

Customers Bancorp, Inc.
Form 4
March 15, 2017

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)
02/28/2017

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 and 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 Indirect Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/28/2017		A ⁽¹⁾		1,935 A \$ 0	67,438 ⁽²⁾ ⁽³⁾	D
Common Stock	03/13/2017		M		45,000 ⁽⁴⁾ A \$ 8.86	112,438 ⁽²⁾ ⁽³⁾	D
Common Stock	03/13/2017		S		45,000 ⁽⁶⁾ D \$ 33.27 ⁽⁵⁾	67,438 ⁽²⁾ ⁽³⁾	D
Common Stock	03/14/2017		M		19,544 ⁽⁴⁾ A \$ 8.86	86,982 ⁽²⁾ ⁽³⁾	D
Common Stock	03/14/2017		M		9,000 ⁽⁴⁾ A \$ 10.91	95,982 ⁽²⁾ ⁽³⁾	D

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Common Stock	03/14/2017	S	28,544 (6)	D	\$ 33.01 (9)	67,438	(2) (3)	D
Common Stock	03/14/2017	M	1,925	A	\$ 9.55	69,363	(2) (3)	D
Common Stock	03/14/2017	M	3,279	A	\$ 10.91	72,642	(2) (3)	D
Common Stock	03/14/2017	M	12,616	A	\$ 10.91	85,258	(2) (3)	D
Common Stock	03/14/2017	M	5,531	A	\$ 10.91	90,789	(2) (3)	D
Common Stock	03/14/2017	M	4,428	A	\$ 10.91	95,217	(2) (3)	D
Common Stock	03/14/2017	M	10,296	A	\$ 12	105,513	(2) (3)	D
Common Stock	03/14/2017	M	16,250	A	\$ 12	121,763	(2) (3)	D

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)	\$ 8.86 (7)	03/13/2017		M	45,000 (4)	04/06/2015	04/06/2020	Common Stock	45,000
Employee Stock Options	\$ 8.86 (7)	03/14/2017		M	19,544 (4)	04/06/2015	04/06/2020	Common Stock	19,544

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(right to buy)									
Employee Stock Options (right to buy)	\$ <u>10.91</u> ⁽⁷⁾	03/14/2017	M	<u>9,000</u> ⁽⁴⁾	10/28/2015	12/28/2020	Common Stock	9,000	
Employee Stock Options (right to buy)	\$ <u>9.55</u> ⁽⁷⁾	03/14/2017	M	<u>1,925</u> ⁽⁴⁾	07/14/2015	07/14/2020	Common Stock	1,925	
Employee Stock Options (right to buy)	\$ <u>10.91</u> ⁽⁷⁾	03/14/2017	M	<u>3,279</u> ⁽⁴⁾	12/28/2015	12/28/2020	Common Stock	3,279	
Employee Stock Options (right to buy)	\$ <u>10.91</u> ⁽⁷⁾	03/14/2017	M	<u>12,616</u> ⁽⁴⁾	01/31/2016	01/31/2021	Common Stock	12,616	
Employee Stock Options (right to buy)	\$ <u>10.91</u> ⁽⁷⁾	03/14/2017	M	<u>5,531</u> ⁽⁴⁾	02/28/2016	02/28/2021	Common Stock	5,531	
Employee Stock Options (right to buy)	\$ <u>10.91</u> ⁽⁷⁾	03/14/2017	M	<u>4,428</u> ⁽⁴⁾	03/07/2016	03/07/2021	Common Stock	4,428	
Employee Stock Options (right to buy)	\$ <u>12</u> ⁽⁷⁾	03/14/2017	M	<u>10,296</u> ⁽⁴⁾	09/17/2016	09/17/2021	Common Stock	10,296	
Employee Stock Options (right to buy)	\$ <u>12</u> ⁽⁷⁾	03/14/2017	M	<u>16,250</u> ⁽⁴⁾	09/30/2016	09/30/2021	Common Stock	16,250	

Reporting Owners

Reporting Owner Name / Address	Relationships
Reporting Owners	

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Director 10% Owner Officer Other

Ehst Richard A
1015 PENN AVENUE, SUITE 103
WYOMISSING, PA 19610

President
and COO

Signatures

/s/ Richard Ehst by Carlyn D'Amico Under Power of
Attorney

03/15/2017

__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) Grant of restricted stock award in connection with 2016 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.
- (2) 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.
- (3) Includes 26,810 Restricted Stock Units
- (4) Stock Options exercised.

This transaction was executed in multiple trades at prices ranging from \$33.15 to \$33.51. The price reported above reflects the weighted
(5) average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (6) Sale of Common Stock in connection with broker assisted cashless exercise of options.
- (7) Exercise price adjusted to account for Stock Dividend.
- (8) 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 a 50% increase in the trading price of the company's voting common stock.

- This transaction was executed in multiple trades at prices ranging from \$32.82 to \$33.32. The price reported above reflects the weighted
(9) average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

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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