

**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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

Date of Report (date of earliest event reported): June 27, 2012

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

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Pennsylvania  
(State or other jurisdiction  
of incorporation)

333-166225  
(Commission File Number)

27-2290659  
(I.R.S. Employer  
Identification No.)

1015 Penn Avenue  
Suite 103  
Wyomissing PA 19610

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

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

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

Customers Bancorp, Inc. (the “Company”) held its Annual Meeting of Shareholders on June 27, 2012 for the purpose of considering and acting upon the below proposals. A total of 8,503,541 shares were outstanding and entitled to vote at the Annual Meeting, of which 4,987,903 shares were voted.

*1. To elect one Class I director of the Company to serve a three-year term.*

The shareholders of the Company elected Jay S. Sidhu as a Class I director to serve a three year term expiring in 2015 by the following vote:

	<b>FOR</b>	<b>WITHHELD</b>	<b>BROKER NON-VOTES</b>
Jay S. Sidhu	4,913,760	19,287	54,856

The following additional directors continued in office after the Annual Meeting: John R. Miller, Daniel K. Rothermel, T. Lawrence Way, and Steven J. Zuckerman.

*2. To approve and ratify the Amendment and Restatement of the Customers Bancorp, Inc. Amended and Restated 2004 Incentive Equity and Deferred Compensation Plan.*

The shareholders of the Company approved and ratified the Amendment and Restatement of the Customers Bancorp, Inc. Amended and Restated 2004 Incentive Equity and Deferred Compensation Plan by the following vote:

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>	<b>BROKER NON-VOTES</b>
4,646,873	285,228	946	54,856

*3. To approve and ratify an amendment to the Company's Amended and Restated Articles of Incorporation to provide that Subchapter G - Control Share Acquisitions - of the Pennsylvania Business Corporation Law shall not be applicable to the Company.*

The shareholders of the Company approved and ratified the amendment to the Company's Amended and Restated Articles of Incorporation to provide that Subchapter G - Control Share Acquisitions - of the Pennsylvania Business Corporation Law shall not be applicable to the Company by the following vote:

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>	<b>BROKER NON-VOTES</b>
4,905,650	26,981	416	54,856

*4. To approve a non-binding advisory vote on executive officer compensation (“say-on-pay”).*

The shareholders of the Company approved the say-on pay proposal by the following vote:

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>	<b>BROKER NON-VOTES</b>
4,651,301	279,430	2,316	54,856

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5. *To approve a non-binding advisory vote on the frequency of the advisory vote on executive officer compensation in future years (“say-on-frequency”).*

The shareholders of the Company approved the say-on frequency proposal by the following vote:

ONE YEAR	TWO YEARS	THREE YEARS	ABSTAIN
1,035,636	2,463	3,875,795	19,153

The Company has decided, in light of the results of the say-on-frequency vote, that the Company will include a shareholder vote on executive officer compensation in its proxy material every three (3) years until the next shareholder say-on-frequency vote.

6. *To ratify the appointment of ParenteBeard LLC as the independent registered public accounting firm of the Company for the fiscal year ending December 31, 2012.*

The shareholders of the Company ratified the appointment of ParenteBeard LLC as the independent registered public accounting firm for the fiscal year ending December 31, 2012 by the following vote:

FOR	AGAINST	ABSTAIN
4,977,819	5,070	5,014

#### Item 8.01. Other Events.

As discussed in Item 5.07 above, on June 27, 2012, the shareholders of the Company approved and ratified an amendment to the Company’s Amended and Restated Articles of Incorporation to provide that Subchapter G - Control Share Acquisitions - of the Pennsylvania Business Corporation Law shall not be applicable to the Company. Attached hereto as Exhibit 3.1 and incorporated by reference herein are the Articles of Amendment that were filed with the Pennsylvania Department of State.

#### Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

Exhibit	Description
Exhibit 3.1	<a href="#">Articles of Amendment</a>

**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/ Thomas R. Brugger  
Name: Thomas R. Brugger  
Title: Executive Vice President  
and Chief Financial Officer

Date: July 2, 2012

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EXHIBITS INDEX

Exhibit	Description
Exhibit 3.1	<a href="#">Articles of Amendment</a>

PENNSYLVANIA DEPARTMENT OF STATE  
CORPORATION BUREAU

Articles of Amendment-Domestic Corporation  
(15 Pa.C.S.)

Entity Number

**3947063**

☒ Business Corporation (§ 1915)

☐ Nonprofit Corporation (§ 5915)

Name

Address

City

State

Zip Code

Document will be returned to the name  
and address you enter to the left.

←

Fee: \$70

Filed in the Department of State  
on

Secretary of the Commonwealth

In compliance with the requirements of the applicable provisions (relating to articles of amendment), the undersigned, desiring to amend its articles, hereby states that:

1. The name of the corporation is:

**Customers Bancorp, Inc.**

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and

Street

City

State

Zip

County

**1015 Penn Avenue, Suite 103**

**Wyomissing**

**PA**

**19610**

**Berks**

(b) Name of Commercial Registered Office Provider

County

c/o:

3. The statute by or under which it was incorporated: **Business Corporation Law of 1988, as amended (Act of December 21, 1988, PL 1444 No. 177).**

4. The date of its incorporation: **April 7, 2010.**

5. Check, and if appropriate complete, one of the following:

☒ The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

The amendment shall be effective on:

Date

at

Hour

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6. Check one of the following:

X The amendment was adopted by the shareholders or members pursuant to 15 Pa.C.S. § 1914(a) and (b) or § 5914(a).

       The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 1914(c) or § 5914(b).

7. Check, and if appropriate complete, one of the following:

X The amendment adopted by the corporation, set forth in full, is as follows:

RESOLVED, that Article SEVENTEENTH of the Corporation's Amended and Restated Articles of Incorporation is hereby amended and restated to read in its entirety as follows:

"SEVENTEENTH. The Control Transactions provisions of Subchapter E beginning at Section 2541 of the Business Corporation Law and any amendment to or restatement of such Subchapter, shall not be applicable to the Corporation. The Control-Share Acquisitions provisions of Subchapter G beginning at Section 2561 of the Business Corporation Law and any amendment to or restatement of such Subchapter, shall not be applicable to the Corporation. The Disgorgement By Certain Controlling Shareholders Following Attempt to Acquire Control provisions of Subchapter H beginning at Section 2571 of the Business Corporation Law and any amendment to or restatement of such Subchapter, shall not be applicable to the Corporation."

       The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

8. Check if the amendment restates the Articles:

       The restated Articles of Incorporation supersede the original articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this

2nd day of July, 2012

**CUSTOMERS BANCORP, INC.**

\_\_\_\_\_  
Name of Corporation

/s/ Thomas R. Brugger

\_\_\_\_\_  
Thomas R. Brugger  
Executive Vice President  
and Chief Financial Officer

\_\_\_\_\_  
Title