

# INVESTAR HOLDING CORP

## **FORM 8-K** (Current report filing)

Filed 08/20/19 for the Period Ending 08/19/19

Address	10500 COURSEY BLVD THIRD FLOOR BATON ROUGE, LA, 70816
Telephone	225-227-2222
CIK	0001602658
Symbol	ISTR
SIC Code	6022 - State Commercial Banks
Industry	Banks
Sector	Financials
Fiscal Year	12/31

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**UNITED STATES  
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): August 19, 2019**

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**Investar Holding Corporation**

(Exact name of registrant as specified in its charter)

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**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**

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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))

Securities registered pursuant to Section 12(b) of the Act:

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
Common stock, \$1.00 par value per share	ISTR	The Nasdaq Global Market

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. ☒

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Item 8.01 Other Events.

On August 19, 2019, Investar Bank, National Association (“Investar Bank”), a wholly-owned subsidiary of Investar Holding Corporation (NASDAQ: ISTR) (“Investar”) entered into a Purchase and Assumption Agreement (“Agreement”), pursuant to which Investar Bank has agreed to acquire certain assets, deposits and other liabilities relating to two existing branch locations of PlainsCapital Bank, Dallas, Texas (“PlainsCapital”), a wholly-owned subsidiary of Hilltop Holdings Inc. The branches which are the subject of the Agreement are located in the Texas cities of Victoria and Alice.

Under the terms of the Agreement, Investar Bank expects to acquire approximately \$42 million in deposits and approximately \$52 million in loans. In addition, Investar Bank will acquire substantially all the fixed assets at the subject branch locations, and will assume the leases for the branch facilities. The transaction is expected to close in the first quarter of 2020, subject to regulatory approvals and other customary closing conditions. The transaction is not expected to have a material impact on Investar’s financial results.

Forward-Looking Statements

This Current Report on Form 8-K and the attached release may contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are typically identified by words or phrases such as “may,” “will,” “anticipate,” “estimate,” “expect,” “project,” “intend,” “plan,” “believe,” “target,” “forecast,” and other words and terms of similar meaning. Forward-looking statements involve estimates, expectations, projections, goals, forecasts, assumptions, risks and uncertainties. Investar cautions readers that any forward-looking statement is not a guarantee of future performance and that actual results could differ materially from those contained in the forward-looking statements. Such forward-looking statements include, but are not limited to, statements about the benefits of the proposed transaction, including future financial and operating results; Investar’s plans, objectives, expectations and intentions; the expected timing of completion of the transaction and other statements that are not historical facts. Important factors that could cause actual results to differ materially from those indicated by such forward-looking statements include risks and uncertainties relating to: (i) the risk that Investar may be unable to obtain governmental and regulatory approvals required to consummate the proposed transaction, or required governmental and regulatory approvals may delay the transaction or result in the imposition of conditions that could cause the parties to abandon the transaction; (ii) the risk that a condition to closing may not be satisfied; (iii) the timing to consummate the proposed transaction; (iv) the risk that the cost savings and any other synergies expected from the transaction may not be fully realized or may take longer to realize than expected; (v) disruption from the transaction making it more difficult to maintain relationships with customers, employees or vendors; and (vi) other factors which Investar discusses or refers to in the “Risk Factors” section of its most recent Annual Report on Form 10-K filed with the Securities and Exchange Commission. Each forward-looking statement speaks only as of the date of the particular statement and Investar undertakes no obligation to update or revise its forward-looking statements, whether as a result of new information, future events or otherwise.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit Number	Description of Exhibit
99.1	Press release dated August 20, 2019

## **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: August 20, 2019

By: /s/ John J. D'Angelo

John J. D'Angelo

President and Chief Executive Officer

## **Investar Bank, National Association to Expand its Footprint in Texas by Acquiring Branch Operations from PlainsCapital Bank**

BATON ROUGE, La., August 20, 2019 (GLOBE NEWSWIRE) -- Investar Holding Corporation (Nasdaq:ISTR) ("Investar"), announced today that its wholly-owned subsidiary, Investar Bank, National Association, Baton Rouge, Louisiana ("Investar Bank"), entered into a Purchase and Assumption Agreement ("Agreement"), pursuant to which Investar Bank has agreed to acquire certain assets, deposits and other liabilities relating to two existing branch locations of PlainsCapital Bank, Dallas, Texas ("PlainsCapital"), a wholly-owned subsidiary of Hilltop Holdings Inc. The branches which are the subject of the Agreement are located in the Texas cities of Victoria and Alice.

Under the terms of the Agreement, Investar Bank expects to acquire approximately \$42 million in deposits and approximately \$52 million in loans. In addition, Investar Bank will acquire substantially all the fixed assets at the subject branch locations, and will assume the leases for the branch facilities. The transaction is expected to close in the first quarter of 2020, subject to regulatory approvals and other customary closing conditions.

"We are excited for the opportunity to welcome these new Texas customers to Investar Bank, as we strengthen our franchise and expand services into these two additional Texas communities," said Investar's President and Chief Executive Officer, John D'Angelo. "We believe these branches will complement our recent entry into Texas, allowing us to strategically expand our Texas footprint while adding new loan customers and low-cost deposits."

Performance Trust Capital Partners, LLC acted as financial advisor and Fenimore, Kay, Harrison & Ford LLP served as legal counsel to Investar Holding Corporation.

### **About Investar Holding Corporation**

Investar Holding Corporation, headquartered in Baton Rouge, Louisiana, provides full banking services, excluding trust services, through its wholly-owned banking subsidiary, Investar Bank, National Association. The Company had total assets of approximately \$2.0 billion as of June 30, 2019. Investar Bank currently operates 21 branches serving southeast Louisiana and 3 branches serving 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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