

**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): December 20, 2013**

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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)

**001-35542**  
(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 1.02 Termination of a Material Definitive Agreement**

On December 20, 2013, Customers Bancorp, Inc. (the “ **Company** ”) announced the termination of the Agreement and Plan of Merger, dated as of August 10, 2012, between the Company and CMS Bancorp, Inc. (“ **CMS** ”), as amended on April 22, 2013 (the “ **Agreement** ”) by mutual consent with CMS. Under the provisions of the Agreement, termination by mutual consent does not trigger a termination fee.

Descriptions of the terms of the Agreement, as amended, were included in Item 1.01 of the Current Reports on Form 8-K filed by the Company on August 10, 2012 and April 24, 2013, and to the extent required by Item 1.02 of Form 8-K, such descriptions are incorporated by reference in this Item 1.02 pursuant to General Instruction B.3 of Form 8-K.

## **Item 7.01 Regulation FD Disclosure**

Attached hereto as Exhibit 99.1 and incorporated into this Item 7.01 by reference is the December 20, 2013 Press Release of the Company.

The information in this Current Report on Form 8-K, including the exhibit attached hereto and incorporated by reference into this Item 7.01, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities under that Section. Furthermore, such information, including the exhibit attached hereto, shall not be deemed incorporated by reference into any of the Corporation’s reports or filings with the SEC, whether made before or after the date hereof, except as expressly set forth by specific reference in such report or filing. The information in this Current Report on Form 8-K, including the exhibits attached hereto, shall not be deemed an admission as to the materiality of any information in this report on Form 8-K that is required to be disclosed solely to satisfy the requirements of Regulation FD.

## **Item 9.01. Financial Statements and Exhibits**

### **(d) Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
99.1	<a href="#">Press Release</a>

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**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: Chief Financial Officer and  
Executive Vice President

Date: December 22, 2013

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EXHIBIT INDEX

Exhibit No.	Description
99.1	<a href="#">Press Release</a>

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Wyomissing, PA 19610  
Contacts:  
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Richard Ehst, President & COO 610-917-3263  
Investor Contact:  
Robert Wahlman, CFO 610-743-8074

## **Customers Bancorp, Inc. Announces Actions to Support Capital Allocation Strategies**

### **Cap of Religare Enterprises Investment**

### **Termination of CMS Bancorp, Inc. Agreement and Plan of Merger**

**WYOMISSING, Pa., December 20, 2013 /PRNewswire/--** Today Customers Bancorp, Inc. ("Customers") (NASDAQ: CUBI) announced two actions designed to better align its activities with its shareholder wealth generation strategy. First, Customers announced that it will cap its investment in Religare Enterprises Limited ("Religare") at \$23.0 million (4.1 million common shares). Customers had the ability to purchase warrants to acquire up to an additional \$28.0 million of Religare stock (approximately 5.0 million Religare common shares). By not acquiring the warrants, Customers has limited its investment to the \$23.0 million invested in the common shares of Religare during the fiscal quarter ending September 30, 2013. Religare is a diversified financial services company domiciled in New Delhi, India and is listed on the Bombay Stock Exchange and National Stock Exchange in India. Customers' current holdings represent 2.8% of current outstanding Religare shares.

Customers, in mutual consent with CMS Bancorp, Inc. ("CMS"), also announced the termination of the August 10, 2012 Agreement and Plan of Merger (the "Agreement") between Customers and CMS Bancorp, Inc. ("CMS"). CMS is a Mount Vernon, New York bank holding company with approximately \$250 million in assets. Under the provisions of the Agreement, there are no termination fees involved with the termination of this Agreement by mutual consent.

"Capping our investment in Religare and consenting to terminate the Agreement with CMS allows Customers to focus its capital allocation and management efforts to support the growth and development of existing businesses, and build out book value per share through continued strong earnings," said Jay Sidhu, Customers CEO. "Our existing businesses and footprint provide above average opportunities to grow assets and deposits, increase profitability, and expand shareholder value. We are allocating all our capital at this time to organically develop these interest income and fee businesses. Customers will consider merger and acquisition activity only if any resulting book value dilution can be overcome quickly. We do not envision any significant M & A activity until we are trading at or above our peer group valuations. We have a bright future ahead and will remain absolutely focused on above average shareholder value creation," concluded Sidhu.

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## **About Customers Bank**

Customers Bancorp, Inc. is a bank holding company located in Wyomissing, Pennsylvania engaged in banking and related businesses through its bank subsidiary, Customers Bank. Customers Bank is a community-based, full-service bank with assets of approximately \$3.9 billion. A member of the Federal Reserve System and deposits insured by the Federal Deposit Insurance Corporation ("FDIC"), Customers Bank is an equal housing lender that provides a range of banking services to small and medium-sized businesses, professionals, individuals and families through offices in Pennsylvania, New York, Rhode Island, Massachusetts, New Jersey, and Northern Virginia. Committed to fostering customer loyalty, Customers Bank uses a High Tech/High Touch strategy that includes use of industry-leading technology to provide customers better access to their money, as well as a continually expanding portfolio of loans to small businesses, multi-family projects, mortgage companies and consumers. Customers Bancorp, Inc. is listed on the NASDAQ exchange under the symbol CUBI. Additional information about Customers Bancorp, Inc. can be found on the company's website, [www.customersbank.com](http://www.customersbank.com).

## **"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.

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