

# INVESTAR HOLDING CORP

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

Filed 10/17/19 for the Period Ending 10/16/19

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

---

**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): October 16, 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))

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. ☒

---

**Item 8.01 Other Events**

On October 16, 2019, Investar Holding Corporation (the “Company”) announced that the shareholders of Bank of York approved the previously announced Agreement and Plan of Reorganization (the “Merger Agreement”) between the Company, Bank of York, and Investar Bank, National Association (“Investar Bank”), the Company's wholly-owned subsidiary. The Merger Agreement provides for the merger of Bank of York with and into Investar Bank with Investar Bank as the entity surviving the merger. Following the merger, Investar Bank will continue as a wholly-owned subsidiary of the Company.

The Company has also received the necessary regulatory approvals to consummate the Bank of York acquisition from the Office of the Comptroller of the Currency. The acquisition is expected to be consummated on or about November 1, 2019, subject to the satisfaction or waiver of the other closing conditions described in the Merger Agreement.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

Exhibit Number	Description of Exhibit
<a href="#">99.1</a>	<a href="#">Press release dated October 16, 2019</a>

---

## **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: October 16, 2019

By: /s/ John J. D'Angelo

John J. D'Angelo

President and Chief Executive Officer

**Investar Holding Corporation Announces Acquisition Approvals**

**Baton Rouge, La., October 16, 2019 (GLOBE NEWSWIRE)** - Investar Holding Corporation (the “Company”) (Nasdaq:ISTR), the holding company of Investar Bank, National Association (“Investar Bank”), today announced that necessary shareholder and regulatory approvals have been obtained for its previously announced pending acquisition of Bank of York, York, Alabama (“Bank of York”). The Company also provided an update regarding expected timeframes to complete the acquisition.

On July 30, 2019, the Company announced that it and Investar Bank had entered into an Agreement and Plan of Reorganization (the “Merger Agreement”) with Bank of York. At June 30, 2019, Bank of York had approximately \$99.5 million in assets, \$46.0 million in net loans, \$82.3 million in deposits, and \$11.2 million in stockholders’ equity. Bank of York is an Alabama state bank, offering a full range of banking and financial services to individual and corporate customers. Its operations in Alabama include a main office in York, a branch in Livingston, and loan production office in Tuscaloosa, which is expected to be converted into a full-service branch at some point after the closing of the transaction, subject to Investar Bank's receipt of the necessary regulatory approvals for that branch.

Under the terms of the Merger Agreement, the Company will pay a total amount of cash merger consideration to shareholders of Bank of York equal to \$15.0 million. Bank of York will also be permitted under the Merger Agreement to make regular and special pre-closing cash distributions to its shareholders in an aggregate amount of approximately \$1.0 million.

Bank of York shareholders approved the acquisition at a shareholder meeting held on October 16, 2019. No vote of the shareholders of the Company is required to complete the transaction. Completion of the acquisition remains subject to the satisfaction or waiver of other customary closing conditions under the terms of the Merger Agreement. Upon satisfaction of all closing conditions, the Company anticipates it will close the Bank of York acquisition on or about November 1, 2019. Branch and operating system conversions are currently scheduled to be completed in the second quarter of 2020.

**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, 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 three 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.

---

**Contact:**

Investar Holding Corporation  
Chris Hufft  
Chief Financial Officer  
(225) 227-2215  
[Chris.Hufft@investarbank.com](mailto:Chris.Hufft@investarbank.com)