

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): February 28, 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

On February 28, 2013, Customers Bancorp, Inc. (the “ **Company** ”) entered into a definitive Amendment No. 3 (the “ **Third Amendment** ”) to that certain Stock Purchase Agreement, dated as of June 20, 2012, as amended by those certain Amendment to Stock Purchase Agreement, dated as of December 18, 2012 and Amendment No. 2 to Stock Purchase Agreement dated as of January 30, 2013 (collectively, the “ **Agreement** ”), by and among the Company, Acacia Life Insurance Company (“ **Acacia** ”) and Ameritas Life Insurance Corp. (together with Acacia, “ **Sellers** ”).

The Third Amendment served to revise from February 28, 2013 to March 31, 2013 the date at which, if the acquisition of Acacia Federal Savings Bank pursuant to the Agreement has not closed, either the Company or Sellers may terminate the Agreement.

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

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

Exhibit	Description
Exhibit 2.1	Amendment No. 3 to Stock Purchase Agreement, dated as of February 28, 2013, by and among the Company, Acacia Life Insurance Company and Ameritas Life Insurance Corp.

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/ James D. Hogan

Name: James D. Hogan

Title: Chief Financial Officer

Date: March 4, 2013

EXHIBITS INDEX

Exhibit	Description
Exhibit 2.1	Amendment No. 3 to Stock Purchase Agreement, dated as of February 28, 2013, by and among the Company, Acacia Life Insurance Company and Ameritas Life Insurance Corp.

**AMENDMENT NO. 3
TO
STOCK PURCHASE AGREEMENT**

This Amendment to the Stock Purchase Agreement dated as of June 20, 2012 (the “**Agreement**”) by and among Customers Bancorp, Inc., a Pennsylvania corporation (“**Buyer**”), on the one hand, and Acacia Life Insurance Company, a District of Columbia life insurance company (“**Acacia Life**”), and Ameritas Life Insurance Corp., a Nebraska corporation (“**Ameritas Life**” and collectively with Acacia Life, “**Sellers**”), on the other hand, is made and entered into as of February 28, 2013.

WHEREAS, in accordance with Section 10.2 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. Section 7.1(c) of the Agreement shall be revised to read as follows:

(c) by either Buyer or Sellers, in the event that the Closing has not occurred by March 31, 2013, unless the failure to so consummate by such time is due to the breach of any representation, warranty or covenant contained in this Agreement by the party seeking to terminate; or

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

3. 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.

4. 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]

This Amendment No. 3 to the Stock Purchase Agreement is hereby executed as of the date first above written.

Buyer

CUSTOMERS BANCORP, INC.

By: /s/ James D. Hogan
Executive Vice President and CFO

Sellers

AMERITAS LIFE INSURANCE CORP.

By: /s/ William Lester
Executive Vice President, Investments /
Finance & Corporate Treasurer

ACACIA LIFE INSURANCE CORP.

By: /s/ William Lester
Executive Vice President &
Corporate Treasurer