

Customers Bancorp, Inc.  
Form 8-A12B  
April 28, 2016

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

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FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

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CUSTOMERS BANCORP, INC.  
(Exact name of registrant as specified in its charter)

Pennsylvania 27-2290659  
(State of incorporation or organization) (IRS Employer Identification No.)

1015 Penn Avenue, Suite 103 19610  
Wyomissing, PA  
(Address of principal executive offices) (Zip Code)

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

| Title of each class<br>to be so registered   | Name of each exchange on which<br>each class is to be registered |
|--|--|
| Fixed-to-Floating Rate Non-Cumulative Perpetual<br>Preferred Stock, Series E, \$1.00 par value per share | New York Stock Exchange  |

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates:

333-209760

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

None

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Item 1. Description of Registrant's Securities to be Registered.

The securities to be registered hereby are shares of Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series E (the "Series E Preferred Stock") of Customers Bancorp, Inc. (the "Registrant"). The description set forth under the caption "Description of the Series E Preferred Stock" in the prospectus supplement dated April 21, 2016, filed by the Registrant with the Securities and Exchange Commission (the "SEC") on April 22, 2016 pursuant to Rule 424(b)(5) under the Securities Act of 1933, as amended, to the prospectus in the Registration Statement on Form S-3 (File No. 333-209760) of the Registrant, dated April 1, 2016, is incorporated herein by reference.

Item 2. Exhibits.

| Exhibit No. | Description  |
|-------------|--|
| 3.1         | Amended and Restated Articles of Incorporation of Customers Bancorp, Inc., incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the SEC on April 30, 2012. |
| 3.2         | Amended and Restated Bylaws of Customers Bancorp, Inc., incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K filed with the SEC on April 30, 2012.                    |
| 3.3         | Articles of Amendment to the Amended and Restated Articles of Incorporation of Customers Bancorp, Inc.,  |

incorporated by  
reference to  
Exhibit 3.1 to the  
Registrant's  
Current Report on  
Form 8-K filed  
with the SEC on  
July 2, 2012.

3.4 Statement with  
Respect to Shares  
relating to the  
Fixed-to-Floating  
Rate  
Non-Cumulative  
Perpetual  
Preferred Stock,  
Series C, as filed  
with the  
Department of  
State of the  
Commonwealth  
of Pennsylvania  
on May 15, 2015,  
incorporated by  
reference to  
Exhibit 3.1 to the  
Registrant's  
Current Report on  
Form 8-K filed on  
May 18, 2015.

3.5 Statement with  
Respect to Shares  
relating to the  
Fixed-to-Floating  
Rate  
Non-Cumulative  
Perpetual  
Preferred Stock,  
Series D, as filed  
with the  
Department of  
State of the  
Commonwealth  
of Pennsylvania  
on January 28,  
2016,  
incorporated by  
reference to  
Exhibit 3.1 to the

Registrant's  
Current Report on  
Form 8-K filed on  
January 29, 2016.

3.6 Statement with  
Respect to Shares  
relating to the  
Fixed-to-Floating  
Rate  
Non-Cumulative  
Perpetual  
Preferred Stock,  
Series E, as filed  
with the  
Department of  
State of the  
Commonwealth  
of Pennsylvania  
on April 27, 2016,  
incorporated by  
reference to  
Exhibit 3.1 to the  
Registrant's  
Current Report on  
Form 8-K filed on  
April 28, 2016.

4.1 Specimen stock  
certificate of  
Customers  
Bancorp, Inc.  
Voting Common  
Stock and Class B  
Non-Voting  
Common Stock,  
incorporated by  
reference to  
Exhibit 4.1 to the  
Registrant's  
Registration  
Statement on  
Form S-1/A filed  
with the SEC on  
May 1, 2012.

4.2 Indenture, dated  
as of July 30,  
2013, by and  
between  
Customers

Bancorp, Inc., as Issuer, and Wilmington Trust, National Association, as Trustee, incorporated by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed with the SEC on July 31, 2013.

4.3 First Supplemental Indenture, dated as of July 30, 2013, by and between Customers Bancorp, Inc., as Issuer, and Wilmington Trust, National Association, as Trustee, incorporated by reference to Exhibit 4.2 to the Registrant's Current Report on Form 8-K filed with the SEC on July 31, 2013.

4.4 6.375% Global Note in aggregate principal amount of \$55,000,000, incorporated by reference to Exhibit 4.3 to the Registrant's Current Report on Form 8-K filed with the SEC on July 31, 2013.

4.5

Amendment to  
First  
Supplemental  
Indenture, dated  
August 27, 2013,  
by and between  
Customers  
Bancorp, Inc. and  
Wilmington Trust  
Company,  
National  
Association, as  
trustee,  
incorporated by  
reference to  
Exhibit 4.1 to the  
Registrant's  
Current Report on  
Form 8-K filed  
with the SEC on  
August 29, 2013.

4.6 6.375% Global  
Note in aggregate  
principal amount  
of \$8,250,000,  
incorporated by  
reference to  
Exhibit 4.2 to the  
Registrant's  
Current Report on  
Form 8-K filed  
with the SEC on  
August 29, 2013.

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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

CUSTOMERS BANCORP, INC.

By: /s/ Robert E. Wahlman

Name: Robert E. Wahlman

Title: Executive Vice President  
and Chief Financial Officer

Date: April 28, 2016

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EXHIBIT INDEX

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3.4 Statement with Respect to Shares relating to the Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series C, as filed with the Department of State of the Commonwealth of Pennsylvania on May 18, 2015, incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on May 18, 2015.

3.5 Statement with Respect to Shares relating to the Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series D, as filed with the Department of State of the Commonwealth of Pennsylvania on January 28, 2016, incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on January 29, 2016.

3.6 Statement with Respect to Shares relating to the Fixed-to-Floating

Rate  
Non-Cumulative  
Perpetual  
Preferred Stock,  
Series E, as filed  
with the  
Department of  
State of the  
Commonwealth  
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