

# INVESTAR HOLDING CORP

Reported by  
**NELSON ANDREW C**

## FORM 4/A

(Amended Statement of Changes in Beneficial Ownership)

Filed 03/13/15 for the Period Ending 02/18/15

|             |   |
|-------------|---|
| Address     | 10500 COURSEY BLVD<br>THIRD FLOOR<br>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   |

# FORM 4

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

OMB APPROVAL  
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hours per response... 0.5

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## 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 *           |  | 2. Issuer Name and Ticker or Trading Symbol       |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  |  |
| Nelson Andrew C                                     |  | Investar Holding Corp [ ISTR ]                    |  | <input checked="" type="checkbox"/> Director<br><input type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) |  |
| (Last) (First) (Middle)                             |  | 3. Date of Earliest Transaction (MM/DD/YYYY)      |  |  |  |
| C/O INVESTAR HOLDING CORPORATION, 7244 PERKINS ROAD |  | 2/18/2015   |  |  |  |
| (Street)  |  | 4. If Amendment, Date Original Filed (MM/DD/YYYY) |  | 6. Individual or Joint/Group Filing (Check Applicable Line)  |  |
| BATON ROUGE, LA 70808                               |  | 2/20/2015   |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person  |  |
| (City) (State) (Zip)                                |  |   |  |  |  |

### 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                    | 2/18/2015      |                                   | A                         | (1) | 454   | A          | \$0.00 | (2)   | 65148  | D   |                          |
| COMMON STOCK                    |                |                                   |                           |     |   |            |        |   | 7689   | I   | By AJ Investment Co. LLC |

### 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 |  |  |  |  |

#### Explanation of Responses:

- (1) Compensatory restricted stock award incorrectly reported with a transaction code of P on original Form 4 filed on February 20, 2015.
- (2) Purchase price of stock incorrectly reported as the closing sale price on the date of the transaction on original Form 4 filed on February 20, 2015. Reporting person paid no consideration for the compensatory restricted stock award.

#### Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Nelson Andrew C<br>C/O INVESTAR HOLDING CORPORATION<br>7244 PERKINS ROAD<br>BATON ROUGE, LA 70808 | X             |           |         |       |

#### Signatures

/s/Andrew C. Nelson                      3/13/2015

\*\* 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.

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 control number.