

CANADIAN IMPERIAL BANK OF COMMERCE /CAN/
Form FWP
February 04, 2019

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Registration No. 333-216286

Canadian Imperial Bank of Commerce

Market Linked Securities

Market Linked Securities Auto-Callable with Fixed Percentage Buffered Downside

Principal at Risk Securities Linked to the S&P 500® Index due February 6, 2023

Term Sheet to Pricing Supplement dated January 31, 2019

Summary of terms

Issuer	Canadian Imperial Bank of Commerce
Term	Approximately 4 years (autocallable annually)
Market Measure	S&P 500® Index (Bloomberg ticker symbol SPX) (the Index)
Pricing Date	January 31, 2019
Issue Date	February 5, 2019
Principal Amount	\$1,000 per security (100% of par)
Automatic Call	If the closing level of the Index on any call date (including the final calculation day) is greater than or equal to the starting level, the securities will be automatically called for the principal amount plus the call premium applicable to that call date. See Call dates and call premiums in this term sheet
Call Dates	February 5, 2020; February 5, 2021; February 7, 2022; and January 30, 2023 (the final calculation day)
Call Settlement Date	Five business days after the applicable call date (if the securities are called on the last call date, the call settlement date will be the stated maturity date)
Payment at Stated Maturity	See How the payment at stated maturity is calculated in this term sheet
Stated Maturity Date	February 6, 2023
Starting Level	2,704.10
Ending Level	The closing level of the Index on the final calculation day
Threshold Level	2,433.69, 90% of the starting level
Calculation Agent	Canadian Imperial Bank of Commerce
Denominations	\$1,000 and integral multiples of \$1,000 in excess thereof
Agent's Commission	2.825%; dealers, including those using the trade name Wells Fargo Advisors (WFA), may receive a selling concession of up to 1.75% and WFA will receive a distribution expense fee of 0.075%
CUSIP / ISIN	13605WPC9 / US13605WPC90

Investment description

- Linked to the S&P 500® Index
- Unlike ordinary debt securities, the securities do not pay interest at a specified rate, do not repay a fixed amount of principal at stated maturity and are subject to potential automatic call upon the terms described below. Any return you receive on the securities and whether they are automatically called will depend on the performance of the Index
- If the closing level of the Index on any call date is greater than or equal to the starting level, the securities will be automatically called, and on the related call settlement date, you will receive the principal amount plus the call premium applicable to that call date

Call Date	Call Premium
February 5, 2020	6.60% of the principal amount
February 5, 2021	13.20% of the principal amount
February 7, 2022	19.80% of the principal amount
January 30, 2023	26.40% of the principal amount

- If the securities are not automatically called prior to the final calculation day, the payment at stated maturity will be based upon the closing level of the Index on the final calculation day as compared to the starting level and could be greater than, equal to or less than the principal amount per security as follows:

If the level of the Index does not change or increases:

The securities will be automatically called for the principal amount plus the call premium applicable to the final calculation day described above

If the level of the Index decreases, but the decrease is not by more than 10%:

You will be repaid the principal amount

If the level of the Index decreases by more than 10%:

You will receive less than the principal amount and will have 1-to-1 downside exposure to the decrease in the level of the Index in excess of 10%

- Investors may lose up to 90% of the principal amount

- All payments on the securities are subject to the credit risk of Canadian Imperial Bank of Commerce, and you will have no ability to pursue the securities included in the Index for payment; if Canadian Imperial Bank of Commerce defaults on its obligations, you could lose some or all of your investment

- No periodic interest payments or dividends

- No exchange listing; designed to be held to the applicable call settlement date or stated maturity

The Issuer's estimated value of the securities on the Pricing Date is \$958.40 per security. The estimated value of the securities is not an indication of actual profit to the Issuer or to any of the Issuer's affiliates, nor is it an indication of the price, if any, at which Wells Fargo Securities, LLC (Wells Fargo Securities) or any other person may be willing to buy the securities from you at any time after issuance. See "The Estimated Value of the Securities" in the accompanying pricing supplement.

Investing in the securities involves significant risks. See Selected Risk Considerations in this term sheet and Risk Factors in the accompanying pricing supplement, the accompanying prospectus supplement and prospectus.

This term sheet does not provide all of the information that an investor should consider prior to making an investment decision.

Investors should carefully review the pricing supplement, prospectus supplement and prospectus before making a decision to invest in the securities.

NOT A BANK DEPOSIT AND NOT INSURED BY THE CANADA DEPOSIT INSURANCE CORPORATION, THE U.S. FDIC OR ANY OTHER GOVERNMENTAL AGENCY

Hypothetical payout profile

The profile to the right illustrates the potential payment on the securities for a range of hypothetical percentage changes in the closing level of the Index from the pricing date to the applicable call date (including the final calculation day). The profile is based on a call premium of 6.60% for the first call date, 13.20% for the second call date, 19.80% for the third call date and 26.40% for the final call date and the threshold level equal to 90% of the starting level.

This graph has been prepared for purposes of illustration only. Your actual return will depend on (i) whether the securities are automatically called; (ii) if the securities are automatically called, the actual call date on which the securities are called; (iii) if the securities are not automatically called, the actual ending level; and (iv) whether you hold your securities to the call settlement date or stated maturity.

Hypothetical returns

If the securities are automatically called:

Hypothetical Call Date on which Securities are Automatically Called	Hypothetical Payment Per Security on Related Call Settlement Date	Hypothetical Pre-Tax Total Rate of Return
1st call date	\$1,066.00	6.60%
2nd call date	\$1,132.00	13.20%
3rd call date	\$1,198.00	19.80%
4th call date	\$1,264.00	26.40%

If the securities are not automatically called:

Hypothetical Ending Level	Hypothetical Percentage Change From the Hypothetical Starting Level to the Hypothetical Ending Level	Hypothetical Payment at Stated Maturity per Security	Hypothetical Pre-Tax Total Rate of Return
99.99	-0.01%	\$1,000.00	0.00%
95.00	-5.00%	\$1,000.00	0.00%
90.00	-10.00%	\$1,000.00	0.00%
89.00	-11.00%	\$990.00	-1.00%
80.00	-20.00%	\$900.00	-10.00%
75.00	-25.00%	\$850.00	-15.00%
50.00	-50.00%	\$600.00	-40.00%
25.00	-75.00%	\$350.00	-65.00%
0.00	-100.00%	\$100.00	-90.00%

Assumes a hypothetical starting level of 100.00. The actual starting level is set forth under [Summary of terms](#) above.

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The above figures are for purposes of illustration only and may have been rounded for ease of analysis. The actual amount you receive upon an automatic call or at stated maturity and the resulting pre-tax rate of return will depend on (i) whether the securities are automatically called; (ii) if the securities are automatically called, the actual call date on which the securities are called; and (iii) if the securities are not automatically called, the actual ending level.

Call dates and call premiums

<u>Call Date</u>	<u>Call Premium</u>	<u>Payment per Security upon an Automatic Call</u>
February 5, 2020	6.60% of the principal amount	\$1,066.00
February 5, 2021	13.20% of the principal amount	\$1,132.00
February 7, 2022	19.80% of the principal amount	\$1,198.00
January 30, 2023	26.40% of the principal amount	\$1,264.00

The last call date is the final calculation day, and payment upon an automatic call on the final calculation day, if applicable, will be made on the stated maturity date.

How the payment at stated maturity is calculated

If the closing level of the Index is less than the starting level on each of the four call dates, the securities will not be automatically called, and on the stated maturity date, you will receive a payment at stated maturity per security determined as follows:

- If the ending level is less than the starting level, but greater than or equal to the threshold level, the payment at stated maturity will be equal to \$1,000
- If the ending level is less than the threshold level, the payment at stated maturity will be equal to \$1,000 minus

$$\$1,000 \times \frac{\text{threshold level} - \text{ending level}}{\text{starting level}}$$

Any positive return on the securities will be limited to the applicable call premium, even if the closing level of the Index significantly exceeds the starting level on the applicable call date. You will not participate in any appreciation of the Index beyond the applicable call premium. If the securities are not automatically called prior to the final calculation day and the ending level is less than the threshold level, you will receive less, and possibly 90% less, than the principal amount of your securities at stated maturity.

* The graph above sets forth daily closing levels of the Index for the period from January 1, 2014 to January 31, 2019. The closing level on January 31, 2019 was 2,704.10. The historical performance of the Index is not an indication of the future performance of the Index during the term of the securities.

Selected risk considerations

The risks set forth below are discussed in detail in the Risk Factors section in the accompanying pricing supplement, the prospectus supplement and prospectus. Please review those risk disclosures carefully.

- If The Securities Are Not Automatically Called And The Ending Level Is Less Than The Threshold Level, You Will Receive At Stated Maturity Less, And Up To 90% Less, Than The Principal Amount Of Your Securities.
- The Potential Return On The Securities Is Limited To The Call Premium.
- You Will Be Subject To Reinvestment Risk.
- Your Return On The Securities Could Be Less Than If You Owned Securities Included In The Index.
- No Periodic Interest Will Be Paid On The Securities.
- The Securities Are Subject To The Credit Risk Of Canadian Imperial Bank of Commerce.
- The Value Of The Securities Prior To Stated Maturity Will Be Affected By Numerous Factors, Some Of Which Are Related In Complex Ways.
- The Estimated Value Of The Securities Is Not An Indication Of The Price, If Any, At Which Wells Fargo Securities Or Any Other Person May Be Willing To Buy The Securities From You In The Secondary Market.
- Our Estimated Value Of The Securities Is Lower Than The Principal Amount Of The Securities.
- Our Estimated Value Does Not Represent Future Values Of The Securities And May Differ From Others' Estimates.
- Our Estimated Value Was Not Determined By Reference To Credit Spreads For Our Conventional Fixed-Rate Debt.
- The Securities Will Not Be Listed On Any Securities Exchange And We Do Not Expect A Trading Market For The Securities To Develop.
- Historical Levels Of The Index Should Not Be Taken As An Indication Of The Future Performance Of The Index During The Term Of The Securities.
- Changes That Affect The Index May Adversely Affect The Value Of The Securities And The Amount You Will Receive At Stated Maturity.
- We Cannot Control Actions By Any Of The Unaffiliated Companies Whose Securities Are Included In The Index.
- We, Wells Fargo Securities, And Our Respective Affiliates Have No Affiliation With The Index Sponsor And Have Not Independently Verified Its Public Disclosure Of Information.
- A Call Settlement Date And The Stated Maturity Date May Be Postponed If A Calculation Day Is Postponed.
- We Or One Of Our Affiliates Will Be The Calculation Agent And, As A Result, Potential Conflicts Of Interest Could Arise.
- Our Economic Interests And Those Of Any Dealer Participating In The Offering Of Securities Will Potentially Be Adverse To Your Interests.
- The U.S. Federal Tax Consequences Of An Investment In The Securities Are Unclear.
- There Can Be No Assurance That The Canadian Federal Income Tax Consequences Of An Investment In The Securities Will Not Change In The Future.
- The Amount You Receive On The Securities Will Depend Upon The Performance Of The Index And Therefore The Securities Are Subject To The Following Risks, As Discussed In More Detail In The Prospectus Supplement:
 - *The Issuer of a Security or Currency That Comprises an Index Could Take Actions That May Adversely Affect an Indexed Note.*
 - *Investors in Indexed Notes Will Have No Ownership of the Underlying Securities.*
 - *An Index to Which a Note Is Linked Could Be Changed or Become Unavailable.*

Not suitable for all investors

Investment suitability must be determined individually for each investor. The securities described herein are not a suitable investment for all investors. In particular, no investor should purchase the securities unless they understand and are able to bear the associated market, liquidity and yield risks. Unless market conditions and other relevant factors change significantly in your favor, a sale of the securities prior to maturity is likely to result in sale proceeds that are substantially less than the principal amount of the securities. Canadian Imperial Bank of Commerce, Wells Fargo Securities and their respective affiliates are not obligated to purchase the securities from you at any time prior to maturity.

The Issuer has filed a registration statement (including a prospectus and a prospectus supplement) with the Securities and Exchange Commission (the "SEC") for the offering to which this communication relates. Before you invest, you should read the prospectus and the prospectus supplement in that registration statement and other documents the Issuer has filed with the SEC for more complete information about the Issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC website at www.sec.gov. Alternatively, any agent or any dealer participating in the offering will arrange to send you the prospectus and the prospectus supplement if you request them by calling your financial advisor or by calling Wells Fargo Securities at 866-346-7732.

Consult your tax advisor

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Investors should review carefully the accompanying pricing supplement, prospectus supplement and prospectus and consult their tax advisors regarding the application of the U.S. federal income tax laws to their particular circumstances, as well as any tax consequences arising under the laws of any state, local or foreign jurisdiction.

Wells Fargo Advisors is a trade name used by Wells Fargo Clearing Services, LLC and Wells Fargo Advisors Financial Network, LLC, members SIPC, separate registered broker-dealers and non-bank affiliates of Wells Fargo & Company.

We have entered into an agreement with S&P Dow Jones Indices LLC providing us and certain of our affiliates or subsidiaries identified in that agreement with a non-exclusive license and, for a fee, with the right to use the Index, which is owned and published by S&P Dow Jones Indices LLC, in connection with certain securities, including these securities.

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S&P Dow Jones Indices LLC and its licensors (the Licensors) have no relationship to us, other than the licensing of the Index and the related trademarks for use in connection with the securities.

S&P Dow Jones Indices LLC and its Licensors do not sponsor, endorse, sell or promote the securities; recommend that any person invest in the securities; have any responsibility or liability for or make any decisions about the timing, amount or pricing of the securities; have any responsibility or liability for the administration, management or marketing of the securities; or consider the needs of the securities or the owners of the securities in determining, composing or calculating the Index or have any obligation to do so.

S&P Dow Jones Indices LLC and its Licensors will not have any liability in connection with the securities. Specifically, S&P Dow Jones Indices LLC and its Licensors do not make any warranty, express or implied and disclaim any and all warranty about: the results to be obtained by the securities, the owners of the securities or any other person in connection with the use of the Index and the data included in the Index; the accuracy or completeness of the Index and its data; and the merchantability and the fitness for a particular purpose or use of the Index and its data. S&P Dow Jones Indices LLC and its Licensors will have no liability for any errors, omissions or interruptions in the Index or its data. Under no circumstances will S&P Dow Jones Indices LLC or its Licensors be liable for any lost profits or indirect, punitive, special or consequential damages or losses, even if S&P Dow Jones Indices LLC or its Licensors knows that they might occur. The licensing agreement between us and S&P Dow Jones Indices LLC is solely for our benefit and the benefit of S&P Dow Jones Indices LLC and not for the benefit of the owners of the securities or any other third parties.

t limitation, such matters as disposing of one or more businesses; selling the Issuer or acquiring another company or business; changing operating or marketing strategies; adopting, not adopting, modifying, or eliminating certain types of anti-takeover measures; restructuring the Issuer's capitalization; reviewing dividend and compensation policies; entering into agreements with third parties relating to acquisitions of securities issued or to be issued by the Issuer; entering into agreements with the management of the Issuer relating to acquisitions of shares of the Issuer by members of management, issuance of options to management, or their employment by the Issuer.

Other than as described above, each of the Reporting Persons reports that neither it, nor to its knowledge any of the other persons named in Item 2 of this Schedule 13D, currently has any plan or proposal that relates to, or may result in, any of the matters listed in Items 4(a) (j) of Schedule 13D, although the Reporting Persons may, at any time and from time to time, review or reconsider their position and/or change their purpose and/or formulate plans or proposals with respect thereto.

Item 5. Interest in Securities of the Issuer

(a) and (b) The information contained on the cover pages to this Schedule 13D and the information set forth or incorporated in Items 2, 3, 4 and 6 is incorporated herein by reference.

As of March 10, 2008, as a result of the consummation of the Transaction Agreement, the TPG IV Funds collectively own 66,079,438 shares of Issuer Common Stock directly, representing 19.4% of the outstanding Issuer Common Stock. As described in greater detail in Item 2 above, Advisors IV through its affiliation with the TPG IV Funds may be considered to be the beneficial owner of the Issuer Common Stock directly owned by the TPG IV Funds.

As of March 10, 2008, as a result of the consummation of the Transaction Agreement, the TPG V Funds collectively own 66,079,437 shares of Issuer Common Stock directly, representing 19.4% of the outstanding Issuer

Common Stock. As described in greater detail in Item 2 above, Advisors V through its affiliation with the TPG V Funds may be considered to be the beneficial owner of the Issuer Common Stock directly owned by the TPG V Funds.

The shares of Issuer Common Stock beneficially owned by the TPG Funds represent approximately 38.8% of the outstanding shares of Issuer Common Stock as of March 10, 2008, assuming that there are 340,425,441 shares of Issuer Common Stock outstanding on such date. As described in greater detail in Item 2 above, David Bonderman and James G. Coulter are directors, officers and sole shareholders of Advisors IV and Advisors V. Therefore, Messrs. Bonderman and Coulter may be deemed to be the beneficial owners of the 132,158,875 shares of Issuer Common Stock directly held in the aggregate by the TPG Funds, which represents approximately 38.8% of the outstanding shares of Issuer Common Stock.

By virtue of the Stockholders Agreement and the Registration Rights Agreement, the Covered Stockholders may be deemed to be a group within the meaning of Rule 13d-5(b) under the Exchange Act. As members of the group, each of the Covered Stockholders may be deemed to beneficially own the Issuer Common Stock beneficially owned by the members of the group as a whole. If deemed a group, the Reporting Persons together with the other Covered Stockholders may be deemed to beneficially own, in the aggregate, 268,821,452 shares of Issuer Common Stock, representing approximately 79.0% of the Issuer Common Stock, based on the number of shares outstanding as of the close of business on March 10, 2008. Each of the Reporting Persons expressly disclaims beneficial ownership of those shares of Issuer Common Stock held by any other Covered Stockholder.

(c) Except as set forth in this Item 5, none of the Reporting Persons or, to the best knowledge of each of the Reporting Persons, without independent verification, any person named in Item 2, has engaged in any transaction during the past 60 days involving shares of Issuer Common Stock.

(d) Other than the Reporting Persons, no other person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares of Issuer Common Stock referred to in this Item 5.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

Except as set forth in Item 4 of this Schedule 13D, to the best knowledge of the Reporting Persons, there are no other contracts, arrangements, understandings or relationships (legal or otherwise) between the Reporting Persons and any other person with respect to any securities of the Issuer.

Item 7. Material to be Filed as Exhibits

Exhibit Number	Description of Exhibits
1.	Agreement of Joint Filing as required by Rule 13d-1(k)(1) under the Act (incorporated by reference to the Agreement of Joint Filing, dated as of February 29, 2008, by and among TPG Advisors II, Inc., TPG Advisors III, Inc., TPG Advisors IV, Inc., TPG Advisors V, Inc., T3 Advisors II, Inc., Tarrant Advisors, Inc., Tarrant Capital Advisors, Inc., TPG Asia Advisors II, Inc., TPG Asia Advisors V, Inc., David Bonderman and James G. Coulter, (incorporated by reference to Exhibit 1 to the Schedule 13D filed on February 29, 2008)).
2.	Transaction Agreement and Agreement and Plan of Merger, dated as of July 9, 2007, among Graphic Packaging Corporation, Bluegrass Container Holdings, LLC, TPG Bluegrass IV AIV 1, L.P., TPG Bluegrass IV AIV 2, L.P., TPG Bluegrass V AIV 1, L.P., TPG Bluegrass V AIV 2, L.P., TPG FOF V A, L.P., TPG FOF V B, L.P., TPG Bluegrass IV, L.P., TPG Bluegrass IV, Inc., TPG Bluegrass V, L.P. and TPG Bluegrass V, Inc., Field Holdings, Inc., BCH Management, LLC, Graphic Packaging Holding Company (f/k/a New Giant Corporation) and Giant Merger Sub, Inc. (incorporated by reference to Exhibit 2.1 to Graphic Packaging Corporation's Current Report on Form 8-K filed July 11, 2007).
3.	Stockholders Agreement, dated as of July 9, 2007, among Graphic Packaging Holding Company (f/k/a New Giant Corporation), the Coors Family Stockholders named therein, Clayton, Dubilier & Rice Fund V Limited Partnership, EXOR Group S.A., Field Holdings, Inc., TPG Bluegrass IV AIV 1, L.P., TPG Bluegrass IV AIV 2 L.P., TPG Bluegrass V AIV 1, L.P., TPG Bluegrass V AIV 2, L.P., TPG FOF V A, L.P., TPG FOF V B, L.P., TPG Bluegrass IV, L.P., TPG Bluegrass IV, Inc., TPG Bluegrass V, L.P. and TPG Bluegrass V, Inc., (incorporated by reference to Exhibit 4.2 to Graphic Packaging Corporation's Current Report on Form 8-K filed July 11, 2007).
4.	Registration Rights Agreement, dated as of July 9, 2007, among Graphic Packaging Holding Company (f/k/a New Giant Corporation), the Coors Family Stockholders named therein, Clayton, Dubilier & Rice Fund V Limited Partnership, EXOR Group S.A., Field Holdings, Inc., TPG Bluegrass IV AIV 1, L.P., TPG Bluegrass IV AIV 2 L.P., TPG Bluegrass V AIV 1, L.P., TPG Bluegrass V AIV 2 L.P., TPG FOF V A, L.P., TPG FOF V B, L.P., TPG Bluegrass IV, L.P., TPG Bluegrass IV, Inc., TPG Bluegrass V, L.P. TPG Bluegrass V, Inc., BCH Management, LLC and certain other stockholders (incorporated by reference to Exhibit 4.3 to Graphic Packaging Corporation's Current Report on Form 8-K filed July 11, 2007).

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

TPG ADVISORS IV, INC.

By: /s/ Clive D. Bode
Name: Clive D. Bode
Title: Vice President

TPG ADVISORS V, INC.

By: /s/ Clive D. Bode
Name: Clive D. Bode
Title: Vice President

By: /s/ Clive D. Bode
Clive D. Bode, on behalf of David Bonderman (1)

By: /s/ Clive D. Bode
Clive D. Bode, on behalf of James G. Coulter (2)

Dated: March 20, 2008

- (1) Clive D. Bode is signing on behalf of Mr. Bonderman pursuant to an authorization and designation letter dated August 31, 2006, which was previously filed with the Securities and Exchange Commission (Commission) as an exhibit to a Form 4 filed by Mr. Bonderman on March 1, 2007.
- (2) Clive D. Bode is signing on behalf of Mr. Coulter pursuant to an authorization and designation letter dated August 31, 2006, which was previously filed with the Commission as an exhibit to a Form 4 filed by Mr. Coulter on March 1, 2007.

SCHEDULE A

The names of the directors and the names and titles of the executive officers of Advisors IV and Advisors V and their principal occupations are set forth below. Each occupation set forth opposite an individual's name refers to each of Advisors IV and Advisors V, and each individual is a United States citizen.

Name	Position	Address
David Bonderman	Chairman of the Board, President	301 Commerce Street Suite 3300 Fort Worth, TX 76102
James G. Coulter	Director, Vice President	301 Commerce Street Suite 3300 Fort Worth, TX 76102
John E. Viola	Vice President, Treasurer	301 Commerce Street Suite 3300 Fort Worth, TX 76102
Clive D. Bode	Vice President, Secretary	301 Commerce Street Suite 3300 Fort Worth, TX 76102
Thomas E. Reinhart	Vice President	301 Commerce Street Suite 3300 Fort Worth, TX 76102
Jonathan J. Coslet	Vice President	301 Commerce Street Suite 3300 Fort Worth, TX 76102
David Reintjes	Chief Compliance Officer, Assistant Secretary	301 Commerce Street Suite 3300 Fort Worth, TX 76102
G. Douglas Puckett	Assistant Treasurer	301 Commerce Street Suite 3300 Fort Worth, TX 76102
S. Michelle Reese	Assistant Secretary	301 Commerce Street Suite 3300

INDEX TO EXHIBITS

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2.	Transaction Agreement and Agreement and Plan of Merger, dated as of July 9, 2007, among Graphic Packaging Corporation, Bluegrass Container Holdings, LLC, TPG Bluegrass IV AIV 1, L.P., TPG Bluegrass IV AIV 2, L.P., TPG Bluegrass V AIV 1, L.P., TPG Bluegrass V AIV 2, L.P., TPG FOF V A, L.P., TPG FOF V B, L.P., TPG Bluegrass IV, L.P., TPG Bluegrass IV, Inc., TPG Bluegrass V, L.P. and TPG Bluegrass V, Inc., Field Holdings, Inc., BCH Management, LLC, Graphic Packaging Holding Company (f/k/a New Giant Corporation) and Giant Merger Sub, Inc. (incorporated by reference to Exhibit 2.1 to Graphic Packaging Corporation's Current Report on Form 8-K filed July 11, 2007).
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