
**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): May 30, 2019


Customers Bancorp, Inc.
(Exact name of registrant as specified in its charter)

Pennsylvania

(State or other jurisdiction of
incorporation or organization)

001-35542

(Commission File number)

27-2290659

(IRS Employer
Identification 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)

N/A
(Former name, former address and former fiscal year, 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):

- ☐ 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2). Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

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

<u>Title of Each Class</u>	<u>Trading Symbols</u>	<u>Name of Each Exchange on which Registered</u>
Voting Common Stock, par value \$1.00 per share	CUBI	New York Stock Exchange
Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series C, par value \$1.00 per share	CUBI/PC	New York Stock Exchange
Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series D, par value \$1.00 per share	CUBI/PD	New York Stock Exchange
Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series E, par value \$1.00 per share	CUBI/PE	New York Stock Exchange
Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series F, par value \$1.00 per share	CUBI/PF	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

As approved by the shareholders of Customers Bancorp, Inc. (the "Company") at its 2019 Annual Meeting of Shareholders (the "Annual Meeting") on May 30, 2019, the Company has amended its Amended and Restated Articles of Incorporation to adopt a majority voting standard in uncontested elections of directors (the "Amendment"). The Amendment was effective upon filing with the Pennsylvania Department of State on May 31, 2019.

The text of the Amendment is attached as Exhibit 3.1 to this Form 8-K and incorporated herein by reference.

Item 5.07. Submission of Matters to a Vote of Security Holders

The Company held its Annual Meeting of Shareholders on May 30, 2019 for the purpose of considering and acting upon the below proposals. A total of 31,145,896 shares were outstanding and entitled to vote at the Annual Meeting. The number of votes cast for, against, or withheld as to each such matter or nominee, as well as the number of abstentions as to each such matter or nominee, are set forth below.

- To elect three Class II directors of the Company to serve a three-year term.*

	FOR	WITHHELD	BROKER NON-VOTES
Andrea Allon	22,326,997	2,087,626	3,488,616
Rick B. Burkey	24,284,648	129,975	3,488,616
Daniel K. Rothermel	22,159,953	2,254,670	3,488,616

The following additional directors continued in office after the Annual Meeting: Jay Sidhu, Bhanu Chaudrie, T. Lawrence Way, and Steven J. Zuckerman.

- To ratify the appointment of Deloitte & Touche LLP as independent registered public accounting firm of the Company for the fiscal year ending December 31, 2019.*

FOR	AGAINST	ABSTAIN
27,777,027	114,681	11,531

3. *To approve a non-binding advisory resolution on executive officer compensation.*

FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
23,157,202	1,176,894	80,527	3,488,616

4. *To approve an amendment to the Company's Amended and Restated Articles of Incorporation to adopt a majority voting standard in uncontested elections of directors.*

FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
24,379,705	23,207	11,711	3,488,616

5. *To approve the 2019 Stock Incentive Plan.*

FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
16,628,034	7,778,483	8,106	3,488,616

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

Exhibit	Description
Exhibit 3.1	Amendment to the Company's Amended and Restated Articles of Incorporation to adopt a majority voting standard in uncontested elections of directors.

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/ Carla A. Leibold

Name: Carla A. Leibold

Title: Executive Vice President - Chief Financial Officer and Treasurer

Date: June 3, 2019

The amendment adopted by Customers Bancorp, Inc. to add a new Article Eighteenth, set forth in full, is as follows:

“EIGHTEENTH: In an election of directors of the Corporation, the following shall apply:

In an election of directors of the Corporation that is not a contested election (as defined in this Article EIGHTEENTH), each share of capital stock of the Corporation entitled to vote in an election of directors shall be entitled to vote “for” or “against” or to abstain from voting for each nominee for election as a director.

Subject to the rights of any class or series of stock entitled to elect members of the board of directors of the Corporation, in an election of directors of the Corporation that is not a contested election, to be elected as a director, a nominee for election as a director must receive the affirmative vote of a majority of the votes cast with respect to the election of that nominee. For purposes of this Article EIGHTEENTH, the “affirmative vote of a majority of the votes cast” means that the number of shares voted “for” must exceed the number of shares voted “against” with respect to the election of that nominee. For the avoidance of doubt, abstentions and broker non-votes will not be included in the votes cast.

Subject to the rights of any class or series of stock entitled to elect members of the board of directors of the Corporation, in an election of directors of the Corporation that is a contested election, the nominees for election as directors of the Corporation receiving the highest number of affirmative votes shall be elected.

For purposes of this Article EIGHTEENTH, a “contested election” means any election of directors in which the number of candidates for election as directors exceeds the number of directors to be elected. The determination of the number of candidates for purposes of this Article EIGHTEENTH shall be made by the Secretary of the Corporation as of (i) the expiration of the time fixed by the Corporation’s bylaws (as then in effect) for advance notice by a shareholder of an intention to nominate candidates for election as directors of the Corporation or (ii) in the absence of such an advance notice provision, at a time publicly announced by the board of directors which is not more than 14 days before notice is given of the meeting of shareholders of the Corporation at which the election is to occur. The determination that an election is a “contested election” for purposes of this Article EIGHTEENTH shall be determinative only as to the timeliness of a notice of an intention to nominate candidates for election as directors and not otherwise as to the validity of such notice.

If a nominee for director who is an incumbent director standing for re-election is not elected and no successor has been elected at the meeting of the shareholders of the Corporation with respect to such nominee’s election, such director shall promptly tender his or her resignation to the board of directors. Such resignation shall be contingent only upon acceptance of the resignation by the board of directors. The Nominating and Governance Committee of the board of directors shall make a recommendation to the board of directors as to whether to accept or reject the tendered resignation, or whether other action should be taken. The board of directors shall act on the tendered resignation, taking into account the recommendation of the Nominating and

Governance Committee, and publicly disclose (by a press release, a filing with the Securities and Exchange Commission or other broadly disseminated means of communication) its decision regarding the resignation tendered by the director and the rationale for the determination by the board of directors within 90 days from the date of the certification of the election results. The Nominating and Governance Committee in making its recommendation, and the board of directors in making its determination, may each consider any factors or other information that the Nominating and Governance Committee and the board of directors, as applicable, considers appropriate and relevant under the circumstances. The director tendering his or her resignation pursuant to this Article EIGHTEENTH shall not participate in the recommendation of the Nominating and Governance Committee or the determination of the board of directors with respect to his or her resignation. If such incumbent director's resignation is not accepted by the board of directors, such director shall continue to serve until the next annual meeting at which the class of directors of which such director is a member stands for election and until his or her successor is duly elected, or his or her earlier death, resignation or removal.

If a director's resignation is accepted by the board of directors pursuant to this Article EIGHTEENTH, or if a nominee for director is not elected and such nominee is not an incumbent director standing for re-election, then the board of directors, in its sole discretion, may fill any resulting vacancy pursuant to the provisions of Article EIGHTH hereof and Article Four, Section 4.04 of the Corporation's Amended and Restated Bylaws, as amended (or successor provision), or may decrease the size of the Board of Directors pursuant to the provisions of Article EIGHTH hereof and Article Four, Section 4.03 of the Corporation's Amended and Restated Bylaws, as amended (or successor provision).

To be eligible to be a nominee for election or re-election as a director of the Corporation, a person must deliver to the Secretary of the Corporation a written agreement, in the form provided by the Secretary of the Corporation that he or she will abide by the requirements of this Article EIGHTEENTH with respect to the obligation to tender his or her resignation under the conditions described in this Article EIGHTEENTH."