

INVESTAR HOLDING CORP

FORM 8-K (Current report filing)

Filed 05/12/17 for the Period Ending 05/09/17

Address	10500 COURSEY BLVD THIRD FLOOR BATON ROUGE, LA, 70816
Telephone	225-227-2222
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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): May 9, 2017

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.)

7244 Perkins Road
Baton Rouge, Louisiana 70808
(Address of principal executive offices, including 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 4.01 Changes in Registrant’s Certifying Accountant**(a) Dismissal of Previous Independent Registered Public Accounting Firm**

On May 9, 2017, the Company notified Postlethwaite & Netterville APAC (“P&N”) of the decision of the audit committee (the “Audit Committee”) of the board of directors of Investar Holding Corporation (the “Company”) to dismiss P&N as the Company’s independent registered public accounting firm.

The reports of independent registered public accounting firm of P&N regarding the Company’s financial statements for the fiscal years ended December 31, 2016 and 2015 did not contain any adverse opinion or disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope or accounting principles.

During the years ended December 31, 2016 and 2015, and during the interim period from the end of the most recently completed fiscal year through May 9, 2017, the date of dismissal, there were no disagreements with P&N on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedures, which disagreements, if not resolved to the satisfaction of P&N would have caused it to make reference to such disagreement in its reports.

The Company provided P&N with a copy of this Current Report on Form 8-K prior to its filing with the Securities and Exchange Commission and requested that P&N furnish the Company with a letter addressed to the Securities and Exchange Commission stating whether it agrees with the above statements and, if it does not agree, the respects in which it does not agree. A copy of the letter furnished by P&N, dated May 9, 2017, is filed as Exhibit 16.1 to this current report on Form 8-K.

(b) Appointment of New Independent Registered Public Accounting Firm

On May 10, 2017, the Audit Committee engaged Ernst & Young LLP (“EY”) to serve as its independent registered public accounting firm for the year ending December 31, 2017.

During the years ended December 31, 2016 and 2015, and during the interim period from the end of the most recently completed fiscal year through May 12, 2017, neither the Company, nor anyone on its behalf, consulted with EY regarding (i) the application of accounting principles to a specific transaction, either completed or proposed, or regarding the type of audit opinion that might be rendered on the Company’s financial statements, and neither a written report nor oral advice was provided to the Company that EY concluded was an important factor considered by the Company in reaching a decision as to any accounting, auditing or financial reporting issue, or (ii) any matter that was either the subject of a disagreement or a reportable event (as described in Item 304(a)(1)(iv) and Item 304(a)(1)(v) of Regulation S-K, respectively.)

Item 9.01. Financial Statements and Exhibits**(d) Exhibits**

Exhibit Number	Description of Exhibit
16.1	Letter from Postlethwaite & Netterville APAC to the Securities and Exchange Commission, dated May 9, 2017.

SIGNATURE

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: May 12, 2017

By: /s/ John J. D'Angelo

John J. D'Angelo

President and Chief Executive Officer

EXHIBIT INDEX

Exhibit
Number

Description of Exhibit

16.1 Letter from Postlethwaite & Netterville APAC to the Securities and Exchange Commission, dated May 9, 2017.

May 9, 2017

Securities and Exchange Commission
100 F Street, N.E.
Washington, DC 20549

Commissioners,

We have read the statements made by Investar Holding Corporation (copy attached), which we understand will be filed with the Securities and Exchange Commission, pursuant to Item 4.01 of Form 8-K, as part of the Form 8-K of Investar Holding Corporation dated May 9, 2017. We agree with the statements concerning our Firm in such Form 8-K.

Sincerely,

/s/ Postlethwaite & Netterville