

Customers Bancorp, Inc.
Form 8-K
November 03, 2016

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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the
Securities Exchange Act of 1934

Date of Report (date of earliest event reported): November 3, 2016

CUSTOMERS BANCORP, INC.
(Exact Name of Registrant as specified in its charter)

| | | |
|-----------------|--------------------------|----------------|
| Pennsylvania | 001-35542 | 27-2290659 |
| (State or other | | (I.R.S. |
| jurisdiction | (Commission File Number) | Employer |
| of | | Identification |
| incorporation) | | No.) |

1015 Penn Avenue
Suite 103
Wyomissing PA 19610
(Address of principal
executive offices, including
zip code)

(610) 933-2000
(Registrant's telephone
number, including area
code)

None
(Former name or former
address, if changed since
last report)

Check the appropriate box below if the form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions (see General Instructions A.2. below):

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Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.02 Termination of a Material Definitive Agreement

On August 11, 2016, Customers Bancorp, Inc. (the "Company") entered into an At Market Issuance Sales Agreement (the "Sales Agreement") with FBR Capital Markets & Co., Keefe, Bruyette & Woods, Inc. and Maxim Group LLC (collectively, the "Distribution Agents"), pursuant which the Company may issue and sell shares of its common stock, par value \$1.00 per share, at any time and from time to time, in an aggregate offering amount up to \$50,000,000. On November 3, 2016, the Company and the Distribution Agents mutually agreed to terminate the Sales Agreement, with the termination to be effective immediately. As a result, no further sales of our common stock will be made pursuant to the Sales Agreement.

Pursuant to the Sales Agreement, the Company sold 219,386 shares of common stock through the Distribution Agents between August 11, 2016 and November 2, 2016, for aggregate proceeds of \$5,696,608. In connection with the sales, the Company paid commissions to the Distribution Agents of \$142,415.

The foregoing description of the Sales Agreement is qualified in its entirety by reference to that agreement, a copy of which was filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on August 11, 2016, and is incorporated herein by reference.

This Current Report on Form 8-K shall not constitute an offer to sell or the solicitation of an offer to buy the securities discussed herein, nor shall there be any offer, solicitation or sale of the securities in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such state.

Item 8.01 Other Events

On November 3, 2016, Customers Bancorp, Inc. (the "Company") issued a press release regarding the commencement of an underwritten public offering of shares of its common stock. A copy of the press release is attached hereto as Exhibit 99.1 to this Current Report on Form 8-K and incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

| Exhibit No. | Description |
|-------------|--|
| 99.1 | <u>Press Release dated November 3, 2016 regarding the commencement of an underwritten public offering of common stock.</u> |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CUSTOMERS BANCORP, INC.

By: /s/ Robert E. Wahlman

Name: Robert E. Wahlman

Title: Executive Vice President and Chief Financial Officer

Date: November 3, 2016

EXHIBIT INDEX

| Exhibit No. | Description |
|----------------|--|
| 99.1 | <u>Press Release,</u> <u>dated November</u> <u>3, 2016,</u> <u>regarding the</u> <u>commencement</u> <u>of an</u> <u>underwritten</u> <u>public offering</u> <u>of common</u> <u>stock.</u> |
