

Customers Bancorp, Inc.
Form 5
February 17, 2015

FORM 5

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2014

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 Reporting

(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 at end of Issuer's Fiscal Year (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 | 05/27/2014 | ^ | J | 30,012 (3) A \$ 0 | 330,142 | D | ^ |
| Restricted Stock Units (Common Stock) | 05/27/2014 | ^ | J | 37,714 (3) A \$ 0 | 96,245 | D | ^ |
| Restricted Stock Units (Class B) | 05/27/2014 | ^ | J | 21,164 (3) A \$ 0 | 232,804 | D | ^ |

Non-Voting
Common
Stock)

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)

| 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 Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|------------------|---|--------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Employee Stock Options (right to buy) | \$ 15.23 ⁽⁴⁾ | 05/27/2014 | Â | J | 61,791 ⁽³⁾ | Â | 05/21/2018 | 05/21/2023 | Common Stock |
| Warrants | \$ 9.55 ⁽⁴⁾ | 05/27/2014 | Â | J | 19,560 ⁽³⁾ | Â | 06/30/2009 | 06/30/2016 | Common Stock |
| Warrants | \$ 9.55 ⁽⁴⁾ | 05/27/2014 | Â | J | 2,189 ⁽³⁾ | Â | 09/30/2009 | 09/30/2016 | Common Stock |
| Warrants | \$ 9.55 ⁽⁴⁾ | 05/27/2014 | Â | J | 6,063 ⁽³⁾ | Â | 11/13/2009 | 11/13/2016 | Common Stock |
| Employee Stock Options (right to buy) | \$ 8.86 ⁽⁴⁾ | 05/27/2014 | Â | J | 44,875 ⁽³⁾ | Â | 04/06/2015 | 04/06/2020 | Common Stock |
| Employee Stock Options (right to buy) | \$ 8.55 ⁽⁴⁾ | 05/27/2014 | Â | J | 1,167 ⁽³⁾ | Â | 07/14/2015 | 07/14/2020 | Common Stock |
| Employee Stock Options (right to buy) | \$ 10.91 ⁽⁴⁾ | 05/27/2014 | Â | J | 7,442 ⁽³⁾ | Â | 12/28/2015 | 12/28/2020 | Common Stock |

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|---------------------------------------|-----------------|------------|---|---|---------------|---|------------|------------|---------------------------------|
| Employee Stock Options (right to buy) | \$ 10.91 (4) | 05/27/2014 | Â | J | 7,646 (3) | Â | 01/31/2016 | 01/31/2021 | Common Stock |
| Employee Stock Options (right to buy) | \$ 10.91 (4) | 05/27/2014 | Â | J | 3,352 (3) | Â | 02/28/2016 | 02/28/2021 | Common Stock |
| Employee Stock Options (right to buy) | \$ 10.91 (4) | 05/27/2014 | Â | J | 2,683 (3) | Â | 03/07/2016 | 03/07/2021 | Common Stock |
| Employee Stock Options (right to buy) | \$ 12 (4) | 05/27/2014 | Â | J | 6,240 (3) | Â | 09/17/2016 | 09/17/2021 | Class B Non-Voting Common Stock |
| Employee Stock Options (right to buy) | \$ 12 (4) | 05/27/2014 | Â | J | 9,849 (3) | Â | 09/30/2016 | 09/30/2021 | Class B Non-Voting Common Stock |
| Employee Stock Options (right to buy) | \$ 12.73 (4) | 05/27/2014 | Â | J | 71,118 (3) | Â | 09/20/2017 | 09/20/2022 | Common Stock |

Reporting Owners

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

Signatures

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

02/17/2015

__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 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 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.

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.

Exercise price adjusted to account for the Stock Dividend.

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