

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): April 22, 2013

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

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)

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 1.01 Entry into a Material Definitive Agreement

Effective as of April 22, 2013, Customers Bancorp, Inc. (the “Company”) entered into an Amendment to Agreement and Plan of Merger (“Amendment”) to that certain Agreement and Plan of Merger, dated as of August 10, 2012 (“Merger Agreement”), by and between the Company and CMS Bancorp, Inc. (“CMS”).

The Amendment extended from April 30, 2013 to December 31, 2013 the initial date at which, if the merger of the Company with and into the Company pursuant to the Merger Agreement, as amended, has not closed, either the Company or CMS may terminate the Agreement, subject to the termination date being extended until March 31, 2014 under certain specified circumstances.

The Amendment also updated the definitions of “CMS Valuation” and “Customers Valuation,” establishing the valuation date for book value as of March 31, 2013. The exchange ratio will remain fixed for the pendency of the transaction, using the multiples of 0.95x for CMS common equity, and 1.25x for Customers common equity for purposes of calculating the exchange ratio.

Other key terms agreed to by the Company and CMS under the Amendment provide for:

- CMS’s ability to terminate the Merger Agreement, as amended, exercisable at any time after May 20, 2013, if either (i) the Company has not made an investment in CMS of \$1.5 million of CMS Preferred Stock, or (ii) the Company and CMS have not agreed upon the terms of a \$2.0 million senior secured lending facility that the Company will make available to CMS;
- the Company to pay \$300,000 to CMS as partial reimbursement for merger-related expenses incurred as of March 31, 2013; and
- the Company to pay to CMS a termination fee of \$1.0 million in the event the Merger Agreement, as amended, is terminated under certain provisions primarily relating to failure to consummate the Parent Merger due to non-receipt of required government approvals.

The foregoing summary of the Amendment is not complete and is qualified in its entirety by reference to the complete text of the Amendment, which is attached as Exhibit 2.1 hereto and incorporated herein by reference in its entirety into this Item 1.01.

For information about the Agreement and Plan of Merger, dated as of August 10, 2012, by and between CMS Bancorp, Inc. and Customers Bancorp, Inc., see the Company’s Current Report on Form 8-K filed with the SEC on August 10, 2012.

IMPORTANT ADDITIONAL INFORMATION

This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval. In connection with the transaction described herein, the Company and CMS will be filing documents with the SEC, including a registration statement on Form S-4 to be filed by the Company that will include a proxy statement of CMS and prospectus of the Company. A definitive proxy statement/prospectus, when available, will be sent to CMS stockholders seeking their approval of the proposed merger between the Company and CMS. **INVESTORS AND STOCKHOLDERS ARE URGED TO READ CAREFULLY THE DEFINITIVE PROXY STATEMENT/PROSPECTUS AND OTHER MATERIALS WHEN THEY BECOME AVAILABLE BEFORE MAKING ANY VOTING OR INVESTMENT DECISION BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION REGARDING CUSTOMERS BANCORP, CMS AND THE PROPOSED MERGER.** You may obtain copies of all documents filed with the SEC regarding this transaction, free of charge, at the SEC’s website (www.sec.gov). The documents filed with the SEC by the Company may be obtained free of charge from the Company’s website www.customersbank.com or by directing a request to the Company at 1015 Penn Avenue, Wyomissing, PA 19610, Attention: Investor Relations. The documents filed with the SEC by CMS may be obtained free of charge from CMS’s website www.cmsbk.com or by directing a request to CMS at 123 Main Street, Suite 750, White Plains, New York 10601, Attention: Investor Relations.

The Company and CMS and their respective directors and executive officers and other members of management and employees may be deemed to be “participants” in the solicitation of proxies in respect of the proposed transaction. You can find current information about CMS’s executive officers and directors in the proxy statement related to its 2012 annual meeting of shareholders, which was filed with the SEC on Schedule 14A on January 11, 2012. You can find information about the Company’s executive officers and directors in its definitive proxy statement filed with the SEC on June 6, 2012. Other information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the proxy statement/prospectus and other relevant materials to be filed with the SEC when they become available. Investors and stockholders are urged to read the proxy statement/prospectus carefully before making any voting or investment decisions. You may obtain free copies of these documents using the contact information provided above.

This communication shall not constitute an offer to sell or the solicitation of an offer to buy any securities nor shall there be any sale of securities in any jurisdiction in which the offer, solicitation, or sale is unlawful before registration or qualification of the securities under the securities laws of the jurisdiction. No offer of securities shall be made except by means of a prospectus satisfying the requirements of the Securities Act of 1933, as amended.

SAFE HARBOR

In addition to historical information, this information may contain “forward-looking statements” which are made in good faith by the Company, pursuant to the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements include statements with respect to the Company’s strategies, goals, beliefs, expectations, estimates, intentions, and financial condition, results of operations, future performance and business. Statements preceded by, followed by or that include the words “may,” “could,” “should,” “pro forma,” “looking forward,” “would,” “believe,” “expect,” “anticipate,” “estimate,” “intend,” “plan,” or similar expressions generally indicate a forward-looking statement. These forward-looking statements involve risks and uncertainties that are subject to change based on various important factors (some of which, in whole or in part, are beyond the Company’s control). Numerous competitive, economic, regulatory, legal and technological factors, among others, could cause the Company’s financial performance to differ materially from the goals, plans, objectives, intentions and expectations expressed in such forward-looking statements. In addition, important factors relating to the proposed merger with CMS also could cause The Company’s actual results to differ from those in the forward-looking statements, including: the possibility that the anticipated benefits from the merger will not be realized, or will not be realized within the expected time period; the possibility that the merger does not close, including, but not limited to, due to the failure to receive regulatory approval or satisfy the closing conditions; the risk that CMS’s operations will not be integrated successfully with the Company; and potential disruption from the merger making it more difficult to maintain business and operational relationships. The Company cautions that the foregoing factors are not exclusive, and neither such factors nor any such forward-looking statement takes into account the impact that any future acquisition may have on the Company and any such forward-looking statement. The Company does not undertake to update any forward-looking statement whether written or oral, that may be made from time to time by the Company or by or on behalf of Customers Bank.

Item 8.01 Other Events.

On April 23, 2013, the Company issued a press release, attached hereto as Exhibit 99.1, which is incorporated in this Item 8.01 by reference.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

Exhibit	Description
Exhibit 2.1	Amendment to Agreement and Plan of Merger, dated as of April 22, 2013, by and between Customers Bancorp, Inc. and CMS Bancorp, Inc.
Exhibit 99.1	Press Release

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/ Jay S. Sidhu

Name: Jay S. Sidhu

Title: Chairman and Chief Executive Officer

Date: April 24, 2013

EXHIBITS INDEX

Exhibit	Description
Exhibit 2.1	Amendment to Agreement and Plan of Merger, dated as of April 22, 2013, by and between Customers Bancorp, Inc. and CMS Bancorp, Inc.
Exhibit 99.1	Press Release

**AMENDMENT
TO
AGREEMENT AND PLAN OF MERGER**

This Amendment to the Agreement and Plan of Merger dated as of August 10, 2012 (the “**Agreement**”) by and between Customers Bancorp, Inc., a Pennsylvania corporation (“**Customers**”), on the one hand, and CMS Bancorp, Inc., a Delaware corporation (“**CMS**”), on the other hand, is made and entered into as of April 22, 2013.

WHEREAS, in accordance with Section 9.02 of the Agreement, the parties desire to amend the Agreement as set forth herein.

NOW, THEREFORE, in consideration of the mutual terms, covenants and conditions contained herein, the parties hereby agree as follows:

1. The definitions of *CMS Valuation* and *Customers Valuation* as included in Section 1.01 of the Agreement shall be revised to read as follows:

“*CMS Valuation*” means (i) 95% of CMS’ common stockholders’ equity (as determined according to GAAP, but excluding any merger-related charges or accruals) as of March 31, 2013, divided by (ii) the number of shares of CMS Common Stock outstanding at March 31, 2013.

“*Customers Valuation*” means (i) 125% of Customers’ common stockholders’ equity (as determined according to GAAP) as of March 31, 2013, divided by (ii) the number of shares of Customers Common Stock outstanding at March 31, 2013.

2. Section 8.01 of the Agreement shall be revised to read as follows:

* * *

(c) *Delay*. At any time prior to the Effective Time, upon written notice given by CMS or Customers, if its Board of Directors so determines by vote of a majority of the members of its entire Board, in the event that the Parent Merger is not consummated by December 31, 2013 (“*Termination Date*”); *provided* that if (i) the Effective Time has not occurred by such date by reason of non-satisfaction of any condition set forth in Section 7.01(b), (ii) Customers shall have made all filings with Governmental Authorities required in connection with the Parent Merger and the Subsidiary Merger and no such applications shall have been withdrawn and/or requested to be withdrawn by any Governmental Authority, and (iii) all other conditions in Article VII have theretofore been satisfied or are capable of being satisfied on or prior to March 31, 2014, either CMS or Customers may extend the Termination Date until March 31, 2014 upon written notice to the other party prior to December 31, 2013; *provided, however*, that the right to terminate this Agreement or delay the Termination Date pursuant to this Section 8.01(c) shall not be available to a party if the failure of the Parent Merger then to be consummated arises out of or results from the action or inaction, in breach of the obligation in Section 6.01, of the party seeking to terminate the Agreement or delay the Termination Date. Further, CMS may be entitled to reimbursement of reasonable and document expenses pursuant to Section 8.02(b).

* * *

(g) *Capital Transactions.* Upon written notice by CMS to Customers at any time after May 20, 2013 in the event that either (i) Customers shall not have made the contemplated investment in CMS of \$1.5 million of CMS Preferred Stock, or (ii) Customers and CMS shall not have agreed upon the terms of a \$2 million senior secured lending facility that shall be made available to CMS from Customers.

3. Section 8.02(b) of the Agreement shall be revised to read as follows:

(b) *Payment of Fees and Expenses by Customers .*

(i) On or before April 22, 2013, Customers shall pay to CMS Three Hundred Thousand Dollars (\$300,000) as partial reimbursement for its documented expenses incurred as of March 31, 2013 relating to the transactions contemplated by this Agreement.

(ii) In the event that the Agreement is terminated pursuant to Section 8.01(c), 8.01(d)(i) or 8.01(d)(iii) of this Agreement, Customers shall pay to CMS a termination fee of One Million dollars (\$1,000,000), which shall be paid within fifteen (15) business days of the date of termination.

(iii) The parties hereto agree that this Section 8.02(b) shall survive Termination of this Agreement.

4. Section 6.11(a) of the Agreement shall be revised to read as follows:

(a) CMS and Customers and their respective Subsidiaries shall cooperate and use their respective reasonable best efforts to prepare all documentation, to timely effect all filings and to obtain all permits, consents, approvals and authorizations of all third parties and Governmental Authorities necessary to consummate the transactions contemplated by this Agreement. Each party hereto agrees that it will consult with the other parties hereto with respect to the obtaining of all material permits, consents, approvals and authorizations of all third parties and Governmental Authorities necessary or advisable to consummate the transactions contemplated by this Agreement and each party will keep the other parties promptly (in no event later than 24 hours) apprised of the status of material matters relating to completion of the transactions contemplated hereby. Each party shall permit the other party to review substantially complete drafts of its filings to be made with Governmental Authorities no later than two business days prior to filing. Subject to applicable Laws relating to the exchange of information, each of the parties hereto shall, to the extent practicable, consult with the others on all material written information submitted to any third party and/or any Governmental Authority in connection with the Merger and the other transactions contemplated by this Agreement. In exercising the foregoing right, each of such parties agrees to act reasonably and as promptly as practicable.

5. Capitalized terms used herein and not otherwise defined herein shall have the meanings given to them in the Agreement.

6. The other terms and provisions of the Agreement shall not be affected by this Amendment, and the Agreement shall continue in full force and effect as amended hereby.

7. This Amendment may be executed in counterparts each of which shall be deemed to constitute an original, but all of which together shall constitute one and the same instrument.

[signature page follows]

I N WITNESS WHEREOF, and intending to be legally bound hereby, the parties hereto have caused this Amendment to Agreement and Plan of Merger to be executed in counterparts by their duly authorized officers, all as of the day and year first above written.

CMS BANCORP, INC.

By: /s/ John E. Ritacco

Name: John E. Ritacco

Title: President and Chief Executive Officer

CUSTOMERS BANCORP, INC.

By: /s/ Jay S. Sidhu

Name: Jay S. Sidhu

Title: Chairman and Chief Executive Officer



Customers Bancorp SM
1015 Penn Avenue
Wyomissing, PA 19610
Contacts:
Jay Sidhu, Chairman & CEO 610-935-8693
Richard Ehst, President & COO 610-917-3263
Investor Contact:
James D. Hogan, CFO 484-359-7113

CUSTOMERS BANCORP UPDATES INVESTORS

- Company expects pretax net income of \$45 to \$47 million and after tax net income of \$28 - \$30 million in 2013.
- EPS (fully diluted) expected to be between \$1.50 to \$1.55 per share in 2013 and \$1.70 to \$1.80 in 2014.
- Plans to open an office in Northeast Philadelphia next quarter.
- Extends agreement to acquire CMS Bancorp, Inc. until March 31, 2014.
- Will list on the NASDAQ this quarter.
- Expects to grow to \$8 to \$10 billion asset high performing bank over the next five to seven years.

Wyomissing, PA – April 23, 2013 – In an investors conference held Monday, April 22, Jay Sidhu, Chairman and CEO of Customers Bancorp, Inc. and James D. Hogan, Chief Financial Officer of Customers Bancorp provided an update on the recent substantial progress made at the \$3.5 billion asset bank and over the past three years.

Customers Bancorp's subsidiary, Customers Bank, was recently identified as one of the best performing banks in the U.S. as measured by call report information for the first three quarters of 2012 in core revenues and net income. As a result of this, Sidhu has been invited to be the keynote speaker at the Bank Director Growth Conference organized by Bank Director Magazine to be held in New Orleans on Tuesday, April 30, 2013.

During the investor call, Sidhu and Hogan focused on the following:

Earnings Performance and Guidance

First quarter 2013 core earnings were very strong, supported by organic loan and deposit growth in all markets. Net income for the quarter was up 131% and EPS was up 42% over same period last year.

Customers Bancorp provided guidance for 2013 and 2014 expected earnings. For 2013, the company expects EPS to be in the range of \$1.50 to \$1.55 and for 2014 in the range of \$1.70 to \$1.80. The company confirmed its five primary targets of return on tangible common equity of greater than 10%, return on assets of .90% to 1%, net interest margin between 3% to 3.25%, efficiency ratio of 50% or better and loans to deposit ratio of 90% to 100% or higher. Messrs. Sidhu and Hogan stated that they believe these are standards for high performing banks and that Customers Bank is already meeting or exceeding these targets or expects to do so in the near future.

M & A and Branch Expansion

The company also announced that it has extended its agreement to complete the acquisition of the White Plains, NY based CMS Bancorp acquisition to March 31, 2014.

Plans were also announced for the opening of a new office in the underserved Northeast Philadelphia market over the next few months, expanding the commitment the company has to meeting credit needs of all of the communities it serves. In addition to normal branch staff, the office is expected to house a small business lender and mortgage sales staff. Currently, Customers Bank has only about 2% of its deposits and about 4% of its loans in Philadelphia.

Very Disciplined and Conservative Strategy

Sidhu discussed the company's unwavering focus on five factors important to our success: superior credit quality, a strong enterprise wide risk management culture, having revenues equal to 2x operating expense; focusing on superior execution with very experienced management team and having capital ratios and capital cushions that would withstand possible stresses from a weak economy or other unforeseen events.

Five to Seven Year Plan

The company expects to prudently grow to be a \$8 to \$10 billion asset high performing bank serving, small to medium size businesses and their employees, , multi-family housing and mortgage lenders and borrowers, and all segments of its communities, including low to moderate income areas and borrowers. The company expects its market to extend from Boston to Metro Washington, D.C. The company will look at both M & A and organic growth opportunities, as well as continually recruiting top notch talent.

Filing with SEC for Capital

The company also announced that it has filed a Form S-3 "universal shelf" registration statement for possible future public offerings of up to \$250 million in capital covering various forms of debt and equity instruments to facilitate its potential access to capital for future growth. The company expects the registration statement to become effective during this quarter.

Boston, Providence and New York Loan Production Offices Opened

Sidhu stated that the company has opened commercial loan production offices in Boston, Providence and Manhattan to serve privately held small to medium size businesses and multi-family housing, including affordable housing units. These offices are currently staffed by very experienced business banking professionals. In the near future, the company plans to supplement this staff with mortgage loan officers to offer mortgage financing.

NASDAQ Listing

Sidhu confirmed that the company expects to list its common stock on the NASDAQ Stock Market this quarter under the symbol CUBI.

About Customers Bancorp, Inc. and Customers Bank

Customers Bancorp, Inc. is a bank holding company for Customers Bank based in Wyomissing, Pennsylvania. Customers Bank is a state-chartered, full-service bank headquartered in Phoenixville, Pennsylvania. Customers Bank is a member of the Federal Reserve System and is insured by the Federal Deposit Insurance Corporation ("FDIC"). With assets of approximately \$3.5 billion at March 31, 2013, Customers Bank provides a full range of banking services to small and medium-sized businesses, professionals, individuals and families through office locations in Pennsylvania, New York, New Jersey, Rhode Island and Massachusetts. Customers Bancorp, Inc. has one pending acquisition, CMS Bancorp, Inc. in White Plains, NY. Customers Bank is focused on serving its targeted markets with a growth strategy that includes strategically placed branches throughout its market area and continually expanding its portfolio of loans to small businesses, multi-family projects, mortgage companies and consumers.

“Safe Harbor” Statement

In addition to historical information, this press release may contain “forward-looking statements” which are made in good faith by Customers Bancorp, Inc., pursuant to the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995, the Securities Act of 1933, as amended and the Securities Exchange Act of 1934, as amended. These forward-looking statements include statements with respect to Customers Bancorp, Inc.’s strategies, goals, beliefs, expectations, estimates, intentions, capital raising efforts, financial condition and results of operations, future performance and business. Statements preceded by, followed by or that include the words “may,” “could,” “should,” “pro forma,” “looking forward,” “would,” “believe,” “expect,” “anticipate,” “estimate,” “intend,” “plan,” or similar expressions generally indicate a forward-looking statement. These forward-looking statements involve risks and uncertainties that are subject to change based on various important factors (some of which, in whole or in part, are beyond Customers Bancorp, Inc.’s control). Numerous competitive, economic, regulatory, legal and technological factors, among others, could cause Customers Bancorp, Inc.’s financial performance to differ materially from the goals, plans, objectives, intentions and expectations expressed in such forward-looking statements. Customers Bancorp, Inc. cautions that the foregoing factors are not exclusive, and neither such factors nor any such forward-looking statement takes into account the impact of any future events. All forward-looking statements and information set forth herein are based on management's current beliefs and assumptions as of the date hereof and speak only as of the date they are made. For a more complete discussion of the assumptions, risks and uncertainties related to our business, you are encouraged to review Customers Bancorp, Inc.’s filings with the Securities and Exchange Commission, including its most recent annual report on Form 10-K, as well as any changes in risk factors that may be identified in its quarterly or other reports filed with the SEC. Customers Bancorp, Inc. does not undertake to update any forward looking statement whether written or oral, that may be made from time to time by Customers Bancorp, Inc. or by or on behalf of Customers Bank.