

Customers Bancorp, Inc.
Form 4
January 29, 2016

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Ehst Richard A

(Last) (First) (Middle)
1015 PENN AVENUE, SUITE 103

(Street)

WYOMISSING, PA 19610

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Customers Bancorp, Inc. [CUBI]

3. Date of Earliest Transaction
(Month/Day/Year)
08/26/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President & COO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 01/27/2016 | | F ⁽²⁾ | 234 D | \$ 25.7 | 85,603 ⁽³⁾ ⁽⁴⁾ | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options (right to buy) | \$ 23.36 | | | | | 08/26/2020 08/26/2025 | Common Stock | 46,395 |
| Employee Stock Options (right to buy) | \$ 15.23 ⁽⁵⁾ | | | | | 05/21/2018 05/21/2023 | Common Stock | 101,956 |
| Employee Stock Options (right to buy) | \$ 8.86 ⁽⁵⁾ | | | | | 04/06/2015 04/06/2020 | Common Stock | 74,044 |
| Employee Stock Options (right to buy) | \$ 9.55 ⁽⁵⁾ | | | | | 07/14/2015 07/14/2020 | Common Stock | 1,925 |
| Employee Stock Options (right to buy) | \$ 10.91 ⁽⁵⁾ | | | | | 12/28/2015 12/28/2020 | Common Stock | 12,279 |
| Employee Stock Options (right to buy) | \$ 10.91 ⁽⁵⁾ | | | | | 01/31/2016 01/31/2021 | Common Stock | 12,616 |
| Employee Stock Options (right to buy) | \$ 10.91 ⁽⁵⁾ | | | | | 02/28/2016 02/28/2021 | Common Stock | 5,531 |
| | | | | | | 03/07/2016 03/07/2021 | | 4,428 |

| | | | | | |
|---------------------------------------|------------------------|------------|------------|--------------|---------|
| Employee Stock Options (right to buy) | \$ 10.91 <u>(5)</u> | | | Common Stock | |
| Employee Stock Options (right to buy) | \$ 12 <u>(5)</u> | 09/17/2016 | 09/17/2021 | Common Stock | 10,296 |
| Employee Stock Options (right to buy) | \$ 12 <u>(5)</u> | 09/30/2016 | 09/30/2021 | Common Stock | 16,250 |
| Employee Stock Options (right to buy) | \$ 12.73 <u>(5)</u> | 09/20/2017 | 09/20/2022 | Common Stock | 117,345 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Ehst Richard A 1015 PENN AVENUE, SUITE 103 WYOMISSING, PA 19610 | | | President & COO | |

Signatures

/s/ Richard Ehst by Glenn A. Yeager under Power of Attorney

01/29/2016

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Under the terms of the Customers Bancorp, Inc. 2010 Stock Option Plan, these Stock Options will vest and become exercisable on the
- (1) fifth anniversary of date of grant, subject to a 50% increase in the trading price of the company's voting common stock on the NASDAQ Global Select Market (or other national stock market or securities quotation system).
 - (2) Shares withheld for taxes upon vesting of previously issued restricted stock.
 - (3) Includes 63,390 shares of common stock previously reported in Table I separately as Restricted Stock Units.
 - (4) On May 15, 2014, Customers Bancorp, Inc. declared a 10% stock dividend payable to all holders of record of common stock on May 27, 2014 (the "Stock Dividend"). As a result, the reporting person received additional shares of common stock as of June 30, 2014.
 - (5) Exercise price adjusted to account for Stock Dividend.

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- Under the terms of the Customers Bancorp, Inc. 2010 Stock Option Plan, these Stock Options will vest and become exercisable on the
- (6) fifth anniversary of the date of grant, subject to either (i) total shareholder returns over the vesting period of at least 50%, or (ii) compound annual growth in diluted EPS for the company of at least 10% over the vesting period.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.