

FINANCIAL INDUSTRY REGULATORY AUTHORITY

In the Matter of the  
Continued Membership  
of

CIBC World Markets Corp.,  
(CRD No. 630)

Notice Pursuant to  
Rule 19h-1  
Securities Exchange Act  
of 1934

SD-2439

**April 10, 2025**

**I. Introduction**

On October 25, 2024, CIBC World Markets Corp., (“CIBC” or “Firm”) submitted a Membership Continuance Application (“MC-400A” or “Application”) to FINRA’s Credentialing, Registration, Education, and Disclosure (“CRED”) Department.<sup>1</sup> The Application seeks to permit the Firm, a FINRA member, to continue its membership with FINRA notwithstanding its statutory disqualification. A hearing was not held in this matter; rather, pursuant to FINRA Rule 9523(b), FINRA’s Department of Member Supervision (“FINRA,” “Member Supervision,” or “Department”) approves the Application and is filing this Notice pursuant to Rule 19h-1 of the Securities Exchange Act of 1934 (“Exchange Act” or “SEA”).

**II. The Statutorily Disqualifying Event**

The Firm is subject to statutory disqualification, as that term is defined in Section 3(a)(39)(F) of the Exchange Act, incorporating by reference Sections 15(b)(4)(D) and (E), as a result of a September 2024 order issued by the Securities and Exchange Commission (“SEC” or “Commission”) finding that CIBC willfully violated Section 17(a) of the Exchange Act and Rule 17a-4(b)(4) and failed reasonably to supervise its employees with a view to preventing or detecting certain of its employees’ aiding and abetting violations of Section 17(a) of the Exchange Act and Rule 17a-4(b)(4) thereunder (“SEC Order”).<sup>2</sup>

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<sup>1</sup> See MC-400A and related attachments compiled by CRED, with a cover memorandum dated November 6, 2024, attached as Exhibit 1.

<sup>2</sup> See SEC Order, *In re CIBC World Markets Corp. and CIBC Private Wealth Advisors, Inc.*, Exchange Act Release No. 101138 (Sept. 24, 2024), attached as Exhibit 2.

The SEC Order also triggered disqualification under Rules 262(b)(2), 506(d)(2)(ii), and 602(e) of the Securities Act of 1933 and Rule 503(b)(2) of Regulation Crowdfunding. On September 24, 2024, the SEC granted a waiver from the application of the disqualification provisions of these Rules. See *In re Off-Channel Communications at Registered Entities*, Securities Act Release No. 11308 (Sept. 24, 2024), attached as

According to the SEC Order, from at least August 2020, CIBC employees sent and received off-channel communications that related to the Firm's business, and a majority of these written communications was not maintained or preserved by the Firm.<sup>3</sup> Further, supervisors who were responsible for preventing this misconduct among junior employees routinely communicated off-channel using their personal devices, and, in so doing, failed to comply with Firm policies by communicating using non-Firm approved methods on their personal devices about the Firm's broker-dealer business.<sup>4</sup>

The Firm was censured, ordered to cease and desist from committing or causing any future violations, ordered to pay a civil money penalty of \$12,000,000 (jointly and severally), and ordered to comply with certain undertakings.<sup>5</sup> The Firm represented that it paid the penalty and is in compliance with the undertakings.<sup>6</sup>

### **III. Remedial Measures**

According to the SEC Order, the Commission considered the Firm's prompt remedial actions and cooperation with the SEC when determining to accept the offer of settlement.<sup>7</sup> Prior to the issuance of the SEC Order, CIBC enhanced its policies and procedures, increased training and compliance reminders concerning the use of approved communications methods, enhanced their surveillance processes, and implemented significant changes to the technology available to personnel, including providing all of its personnel with remotely accessible Firm-approved applications and mobile Firm-issued devices.<sup>8</sup>

### **IV. Firm Background**

The Firm has been a FINRA member since March 14, 1950.<sup>9</sup> CIBC is headquartered in New York, New York with five branches (three of which are Offices of Supervisory Jurisdiction).<sup>10</sup> The Firm employs approximately 424 registered representatives (103 of which are registered principals), 42 operations professionals, and 244 non-registered

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Exhibit 3.

<sup>3</sup> See Exhibit 2 at p. 2, para. 3.

<sup>4</sup> *Id.* at p. 2, para. 4.

<sup>5</sup> *Id.* at pp. 6-12.

<sup>6</sup> See CIBC Discovery Responses dated February 27, 2025, attached as Exhibit 4.

<sup>7</sup> See Exhibit 2 at p. 6, para. 32.

<sup>8</sup> *Id.*

<sup>9</sup> See Central Registration Depository ("CRD") Excerpt – Organization Registration Status, attached as Exhibit 5.

<sup>10</sup> FINRA confirmed this through analysis of the Firm's information contained in CRD, last performed on March 6, 2025.

fingerprint employees.<sup>11</sup> CIBC does not employ any statutorily disqualified individuals.<sup>12</sup>

CIBC is approved to engage in the following lines of business: exchange member engaged in exchange commission business other than floor activities; broker or dealer selling corporate debt securities; underwriter or selling group participant (corporate securities other than mutual funds); U.S government securities dealer; U.S government securities broker; solicitor of time deposits in a financial institution; put and call broker or dealer or option writer; trading securities for own account; private placements of securities; engages in other securities business;<sup>13</sup> and clear and carry proprietary accounts of unrelated broker-dealers.<sup>14</sup>

The Firm is a member of the following self-regulatory organizations (“SROs”): BOX Exchange LLC (“BOX”); Cboe Exchange, Inc. (“Cboe”); Cboe BYX Exchange, Inc. (“BYX”); Cboe BZX Exchange, Inc. (“BZX”); Investors Exchange LLC (“IEX”); MEMX LLC (“MEMX”); Miami International Securities Exchange, LLC (“MIAX”) MIAX PEARL, LLC (“MIAX PEARL”); New York Stock Exchange LLC (“NYSE”); NYSE American LLC (“NYSE American”); NYSE Arca, Inc. (“NYSE Arca”); Nasdaq BX, Inc. (“BX”); Nasdaq GEMX, LLC (“GEMX”); Nasdaq ISE, LLC (“ISE”); Nasdaq PHLX LLC (“PHLX”); The Nasdaq Stock Market LLC (“Nasdaq”);<sup>15</sup> The Depository Trust Company (“DTC”); Fixed Income Clearing Corporation – Government Securities Division (“FICC-GOV”); and National Securities Clearing Corporation (“NSCC”).<sup>16</sup>

### **Recent Examinations**

In the past two years, CIBC has been the subject of one routine FINRA examination which resulted in a Cautionary Action Letter (“CAL”), and zero non-routine FINRA examinations that resulted in a CAL.

#### **A. FINRA Routine Examination**

In November 2024, FINRA completed a routine examination of the Firm and identified two exceptions.<sup>17</sup> One exception was referred to FINRA’s Department of Enforcement

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<sup>11</sup> *Id.*

<sup>12</sup> *Id.*

<sup>13</sup> See CRD Excerpts – Types of Business and Other Business Descriptions, collectively attached as Exhibit 6.

<sup>14</sup> *Id.* at FINRA p. 2.

<sup>15</sup> See Exhibit 5. MIAX registration is pending as of October 6, 2023.

<sup>16</sup> Membership in these organizations was verified by FINRA staff through a search of public member directories, last performed on March 6, 2025.

<sup>17</sup> See Disposition Letter for Examination No. 20240800997 dated November 6, 2024, Examination Report dated August 15, 2024, and Firm Response dated September 5, 2024, collectively attached as Exhibit 7.

(“Enforcement”) for further review and disposition concerning the Firm’s inadequate processes and controls concerning its arranged financing transactions which resulted in violations of Reg T and FINRA Rule 4210.<sup>18</sup> The exception that was the subject of the CAL pertained to the Firm’s incorrect application of open contractual commitment (“OCC”) charges for certain underwriting deals, and its exclusion of OCC charges for other underwriting deals.<sup>19</sup> The Firm’s failure to utilize the correct OCC charges resulted in inaccurate moment-to-moment net capital computations, which were non-material.<sup>20</sup> The Firm responded in writing, explaining that it was created a new underwriting commitment report to assist in net capital calculations and is performing a lookback of prior net capital calculations.<sup>21</sup>

### **Regulatory Actions**

In the past two years, CIBC has been the subject of one additional disciplinary matter (a Disciplinary Decision incorporating a Letter of Consent issued by Cboe) aside from the SEC Order that led to the instant Application.

#### **A. Cboe Action**

On May 8, 2023, Cboe issued a Disciplinary Decision incorporating a Letter of Consent against the Firm related to the Firm’s improper use of the Options Clearing Corporation’s adjustment process to change prices of trades for customers and deficient supervisory procedures regarding its use of the Options Clearing Corporation’s adjustment process.<sup>22</sup> Without admitting or denying the violations and findings, the Firm consented to censure, and to pay a fine in the amount of \$80,000.<sup>23</sup>

#### **V. Prior SEA Rule 19h-1 Notices**

CIBC has not been the subject of any prior SEA Rule 19h-1 or 19d-1 Notices.

#### **VI. The Firm’s Proposed Continued Membership with FINRA and Plan of Heightened Supervision**

The Firm seeks to continue its membership with FINRA notwithstanding its status as a

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<sup>18</sup> *Id.* at FINRA pp. 6-7. The exception remains open as of the date of this Notice.

<sup>19</sup> *Id.* at FINRA p. 5.

<sup>20</sup> *Id.*

<sup>21</sup> *Id.* at FINRA p. 9.

<sup>22</sup> *See* Cboe Disciplinary Decision and Letter of Consent, *In re CIBC World Markets Corp.*, Matter No. 20200660058 / File No. URE-31-01 (May 8, 2023), attached as Exhibit 8.

<sup>23</sup> *Id.* at FINRA p. 1. The Firm paid the fine in full on May 19, 2023. *See* Exhibit 4 at FINRA pp. 1, 4.

disqualified member. The Firm has agreed to the following Plan of Heightened Supervision (“Supervision Plan” or “Plan”) as a condition of its continued membership with FINRA.<sup>24</sup>

CIBC World Markets Corp. (the “Firm”) is subject to statutory disqualification pursuant to Section 3(a)(39)(F) of the Securities Exchange Act of 1934, which incorporates by reference Sections 15(b)(4)(D) & (E), as a result of an order issued by the U.S. Securities and Exchange Commission (“SEC” or “Commission”) dated September 24, 2024, which found that the Firm willfully violated Section 17(a) of the Securities Exchange Act of 1934 (“Exchange Act”) and Rule 17a-4(b)(4) thereunder (“SEC Order”). The SEC Order also found that the Firm failed reasonably to supervise its employees within the meaning of Section 15(b)(4)(E).

For the purpose of this Supervision Plan, the term “Digital Communication Channels” means all written electronic methods of communication used to conduct Firm business, including but not limited to, text messaging platforms, whether via SMS messaging, iMessage, or other messaging services such as WhatsApp; direct messaging platforms including X f/k/a “Twitter,” Instagram, LinkedIn, Slack, or Bloomberg Messaging; non-firm domain email accounts; and any other written electronic business-related correspondence. “Digital Communication Channels” encompass platforms used to exchange messages with internal or external stakeholders using either a personal or Firm-provided device.

For the purpose of this Supervision Plan, the term “Off-Channel Communications” means all business-related written electronic messages sent on Digital Communication Channels that are not captured by Firm surveillance and record-keeping systems.

In consenting to this Supervision Plan, the Firm agrees to the following:

1. The Firm shall comply with all of the undertakings outlined in the SEC Order.
2. The Firm shall maintain copies of all correspondence between the Firm and Commission staff relating to the SEC Order, including documenting when Commission staff grants extensions to the deadlines set forth in the SEC Order. The Firm shall maintain copies of all such correspondence in a readily accessible place for ease of review by FINRA staff.
3. The Firm shall provide FINRA’s Statutory Disqualification Group with copies of all certifications submitted to the SEC upon completion of the undertakings as specified in the SEC Order. The Firm shall maintain copies of all certifications in a readily accessible place for ease of review by FINRA staff.
4. The Firm shall maintain copies of all reports and supporting documentation submitted to SEC staff in accordance with the SEC Order, as well as any other documentation needed to evidence the status and completion of each of the

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<sup>24</sup> See Executed Consent to Plan of Heightened Supervision dated January 22, 2025, attached as Exhibit 9.

- undertakings outlined in the SEC Order. The Firm shall maintain copies of such documentation in a readily accessible place for ease of review by FINRA staff.
5. Within six months of the SEC's Letter of Acknowledgement ("LOA") in this matter, to the extent that it has not already done so within the past six months, and on at least an annual basis thereafter, for a term of six years from the date of the LOA, the Firm shall conduct training for all associated persons regarding the Digital Communication Channels that the Firm has approved for business communication, along with the Firm's current policies regarding retention of business-related electronic communications. The Firm shall maintain a record of individual completion of said training and a copy of said training materials in a readily accessible place for ease of review by FINRA staff.
  6. The Firm shall conduct the training described in Paragraph 5 above for all new hires, within 65 days from the date of commencement of new hire training, for a term of six years from the date of the LOA. The Firm shall retain a record of all new hire training, including a copy of all written training materials, and keep said record(s) in a readily accessible place for ease of review by FINRA staff.
  7. Within 90 days of the LOA, the Firm shall, to the extent that it has not already done so, establish and maintain a written list(s) of all Digital Communication Channels that its associated persons are permitted to use to communicate about Firm business. The list(s) shall be circulated to all of the Firm's associated persons at least on a semi-annual basis, for a term of six years from the date of the LOA. The Firm shall require that all associated persons obtain written approval for use of any Digital Communication Channels to communicate about Firm business that are not already on the approved list(s) maintained by the Firm. The Firm shall maintain a record of all requests and approvals or rejections of each request, including the date of the requests and the Firm's decision. The Firm shall maintain copies of such requests and decisions in a readily accessible place for ease of review by FINRA staff.
  8. The Firm shall require all associated persons to disclose on at least a semi-annual basis, for a term of six years from the date of the LOA, any unapproved Digital Communication Channels he/she is using to communicate about Firm business. The Firm shall maintain records of such disclosures in a readily accessible place for ease of review by FINRA staff.
  9. Subject to Paragraph 7 above, the Firm shall prohibit associated persons from using Off-Channel Communications.
  10. Within 90 days of the LOA, the Firm shall, to the extent that it has not already done so, develop a process whereby, in the event that an associated person sends or receives an Off-Channel Communication, the Off-Channel Communication is submitted to the Firm and retained in compliance with relevant securities laws and

regulations. For a term of six years from the date of the LOA, the Firm shall maintain a record of all such Off-Channel Communications, including a record of the Firm's receipt of the communication, in a readily accessible place for ease of review by FINRA staff.

11. Within 90 days of the LOA, the Firm shall, to the extent that it has not already done so, develop and maintain written supervisory policies and procedures detailing the Firm's processes for disciplining associated persons who use Off-Channel Communications to communicate about Firm business. When the Firm uses the disciplinary process, the Firm shall document each instance. The Firm shall retain records of such written supervisory policies and procedures and records of the disciplinary processes and each outcome.
12. All requested documents and certifications under this Supervision Plan shall be sent directly to FINRA's Statutory Disqualification Group at [SDMailbox@FINRA.org](mailto:SDMailbox@FINRA.org).
13. The Firm shall obtain written approval from FINRA's Statutory Disqualification Group prior to changing any provision of the Supervision Plan.
14. The Firm shall submit any proposed changes or other requested information under this Supervision Plan to FINRA's Statutory Disqualification Group at [SDMailbox@FINRA.org](mailto:SDMailbox@FINRA.org).

## **VII. Discussion**

After carefully reviewing the entire record in this matter, FINRA approves the Firm's request to continue its membership with FINRA, subject to the terms and conditions set forth herein. In evaluating CIBC's Application, FINRA assessed whether the Firm has demonstrated that its continued membership is consistent with the public interest and does not create an unreasonable risk of harm to investors or the markets. *See* FINRA By-Laws, Art. III, Sec. 3(d); *cf. Frank Kufrovich*, 55 S.E.C. 616, 624 (2002) (holding that FINRA "may deny an application by a firm for association with a statutorily-disqualified individual if it determines that employment under the proposed plan would not be consistent with the public interest and the protection of investors"). Typically, factors that bear on FINRA's assessment include, among other things, the nature and gravity of the statutorily disqualifying misconduct, the time elapsed since its occurrence, the restrictions imposed, the Firm's regulatory history, and whether there has been any intervening misconduct.

As of the date of this Notice, FINRA has determined that the Firm's continued membership is consistent with the public interest and does not create an unreasonable risk of harm to investors or the markets. While the SEC Order identified serious violations of securities laws, the Firm was not expelled or suspended, nor were any limitations placed on CIBC's securities activities. Although the SEC Order triggered certain disqualifications from exemptions from registration available under the Securities Act of 1933 ("Securities Act"), specifically Regulations A, D and E of the Securities Act and Regulation Crowdfunding, the SEC granted the Firm a waiver from the application of the disqualification provisions

of Rules 262(a)(4)(ii), 506(d)(1)(iv)(B), and 602(c)(3) of the Securities Act and Rule 503(a)(4)(ii) of Regulation Crowdfunding. Moreover, the full amount of the civil monetary penalty was promptly paid. Additionally, the Firm represented that it is in compliance with the ordered undertakings in that the Firm has retained an independent compliance consultant that is completing its review and will submit its report to the Commission.<sup>25</sup>

Member Supervision also acknowledges that within the SEC Order the Commission considered the Firm's prompt remedial actions and cooperation with the Commission when determining to accept the Offer of Settlement. Specifically, the Commission considered CIBC's increased training and compliance reminders concerning the use of approved communications methods, enhanced policies and procedures, enhanced surveillance processes, and implementation of significant changes to the technology available to personnel.<sup>26</sup>

In evaluating the Firm's Application, FINRA notes that CIBC has limited disciplinary history which should not prevent the Firm from continuing in FINRA membership. Additionally, in response to recent examination findings and exceptions, the Firm took steps to resolve them, which includes implementation of new reports conducting a lookback for any related problems. Following the approval of the Firm's continued membership in FINRA, FINRA intends to utilize its examination and surveillance processes to monitor the Firm's continued compliance with the standards prescribed by Exchange Act Rule 19h-1 and FINRA Rule 9523.

FINRA is further reassured by the controls set in place by the Firm's Supervision Plan which bolster the undertakings outlined in the SEC Order and will continue to provide oversight of the Firm and compliance with its remaining undertakings. In accordance with the Plan, the Firm agreed to conduct annual training for all associated persons, including new hires, regarding the Firm's approved digital communication methods and record retention policies for electronic communications. Further, the Plan calls for the Firm to maintain a list of approved digital communication methods that associated persons are permitted to use for Firm business and to circulate that list to its associated persons semi-annually. The Plan requires the Firm's associated persons to obtain written approval to use digital communication channels not already approved. The Plan prohibits the use of off-channel communications and requires associated persons to semi-annually disclose any unapproved digital communication methods they are using for Firm business; they must also forward any off-channel communications that may have taken place to the Firm for retention purposes. These provisions will help to ensure that the Firm is aware of the communication methods being used by associated persons so that it can appropriately monitor, capture, and retain those communications. Additionally, the Plan mandates that the Firm develop policies and procedures for disciplining associated persons who use unapproved communication methods for Firm business and segregate all certifications, reports, and supporting documentation submitted to the SEC regarding compliance with the undertakings, for ease of review by FINRA staff to ensure ongoing compliance.

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<sup>25</sup> See Exhibit 4 at FINRA p. 1.

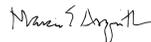
<sup>26</sup> See Exhibit 2 at p. 6, para. 32.

Thus, FINRA is satisfied, based on the foregoing and on the Firm's representations made pursuant to the Supervision Plan, that the Firm's continued membership in FINRA is consistent with the public interest and does not create an unreasonable risk of harm to the market or investors. Accordingly, FINRA approves CIBC's Application to continue its membership with FINRA.

FINRA certifies that the Firm meets all qualification requirements and represents that the Firm is registered with several other SROs including BOX; Cboe; BYX; BZX; IEX; MEMX; MIAX<sup>27</sup>; MIAX PEARL; NYSE; NYSE American; NYSE Arca; BX; GEMX; ISE; PHLX; Nasdaq; DTC; FICC-GOV; and NSCC. The SROs have been provided with the terms and conditions of CIBC's proposed continued membership and concur with FINRA.

In conformity with the provisions of Rule 19h-1 of the Exchange Act, the continued membership of the Firm will become effective within 30 days of the receipt of this notice by the Commission, unless otherwise notified by the SEC.

On Behalf of FINRA,



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Marcia E. Asquith  
Executive Vice President & Corporate Secretary

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<sup>27</sup> MIAX membership is in pending status as of October 6, 2023.

EXHIBITS

SD-2439

1. MC-400A and related attachments compiled by CRED, with a cover memorandum dated November 6, 2024.
2. SEC Order, *In re CIBC World Markets Corp. and CIBC Private Wealth Advisors, Inc.*, Exchange Act Release No. 101138 (Sept. 24, 2024).
3. SEC Waiver, *In re Off-Channel Communications at Registered Entities*, Securities Act Release No. 11308 (Sept. 24, 2024).
4. CIBC Discovery Responses dated February 27, 2025.
5. CRD Excerpt – Organization Registration Status.
6. CRD Excerpts – Types of Business and Other Business Descriptions.
7. Disposition Letter for Examination No. 20240800997 dated November 6, 2024, Examination Report dated August 15, 2024, and Firm Response dated September 5, 2024.
8. Cboe Disciplinary Decision and Letter of Consent, *In re of CIBC World Markets Corp.*, Matter No. 20200660058, File No. URE-31-01 (May 8, 2023).
9. Executed Consent to Plan of Heightened Supervision dated January 22, 2025.