

INVESTAR HOLDING CORP

FORM 8-K (Current report filing)

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Address	10500 COURSEY BLVD THIRD FLOOR BATON ROUGE, LA, 70816
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UNITED STATES
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): March 1, 2019

Investar Holding Corporation

(Exact name of registrant as specified in its charter)

Louisiana
(State or other jurisdiction
of incorporation)

001-36522
(Commission
File Number)

27-1560715
(I.R.S. Employer
Identification No.)

10500 Coursey Blvd.
Baton Rouge, Louisiana 70816
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (225) 227-2222

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 2.01 Completion of Acquisition or Disposition of Assets

Effective before the opening of business on March 1, 2019, Investar Holding Corporation (NASDAQ: ISTR) (“Investar”), the holding company for Investar Bank, completed its previously announced acquisition of Mainland Bank (“Mainland”), Texas City, Texas.

The acquisition was completed pursuant to the terms of the Agreement and Plan of Reorganization (the “Merger Agreement”), dated October 10, 2018, by and among Investar, Investar Bank, and Mainland. Pursuant to the Merger Agreement, Mainland was merged with and into the Investar Bank, with Investar Bank surviving the merger.

Under the terms of the Merger Agreement, all of the issued and outstanding shares of Mainland common stock were converted into the right to receive aggregate merger consideration consisting of an aggregate of 763,849 shares of Investar common stock.

The foregoing description of the Merger Agreement does not purport to be complete and is qualified in its entirety by reference to the Merger Agreement, which was filed as Exhibit 2.1 to Investar’s Current Report on Form 8-K filed on October 10, 2018, and is incorporated herein by reference.

Item 8.01 Other Events

On March 1, 2019, Investar issued the press release attached hereto as Exhibit 99.1 and incorporated herein by reference announcing the completion of its acquisition of Mainland.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit Number	Description of Exhibit
99.1	Press release dated March 1, 2019
2.1	Agreement and Plan of Reorganization dated October 10, 2018, by and among Investar Holding Corporation, Investar Bank, and Mainland Bank, filed as exhibit 2.1 to the Current Report on Form 8-K of the Company filed October 10, 2018 and incorporated herein by reference.

SIGNATURES

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.

INVESTAR HOLDING CORPORATION

Date: March 1, 2019

By: /s/ John J. D'Angelo

John J. D'Angelo

President and Chief Executive Officer



Investar Holding Corporation Announces Completion of Mainland Bank Acquisition

Baton Rouge, La., March 1, 2019 (GLOBE NEWSWIRE) – Investar Holding Corporation (Nasdaq:ISTR) (“Investar”), the holding company of Investar Bank, today announced the completion of its acquisition of Mainland Bank (“Mainland”) in Texas City, Texas. A definitive agreement relating to the acquisition was previously announced in October 2018.

The acquisition became effective as of March 1, 2019. Pursuant to the terms of the definitive agreement, Mainland was merged with and into Investar Bank with Investar Bank as the surviving bank. Under the terms of the definitive agreement, all of the issued and outstanding shares of Mainland common stock were converted into aggregate merger consideration consisting of 763,849 shares of Investar common stock.

“Investar is excited to expand our footprint into the greater Houston market through the acquisition of Mainland Bank. As a community bank, we are focused on customer service, and we look forward to providing enhanced products and services to the customers and communities that we serve. We are enthusiastic about this partnership and look forward to welcoming Mainland Bank’s customers, shareholders and employees to the Investar family,” said John D’Angelo, President and Chief Executive Officer of Investar.

On March 1, 2019, Mainland Bank had approximately \$125 million in assets, \$84 million in gross loans, and \$108 million in total deposits. Following the acquisition, on a pro forma basis, the combined organization is expected to have approximately \$1.9 billion in total assets.

About Investar

Investar Holding Corporation, headquartered in Baton Rouge, Louisiana, provides full banking services, excluding trust services, through its wholly-owned banking subsidiary, Investar Bank, a Louisiana-chartered bank. Investar Bank had total assets of approximately \$1.8 billion as of December 31, 2018 and currently operates 24 branches, including three branches acquired on March 1, 2019, serving southeast Louisiana and southeast Texas.

Forward-Looking Statements

This press release may include forward-looking statements as defined by the Private Securities Litigation Reform Act of 1995. These forward-looking statements are based upon current expectations and assumptions about our business that are subject to a variety of risks and uncertainties that could cause the actual results to differ materially from those described in this press release. You should not rely on forward-looking statements as a prediction of future events.

Additional information regarding factors that could cause actual results to differ materially from those discussed in any forward-looking statements are described in reports and registration statements we file with the SEC, including our Annual Report on Form 10-K and subsequent Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, copies of which are available on the Investar internet website <http://www.InvestarBank.com>.

We disclaim any obligation to update any forward-looking statements or any changes in events, conditions or circumstances upon which any forward-looking statement may be based except as required by law.

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