

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

Customers Bancorp, Inc.

Form: 8-K

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Corporate Issuer CIK: 1488813

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): December 28, 2011

CUSTOMERS BANCORP, INC.

(Exact Name of Registrant as specified in its charter)

Pennsylvania
(State or other jurisdiction
of incorporation)

(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 (17CFR 230.425)
 - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17CFR 240.14a-12)
 - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17CFR 240.14d-2(b))
 - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17CFR 240.13e-4(c))
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ITEM 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT

On December 28, 2011, Customers Bancorp, Inc. (the "Company") entered into a letter agreement (the "Letter Agreement") with the United States Department of Treasury ("Treasury") pursuant to which the Company repurchased from the Treasury 2,892 shares, constituting all of the issued and outstanding shares, of the Company's "Fixed Rate Cumulative Perpetual Preferred Stock, Series A," par value \$1.00 per share (the "Series A Shares"), at a repurchase price equal to the liquidation value of \$1,000 per share, or a total of \$2,892,000, plus accrued, unpaid dividends on such shares equal to \$17,271.67, and 145 shares, constituting all of the issued and outstanding shares, of the Company's Preferred Stock designated as "Fixed Rate Cumulative Perpetual Preferred Stock, Series B," par value \$1.00 per share (the "Series B Shares" and, together with the Series A Shares, the "preferred shares"), at a repurchase price equal to the liquidation value of \$1,000 per share, or a total of \$145,000, plus accrued, unpaid dividends on such shares equal to \$1,558.75. The total repurchase price for the preferred shares equaled \$3,055,830.42.

The repurchase of the preferred shares relates to the letter agreement (the "TARP Letter Agreement") entered into by and among the Company, Berkshire Bancorp, Inc. ("Berkshire") and the Treasury on September 16, 2011. Pursuant to the TARP Letter Agreement, the Company agreed to assume the due and punctual performance and observance of Berkshire's covenants, agreements, and conditions under that certain letter agreement, dated as of June 12, 2009, by and between Treasury and Berkshire, incorporating the Securities Purchase Agreement – Standard Terms (the "Securities Purchase Agreement") and all ancillary documents thereto.

The repurchase of the preferred shares also relates to that certain American Recovery and Reinvestment Act Side Letter, dated September 16, 2011, by and between the Company and Treasury (the "ARRA Letter Agreement" and, together with the TARP Letter Agreement, the Certificates of Designations (as defined in Item 1.02) and all ancillary documents thereto, the "TARP Documents") affirming that: (i) in the event of inconsistency between the terms of the American Recovery and Reinvestment Act of 2009 ("ARRA") and the Securities Purchase Agreement and related Certificates of Designations, the rules and regulations of ARRA shall control; (ii) the provisions of Section 111 of the Emergency Economic Stabilization Act of 2008 as implemented by the Interim Final Rule on TARP Standards for Compensation and Corporate Governance, as amended by ARRA or otherwise from time to time, will apply to the Company; and (iii) the Company will be permitted to repay the preferred shares in accordance with ARRA.

As previously announced, pursuant to the TARP Documents, on September 17, 2011, in exchange for the outstanding Berkshire TARP Shares Series A and Berkshire TARP Shares Series B, the Company issued to Treasury (i) 2,892 shares of the Series A Shares, having a liquidation preference of \$1,000 per share; and (ii) 145 shares of the Series B Shares, having a liquidation preference of \$1,000 per share. The issuance and sale of these securities was a private placement exempt from registration pursuant to Section 4(2) of the Securities Act of 1933, as amended.

The Letter Agreement is attached as Exhibit 10.1 hereto and is incorporated herein by reference.

ITEM 1.02. TERMINATION OF A MATERIAL DEFINITIVE AGREEMENT

The Company’s repurchase of all of its Series A Shares and Series B Shares pursuant to the Letter Agreement terminated the Company’s obligations under the Series A Shares and Series B Shares, including without limitation the terms and conditions applicable to such preferred stock under the Certificates of Designations for such stock that was filed by the Company with the Secretary of the Commonwealth of the Commonwealth of Pennsylvania on September 16, 2011 (the “Certificates of Designation”). The terminated provisions included a limitation on the Company’s payment of a common stock dividend at any time that the dividend on the Series A Shares and Series B Shares was not current. With this repurchase, such limitation no longer applies. While the repurchase does not preclude the Company from reissuing shares of the Series A Shares or the Series B Shares, the Company has no plans to do so.

The information set forth in Item 1.01 and Exhibit 10.1 on this Current Report 8-K are each incorporated herein by reference into this Item 1.02.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable.
- (d) Exhibits.

Exhibit No.	Description
10.1	<u>Letter Agreement, dated as of December 28, 2011, by and among the Company and Treasury</u>

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: January 4, 2012

EXHIBIT INDEX

Exhibit No.	Description
10.1	<u>Letter Agreement, dated as of December 28, 2011, by and among the Company and Treasury</u>

UNITED STATES DEPARTMENT OF THE TREASURY
1500 Pennsylvania Avenue, NW
Washington, D.C. 20220

December 28, 2011

Ladies and Gentlemen:

Reference is made to that certain Letter Agreement incorporating the Securities Purchase Agreement – Standard Terms (the “*Securities Purchase Agreement*”), dated as of the date set forth on Schedule A hereto, between the United States Department of the Treasury (the “*Investor*”) and the company set forth on Schedule A hereto (the “*Company*”). Capitalized terms used but not defined herein shall have the meanings assigned to them in the Securities Purchase Agreement. Pursuant to the Securities Purchase Agreement, at the Closing, the Company issued to the Investor the number of shares of the series of its preferred stock set forth on Schedule A hereto (the “*Preferred Shares*”) and a warrant to purchase the number of shares of the series of its preferred stock set forth on Schedule A hereto (such shares, the “*Warrant Shares*”), which was exercised by the Investor at Closing.

In connection with the consummation of the repurchase (the “*Repurchase*”) by the Company from the Investor, on the date hereof, of the number of Preferred Shares listed on Schedule A hereto (the “*Repurchased Preferred Shares*”) and the number of Warrant Shares listed on Schedule A hereto (the “*Repurchased Warrant Shares*”), as permitted by the Emergency Economic Stabilization Act of 2008, as amended by the American Recovery and Reinvestment Act of 2009:

- (a) The Company hereby acknowledges receipt from the Investor of the share certificate(s) set forth on Schedule A hereto representing the Preferred Shares;
 - (b) The Investor hereby acknowledges receipt from the Company of a wire transfer for the account of the Investor in immediately available funds of the aggregate purchase price set forth on Schedule A hereto, representing payment in full for the Repurchased Preferred Shares at a price per share equal to the Liquidation Amount per share, together with any accrued and unpaid dividends to, but excluding, the date hereof;
 - (c) The Company hereby acknowledges receipt from the Investor of the share certificate(s) set forth on Schedule A hereto representing the Warrant Shares; and
 - (d) The Investor hereby acknowledges receipt from the Company of a wire transfer for the account of the Investor in immediately available funds of the aggregate purchase price set forth on Schedule A hereto, representing payment in full for the Repurchased Warrant Shares at a price per share equal to the Liquidation Amount per share, together with any accrued and unpaid dividends to, but excluding, the date hereof.
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This letter agreement will be governed by and construed in accordance with the federal law of the United States if and to the extent such law is applicable, and otherwise in accordance with the laws of the State of New York applicable to contracts made and to be performed entirely within such State.

This letter agreement may be executed in any number of separate counterparts, each such counterpart being deemed to be an original instrument, and all such counterparts will together constitute the same agreement. Executed signature pages to this letter agreement may be delivered by facsimile and such facsimiles will be deemed sufficient as if actual signature pages had been delivered.

[Remainder of this page intentionally left blank]

In witness whereof, the parties have duly executed this letter agreement as of the date first written above.

UNITED STATES DEPARTMENT OF
THE TREASURY

By: /s/ Timothy G. Massad
Name: Timothy G. Massad
Title: Assistant Secretary for Financial Stability

COMPANY: CUSTOMERS BANCORP, INC.

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

SCHEDULE A

General Information:

Date of Letter Agreement incorporating the Securities Purchase Agreement:	<u>September 16, 2011</u>
Name of the Company:	<u>Customers Bancorp, Inc.</u>
Corporate or other organizational form of the Company:	<u>Corporation</u>
Jurisdiction of organization of the Company:	<u>Pennsylvania</u>
Number and series of preferred stock issued to the Investor at the Closing (Preferred Shares):	<u>2,892 shares of Fixed Rate Cumulative Perpetual Preferred Stock, Series A</u>
Number and series of preferred stock underlying the Warrant issued to the Investor at the Closing (Warrant Shares):	<u>145 shares of Fixed Rate Cumulative Perpetual Preferred Stock, Series B</u>

Terms of the Repurchase of the Preferred Shares:

Number of Preferred Shares purchased by the Company:	<u>2,892</u>
Share certificate number (representing the Preferred Shares previously issued to the Investor at the Closing):	<u>0001</u>
Per share Liquidation Amount of Preferred Shares:	<u>\$1,000</u>
Accrued and unpaid dividends on Preferred Shares:	<u>\$17,271.67</u>
<u>Aggregate purchase price for Repurchased Preferred Shares :</u>	<u>\$2,909,271.67</u>

Terms of the Repurchase of the Warrant Shares:

Number of Warrant Shares purchased by the Company:	<u>145</u>
Share certificate (representing the Warrant Shares previously issued to the Investor at the Closing):	<u>0001</u>
Per share Liquidation Amount of Warrant Shares:	<u>\$1,000</u>
Accrued and unpaid dividends on Warrant Shares:	<u>\$1,558.75</u>
<u>Aggregate purchase price for Repurchased Warrant Shares :</u>	<u>\$146,558.75</u>

Aggregate purchase price for Repurchased Preferred Shares and Repurchased Warrant Shares:

\$3,055,830.42

Investor wire information for payment of purchase price:

ABA Number: 021000018
Bank: The Bank of New York Mellon
Account Name: BETA EESA Preferred Account
Account Number: GLA/111567
