

Customers Bancorp, Inc.  
 Form 4  
 March 21, 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 \*  
**SIDHU JAY S**

(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)  
 02/24/2016

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)  
 Chairman & CEO

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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|  |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Restricted Stock Units (Common Stock)                    | 02/24/2016                           |  | A <sup>(3)</sup>               |   | 38,604  | A  | \$ 0                              |
| Common Stock   |                                      |  |                                |   |   |  | 168,899                           |
| Common Stock   |                                      |  |                                |   |   |  | 355,363                           |
| Restricted Stock Units (Class B Non-Voting Common Stock) |                                      |  |                                |   |   |  | 232,804                           |

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

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(9-02)

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

| 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) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Employee Stock Options (right to buy)      | \$ 22.36   |                                      |  |                                |   | 08/26/2020   | 08/26/2025  | Common Stock | 310,000                    |
| Employee Stock Options (right to buy)      | \$ 15.23   |                                      |  |                                |   | 05/21/2018   | 05/21/2023  | Common Stock | 679,701                    |
| Warrants                                   | \$ 9.55  |                                      |  |                                |   | 06/30/2009   | 06/30/2016  | Common Stock | 215,156                    |
| Warrants                                   | \$ 9.55  |                                      |  |                                |   | 09/30/2009   | 09/30/2016  | Common Stock | 24,080                     |
| Warrants                                   | \$ 9.55  |                                      |  |                                |   | 11/13/2009   | 11/13/2016  | Common Stock | 66,695                     |
| Employee Stock Options (right to buy)      | \$ 8.86  |                                      |  |                                |   | 04/06/2015   | 04/06/2020  | Common Stock | 493,629                    |
| Employee Stock Options (right to buy)      | \$ 8.55  |                                      |  |                                |   | 07/14/2015   | 07/14/2020  | Common Stock | 12,834                     |

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|                                       |          |            |            |                                 |         |
|---------------------------------------|----------|------------|------------|---------------------------------|---------|
| Employee Stock Options (right to buy) | \$ 10.91 | 12/28/2015 | 12/28/2020 | Common Stock                    | 81,864  |
| Employee Stock Options (right to buy) | \$ 10.91 | 01/31/2016 | 01/31/2021 | Common Stock                    | 84,105  |
| Employee Stock Options (right to buy) | \$ 10.91 | 02/28/2016 | 02/28/2021 | Common Stock                    | 36,869  |
| Employee Stock Options (right to buy) | \$ 10.91 | 03/07/2016 | 03/07/2021 | Common Stock                    | 29,514  |
| Employee Stock Options (right to buy) | \$ 12    | 09/17/2016 | 09/17/2021 | Class B Non-Voting Common Stock | 68,639  |
| Employee Stock Options (right to buy) | \$ 12    | 09/30/2016 | 09/30/2021 | Class B Non-Voting Common Stock | 108,334 |
| Employee Stock Options (right to buy) | \$ 12.73 | 09/20/2017 | 09/20/2022 | Common Stock                    | 782,300 |

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships |           |                   |       |
|--|---------------|-----------|-------------------|-------|
|  | Director      | 10% Owner | Officer           | Other |
| SIDHU JAY S<br>1015 PENN AVENUE, SUITE 103<br>WYOMISSING, PA 19610 | X             |           | Chairman<br>& CEO |       |

## Signatures

/s/Jay S. Sidhu by Glenn A. Yeager under Power of Attorney

03/21/2016

\_\_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).

(1) Under the terms of the Customers Bancorp, Inc. 2010 Stock Option Plan, these Stock Options will vest and become exercisable on the 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) Under the terms of the Customers Bancorp, Inc. 2010 Stock Option Plan, these Stock Options will vest and become exercisable on the fifth anniversary of date of grant, subject to a 50% increase in the Fully Diluted Tangible Book Value (as defined and determined in accordance with the 2010 Stock Option Plan) of the company.

(3) Grant of restricted stock award in connection with 2015 performance bonus, with shares vesting in accordance with the terms of the award. A portion of this grant was provided in lieu of a cash bonus payment.

(4) Under the terms of the Customers Bancorp, Inc. 2010 Stock Option Plan, these Stock Options will vest and become exercisable on the 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.

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