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GLOBAL PAYMENTS INC
Form SC 13D/A
May 05, 2004

Schedule 13D

Page 1 of 9

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 3)*

Global Payments Inc.

(Name of Issuer)

Common Stock, no par value

(Title of Class of Securities)

37940X 10 2

(CUSIP Number)

Antonio Molestina, Esq.
Senior Vice President and Deputy General Counsel
Canadian Imperial Bank of Commerce
245 Park Avenue, 42nd Floor
New York, NY 10167
(917) 332-4307

Copy to:

Lee Meyerson, Esq.
Simpson Thacher & Bartlett LLP
425 Lexington Avenue
New York, NY 10017
(212) 455-2000

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

May 5, 2004

(Date of Event which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box ☐.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Section 240.13d-7 for other parties to whom copies are to be sent.

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*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Schedule 13D

Page 2 of 9

CUSIP No. 37940X 10 2

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Canadian Imperial Bank of Commerce

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) ☐

(b) ☐

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

SC (See Item 3 of Initial Schedule 13D)

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

☐

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Canadian Imperial Bank of Commerce is a bank organized under the Bank Act (Canada)

7 SOLE VOTING POWER

NUMBER OF

8,327,755

SHARES

8 SHARED VOTING POWER
BENEFICIALLY

OWNED BY

0

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EACH	9	SOLE DISPOSITIVE POWER
REPORTING		
PERSON		8,327,755
WITH		

Schedule 13D

Page 3 of 9

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,327,755

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(See Instructions)

☐

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

21.998%

14 TYPE OF REPORTING PERSON (See Instructions)

CO

Schedule 13D

Page 4 of 9

Item 1. Security and Issuer

This Amendment No. 3 is filed by Canadian Imperial Bank of Commerce ("CIBC"). Capitalized terms used herein but not defined herein shall have the meanings ascribed thereto in the Schedule 13D filed on March 30, 2001 by CIBC (the "Initial Schedule 13D"). This Amendment No. 3 hereby supplements and amends the Initial Schedule 13D, Amendment No. 1 thereto filed on June 13, 2001 by CIBC and Amendment No. 2 thereto filed on October 6, 2003 by CIBC. All items or responses not described herein remain as previously reported in the Initial Schedule 13D, as amended by Amendments Nos. 1 and 2 thereto.

The address of the principal executive offices of Global Payments Inc., a Georgia corporation ("GPI"), is 10 Glenlake Parkway, North Tower, Atlanta, Georgia 30328.

Item 2. Identity and Background

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Schedule I to the Initial Schedule 13D is amended by the attached Schedule I. All other responses to Item 2 as reported in the Initial Schedule 13D shall remain the same.

Item 4. Purpose of Transaction

On May 5, 2004, CIBC issued a press release announcing that it was commencing a registered public offering and proposing to enter into a related derivative transaction with respect to the shares of GPI Common Stock that it beneficially owns. The public offering would involve the sale by CIBC to a syndicate of underwriters, for whom Citigroup Global Markets Inc. and CIBC World Markets Corp. would be acting as lead managers, of 1,327,755 shares of GPI Common Stock. In addition, CIBC would grant the underwriters an option to purchase from CIBC up to an additional 1,000,000 shares of GPI Common Stock to cover over-allotments.

The derivative transaction would be executed with an affiliate of Citigroup Global Markets Inc. and would cover the remaining 6,000,000 shares of GPI Common Stock beneficially owned by CIBC. The derivative transaction would settle in multiple tranches over five quarters beginning in April 2006 that would provide CIBC with the opportunity to share in a portion of any increases in the market price of GPI Common Stock over that period while protecting CIBC against significant market price decreases.

A copy of CIBC's May 5, 2004 press release is attached as Exhibit 5 hereto and is incorporated herein by reference.

Item 5. Interest in Securities of the Issuer

CIBC, through its wholly-owned subsidiary CIBC Investments Limited, is the beneficial owner of 8,327,755 shares of GPI Common Stock and has the sole power to vote and dispose of such shares, subject to certain restrictions described in Item 6 of the Initial Schedule 13D. Between October 3, 2003 and February 24, 2004, CIBC sold a total of 690,000 shares of GPI Common Stock in open market sales pursuant to Rule 144 under the Securities Act.

After completion of the underwritten offering, CIBC will beneficially own 7,000,000 shares of GPI Common Stock, or 6,000,000 shares of GPI Common Stock if the underwriters' over-allotment option is fully exercised (representing approximately 18% or 16%, respectively, of the outstanding shares of GPI Common Stock). Of the remaining shares of GPI Common Stock that CIBC beneficially owns, 6,000,000 will be pledged to an affiliate of Citigroup Global Markets Inc. to secure CIBC's obligations under the derivative transaction. The derivative transaction will settle in multiple tranches over five quarters beginning in April 2006, and may be settled, at CIBC's option, by delivery of shares, by cash payments, or by a combination of the two methods. To the extent that the derivative transaction is settled by physical delivery of shares of GPI Common Stock by CIBC to an affiliate of Citigroup Global Markets Inc., rather than by cash settlement, the number of shares of GPI Common Stock beneficially owned by CIBC will be reduced accordingly.

Schedule 13D

Page 5 of 9

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

See Item 4 above.

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Item 7. Material to be Filed as Exhibits

The exhibit list set forth in the Initial Schedule 13D is amended by adding the following:

Exhibit:

5. CIBC Press Release dated May 5, 2004

Schedule 13D

Page 6 of 9

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.

CANADIAN IMPERIAL BANK OF COMMERCE

/s/ Antonio Molestina

Name: Antonio Molestina

Title: Senior Vice President and
Deputy General Counsel

Date: May 5, 2004

Schedule 13D

Page 7 of 9

SCHEDULE I

DIRECTORS AND EXECUTIVE OFFICERS OF CIBC

The following table sets forth the name, business address and present principal occupation or employment of each director and executive officer of CIBC who has been added to the Board of Directors or has had a change in occupation or address since the Initial Schedule 13D. Except as indicated below, each person is a Canadian citizen, and the business address of each person is c/o Canadian Imperial Bank of Commerce, Commerce Court, Toronto, Ontario, Canada M5L 1A2.

Board of Directors	Occupation/Address
Gary F. Colter	President, CRS Inc. (a corporate restructuring management consulting company) Suite 3510, Scotia Plaza 40 King Street West Toronto, Ontario Canada M5H 3Y2
Ivan E. H. Duvar	President and Chief Executive Officer, MIJAC Inc. (a private investment company) 180 Victoria Street East

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Amherst, Nova Scotia
Canada B4H 1Y5

William A. Etherington

Chairman of the Board, CIBC
199 Bay Street
Commerce Court West, 44th Floor
Toronto, Ontario
Canada M5L 1A2

A. L. Flood

Company Director, CIBC
25 King Street West
Commerce Court North, 26th Floor
Toronto, Ontario
Canada M5L 1A2

Margot A. Franssen

President and Partner, The Body Shop Canada
(a chain of retail stores)
469 A King Street West
Toronto, Ontario
Canada M5V 3M4

Schedule 13D

Page 8 of 9

Hon. Gordon D. Giffin

Senior Partner, McKenna Long & Aldridge LLP
(an Atlanta, Georgia based law firm)
303 Peachtree Street, Suite 5300
Atlanta, Georgia
USA 30308

Citizen: United States

John S. Hunkin

President and Chief Executive Officer, CIBC
199 Bay Street
Commerce Court West, 56th Floor
Toronto, Ontario
Canada M5L 1A2

Charles Sirios

Chairman and Chief Executive Officer, Telesystem
Ltd. (a private holding company)
1250 Rene-Levesque Boulevard West, 38th Floor
Montreal, Quebec
Canada H3B 4W8

Ronald W. Tysoe

Vice-Chairman, Federated Department Stores, Inc.
(a department store company in the United States)
7 West Seventh Street
Cincinnati, Ohio
USA 45202-2471

Citizen: Canada and the United States

Executive Officers Who Are Not Directors

S.A. Baxendale

Senior Executive Vice-President, Wealth
Management, CIBC

G.H. Denham

Vice-Chair, Retail Markets, CIBC

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R.A. Lalonde	Senior Executive Vice-President and Chief Administrative Officer, Administration, CIBC
G.T. McCaughey	Vice-Chair, Wealth Management, CIBC; and Chairman and Chief Executive Officer, CIBC World Markets
M.D.Woeller	Vice-Chair and Chief Information Officer, Technology and Operations, Credit Cards and Collections, CIBC
T.D. Woods	Senior Executive Vice-President and Chief Financial Officer, Finance, CIBC

Schedule 13D

Page 9 of 9

The following list sets forth the name of each of the individuals named in Schedule I of the Initial Schedule 13D who are no longer directors or executive officers of CIBC.

Hon. Conrad M. Black

B.M. Cassidy

R.D. Fullerton

D.J. Kassie

Marie-Josée Kravis

R. M. Mark

I. David Marshall

W. Darcy McKeough

Arnold Naimark

Michael Pederson

Michael E.J. Phelps