

BANK OF MONTREAL /CAN/
Form 40-F
December 01, 2015

U.S. Securities and Exchange Commission

Washington, D.C. 20549

Form 40-F

[Check one]

Registration statement pursuant to Section 12 of the Securities Exchange Act of 1934
or

Annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934

For the fiscal year ended October 31, 2015

Commission File Number 001-13354

BANK OF MONTREAL

(Exact name of Registrant as specified in its charter)

Not Applicable

(Translation of Registrant's name into English (if applicable))

Canada

(Province or other jurisdiction of incorporation or organization)

6029

(Primary Standard Industrial Classification Code Number (if applicable))

Not Applicable

(I.R.S. Employer Identification Number (if applicable))

100 King Street West, 1 First Canadian Place, Toronto, Ontario, Canada M5X 1A1 (416-867-6785)

(Address and telephone number of Registrant's principal executive offices)

Colleen Hennessy, Bank of Montreal, 111 West Monroe Street, P.O. Box 755, Chicago, Illinois

60690 (312-461-7745)

(Name, address (including zip code) and telephone number (including area code)

of agent for service in the United States)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

| <u>Title Of Each Class</u> | <u>Name Of Each Exchange On Which Registered</u> |
|----------------------------|--|
| Common Shares | New York Stock Exchange |

Securities registered or to be registered pursuant to Section 12(g) of the Act:

Not Applicable

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:

Not Applicable

For annual reports, indicate by check mark the information filed with this Form:

Annual information form Audited annual financial statements

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

| | |
|--|-------------|
| Common Shares | 642,583,341 |
| Class B Preferred Shares Series 14 | 10,000,000 |
| Class B Preferred Shares Series 15 | 10,000,000 |
| Class B Preferred Shares Series 16 | 6,267,391 |
| Class B Preferred Shares Series 17 | 5,732,609 |
| Class B Preferred Shares Series 25 | 11,600,000 |
| Class B Preferred Shares Series 27 (Non-Viability Contingent Capital (NVCC)) | 20,000,000 |
| Class B Preferred Shares Series 29 (Non-Viability Contingent Capital (NVCC)) | 16,000,000 |
| Class B Preferred Shares Series 31 (Non-Viability Contingent Capital (NVCC)) | 12,000,000 |
| Class B Preferred Shares Series 33 (Non-Viability Contingent Capital (NVCC)) | 8,000,000 |
| Class B Preferred Shares Series 35 (Non-Viability Contingent Capital (NVCC)) | 6,000,000 |
| Class B Preferred Shares Series 36 (Non-Viability Contingent Capital (NVCC)) | 600,000 |

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files).

Yes No

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DISCLOSURE CONTROLS AND PROCEDURES

The information provided under the heading "Management's Annual Report on Disclosure Controls and Procedures and Internal Control over Financial Reporting - Disclosure Controls and Procedures" (page 82) contained in the Bank's Management's Discussion and Analysis for the fiscal year ended October 31, 2015 ("2015 MD&A"), filed as Exhibit 99.2 to this annual report on Form 40-F, is incorporated by reference herein.

INTERNAL CONTROL OVER FINANCIAL REPORTING

a. Management's annual report on internal control over financial reporting

The information provided under the heading "Management's Annual Report on Disclosure Controls and Procedures and Internal Control over Financial Reporting - Internal Control over Financial Reporting" (page 82) contained in the 2015 MD&A, filed as Exhibit 99.2 to this annual report on Form 40-F, is incorporated by reference herein.

b. Auditor's attestation report on internal control over financial reporting

The Bank's shareholders' auditors, KPMG LLP, have issued an audit report on our internal control over financial reporting. This audit report appears on pages 133 and 134 of the Bank's Consolidated Financial Statements for the fiscal year ended October 31, 2015 ("2015 Financial Statements"), filed as Exhibit 99.3 to this annual report on Form 40-F and is incorporated by reference herein.

c. Changes in internal control over financial reporting.

The information provided under the heading "Management's Annual Report on Disclosure Controls and Procedures and Internal Control over Financial Reporting - Changes in Internal Control Over Financial Reporting" (page 82) contained in the 2015 MD&A, filed as Exhibit 99.2 to this annual report on Form 40-F, is incorporated by reference herein.

AUDIT AND CONDUCT REVIEW COMMITTEE FINANCIAL EXPERT

The information provided under the heading "Audit and Conduct Review Committee Information - Composition of the Audit and Conduct Review Committee" (pages 13 and 14) identifying the Audit and Conduct Review Committee Financial Experts, and confirming the independence of the Audit and Conduct Review Committee Financial Experts, as set forth in the Bank's Annual Information Form (dated December 1, 2015), filed as Exhibit 99.1 to this annual report on Form 40-F, is incorporated by reference herein.

CODE OF ETHICS

BMO's Code of Conduct is its code of business conduct and ethics, which is applicable to every director and employee of the Bank. BMO's Code of Conduct is available on the Bank's website www.bmo.com and is available in print without charge to any shareholder upon request.

PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information provided under the heading Shareholders Auditors Services and Fees Shareholders Auditors Fees and Pre-Approval Policies and Procedures (page 83) contained in the 2015 MD&A, filed as Exhibit 99.2 to this annual report on Form 40-F, is incorporated by reference herein.

OFF-BALANCE SHEET ARRANGEMENTS

The information provided under the heading Off-Balance Sheet Arrangements (page 77) contained in the 2015 MD&A, filed as Exhibit 99.2 to this annual report on Form 40-F, is incorporated by reference herein.

TABULAR DISCLOSURE OF CONTRACTUAL OBLIGATIONS

The information provided under the heading Note 30: Contractual Maturities of Assets and Liabilities and Off-Balance Sheet Commitments (page 198) as set forth in the 2015 Financial Statements, filed as Exhibit 99.3 to this annual report on Form 40-F, is incorporated by reference herein.

IDENTIFICATION OF THE AUDIT AND CONDUCT REVIEW COMMITTEE

The information provided under the heading Audit and Conduct Review Committee Information Composition of the Audit and Conduct Review Committee (pages 13 and 14) identifying the Bank's Audit and Conduct Review Committee and confirming the independence of the Audit and Conduct Review Committee as set forth in the Bank's Annual Information Form (dated December 1, 2015), filed as Exhibit 99.1 to this annual report on Form 40-F, is incorporated by reference herein.

SUMMARY OF SIGNIFICANT CORPORATE GOVERNANCE DIFFERENCES

A summary of significant ways corporate governance practices followed by the Bank differ from corporate governance practices required to be followed by U.S. domestic companies under The New York Stock Exchange's listing standards (disclosure required by Section 303A.11 of the NYSE Listed Company Manual) is available on the Bank's website at www.bmo.com.

NOTE ON CERTAIN ACTIVITIES

In 2014 and 2015, the Bank maintained a personal chequing account with a Canadian resident citizen that appears on the Specially Designated Nationals (SDN) list of the U.S. Treasury Department's Office of Foreign Assets Control (OFAC) under Executive Order 13224 (the Executive Order). The Bank continues to maintain this account and monitors its use.

Pursuant to Section 13(r) of the Exchange Act, the Bank is required to disclose whether it or any of its affiliates knowingly engaged in certain activities, transactions or dealings with certain individuals or entities, including those listed on OFAC's SDN list under the Executive Order. Disclosure is generally required even where the activities, transactions or dealings were conducted outside the U.S. in compliance with applicable law. The Bank is not prohibited from doing business with this customer under applicable Canadian law or regulation. Revenues and profits from this relationship were not calculated but would be considered negligible.

UNDERTAKING

Registrant undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to the securities in relation to which the obligation to file an annual report on Form 40-F arises or transactions in said securities.

SIGNATURES

Pursuant to the requirements of the Exchange Act, the Registrant certifies that it meets all of the requirements for filing on Form 40-F and has duly caused this annual report to be signed on its behalf by the undersigned, thereto duly authorized.

Registrant: Bank of Montreal

By: /s/ Thomas E. Flynn
Thomas E. Flynn
Chief Financial Officer

Date: December 1, 2015

EXHIBIT INDEX

| Exhibits | Description |
|----------|---|
| 99.1 | Annual Information Form |
| 99.2 | Management's Discussion and Analysis for the Fiscal Year Ended October 31, 2015 |
| 99.3 | Consolidated Financial Statements for the Fiscal Year Ended October 31, 2015 |
| 99.4 | Consent of Independent Registered Public Accounting Firm dated December 1, 2015 |
| 99.5 | Certifications of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 99.6 | Certifications of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 99.7 | Certifications pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |