

FORM 4

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

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 * D'Angelo John J <small>(Last) (First) (Middle)</small> C/O INVESTAR HOLDING CORPORATION, 10500 COURSEY BLVD. <small>(Street)</small> BATON ROUGE, LA 70816 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol Investar Holding Corp [ISTR] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">1/31/2024</p>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Chief Executive Officer
4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	6/5/2024		M		60,000	A	\$14	274,821	D	
Common Stock	6/5/2024		F ⁽¹⁾		55,607	D	\$15.6	219,214	D	
Common Stock	6/7/2024		S ⁽²⁾⁽³⁾		650	D	\$15.41	218,564	D	
Common Stock	1/31/2024		L ⁽⁴⁾		2	A	\$17.9	2,099	I	Minor children
Common Stock								30,771	I	401(k)
Common Stock								250	I	Spouse

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option	\$14	6/5/2024		M			60,000	⁽¹⁾	6/30/2024	Common Stock	60,000	\$0	0	D	

Explanation of Responses:

- (1) Represents a "net exercise" of outstanding stock options. The Reporting Person received 4,393 shares of common stock on net exercise of an option to purchase 60,000 shares of common stock. The Company withheld 55,607 shares of common stock underlying the option to satisfy the exercise price and tax withholding obligations.
- (2) Sales were undertaken by the Reporting Person for personal tax planning purposes, primarily related to tax obligations on the reported option exercise.
- (3) The reported price is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$15.38 to \$15.44 per share. The Reporting Person undertakes to provide to Investar Holding Corporation, any security holder of Investar Holding Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (4) Reflects shares acquired by the Reporting Person under an automatic dividend reinvestment plan. Reporting of this acquisition was deferred under Rule 16a-

6(a); however, because of the Reporting Person's sale of shares on June 7, 2024, the reporting of the acquisition is no longer deferred and is being reported on this Form 4 in accordance with Rule 16a-6(b).

(5) The option vested in six equal annual installments beginning on July 1, 2015 and is currently exercisable as to all 60,000 shares.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
D'Angelo John J C/O INVESTAR HOLDING CORPORATION 10500 COURSEY BLVD. BATON ROUGE, LA 70816	X		Chief Executive Officer	

Signatures

/s/ John J. D'Angelo

6/7/2024

**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 4(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.

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