

Customers Bancorp, Inc.
 Form 4
 February 01, 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)

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)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Restricted Stock Units (Common Stock)	01/27/2016		F(3)		428	D	\$ 25.7
Common Stock						D	355,363
Restricted Stock Units (Class B Non-Voting Common Stock)						D	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)	\$ 23.36					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 1015 PENN AVENUE, SUITE 103 WYOMISSING, PA 19610	X		Chairman & CEO	

Signatures

/s/ Jay S. Sidhu 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).

Under the terms of the Customers Bancorp, Inc. 2010 Stock Option Plan, these Stock Options will vest and become exercisable on the
(2) 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) Shares withheld for taxes upon vesting of previously issued restricted stock award.

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