

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

| OMB APPROVAL | |
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| | | | |
|--|---|--|---|
| 1. Name and Address of Reporting Person* <u>Middleton Suzanne O</u> <hr/> (Last) (First) (Middle) <u>340 LAKE AVENUE</u> <hr/> (Street) <u>METAIRIE LA 70005</u> <hr/> (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) <u>06/30/2014</u> | 3. Issuer Name and Ticker or Trading Symbol <u>Investar Holding Corp [ISTR]</u> | |
| | | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director Officer (give title below) 10% Owner Other (specify below) | 5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| COMMON STOCK | 21,124.2544 | D | |
| COMMON STOCK ⁽¹⁾ | 175.4452 | D | |

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|-----------------|---|--|--|---|
| | Date Exercisable | Expiration Date | | | | |
| | | | Title | | | |

Explanation of Responses:

1. Compensatory restricted stock award, vests 8/20/2014.

Remarks:

POWER OF ATTORNEY

/s/ Suzanne O. Middleton 06/30/2014

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

INVESTAR HOLDING CORPORATION
POWER OF ATTORNEY

THE UNDERSIGNED hereby appoints the Corporate Secretary, any Assistant Corporate Secretary, and the Chief Accounting Officer of Investar Holding Corporation (the "Company") (individually, an "Agent"), each with the power to act individually, as the Undersigned's true and lawful attorney-in-fact, possessing the power and authority as follows:

- 1. To execute for and on behalf of the Undersigned, in the Undersigned's capacity as an officer or director of the Company and the Bank, Forms 3, 4, and 5 in accordance with Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act");
- ii. To do and perform any and all acts for and on behalf of the Undersigned that may be necessary or desirable to complete and execute such forms, to complete and execute any amendments thereto, and to timely file such forms and amendments with the Securities and Exchange Commission and any stock exchange or similar authority; and
- iii. To take any other action in connection with the foregoing matters, which may be in the best interest of or legally required by the Undersigned, it being understood and agreed that the documents executed by the Agent hereunder shall be in such form and shall contain such terms and conditions as the Agent may approve, in such Agent's discretion.

By execution below, the Undersigned hereby further grants to the Agent full power and authority to do and perform any and all acts requisite, necessary or proper to be done in connection with the exercise of the specific power and authority granted herein, as the Undersigned might do if personally present, with full power of substitution or revocation, hereby ratifying and confirming that any and all such substitutes shall be empowered to do and exercise the rights and powers granted herein.

By execution below, the Undersigned acknowledges that neither the Agent, whether appointed or substituted hereunder, nor the Company is assuming any of the Undersigned's obligations to comply with Section 16 of the Exchange Act, and that each Agent is serving hereunder solely at the request of and for the convenience of the Undersigned. The Undersigned further agrees that this Power of Attorney shall remain in force and effect until the Undersigned is no longer subject to the reporting requirements imposed under Section 16 of the Exchange Act with respect to holdings and transactions in the Company's securities, or until earlier revoked by delivery of written notice of revocation.

IN WITNESS WHEREOF, the Undersigned has caused this Power of Attorney to be executed and effective as of the date set forth below:

/s/ Suzanne O. Middleton

Signature

Suzanne O. Middleton

Print Name

David Lukinovich

Witness

Andrew Nelson

Witness

Date: June 18, 2014

SWORN TO AND SUBSCRIBED BEFORE ME this 18th day of June, 2014.

/s/ Kay B. Hughes

Notary Public