic policy; currency value and interest rate fluctuations, including as a result of market and oil price volatility; general business and economic conditions worldwide, as well as in Canada, the U.S. and other countries where we and CIBC have operations; our success in developing and introducing new products and services, expanding existing distribution channels, developing new distribution channels and realizing increased revenue from these channels; changes in client spending and saving habits; our ability to attract and retain key employees and executives; our ability to successfully execute our strategies and complete and integrate acquisitions

and joint ventures; and our ability to anticipate and manage the risks associated with these factors. This list is not exhaustive of the factors that may affect any of our forward-looking statements. These and other factors should be considered carefully and readers should not place undue reliance on our forward-looking statements. Additional information about these factors can be found in the reports filed by PrivateBancorp and CIBC with the SEC. Any forward-looking statements contained in this communication represent the views of management only as of the date hereof and are presented for the purpose of assisting our shareholders and financial analysts in understanding our financial position, objectives and priorities and anticipated financial performance as at and for the periods ended on the dates presented, and may not be appropriate for other purposes. We do not undertake to update any forward-looking statement that is contained in this communication or in other communications except as required by law.

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