

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

**FORM S-8**

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

**Investar Holding Corporation**

*(Exact name of registrant as specified in its charter)*

**Louisiana**  
*(State of incorporation)*

**27-1560715**

*(IRS Employer Identification No.)*

**10500 Coursey Blvd.**  
**Baton Rouge, Louisiana**  
*(Address of principal executive offices)*

**70816**

*(Zip Code)*

**Amended and Restated Investar Holding Corporation 2017 Long-Term Incentive Compensation Plan**

*(Full title of the plan)*

**John J. D'Angelo**  
**Chairman of the Board and Chief Executive Officer**  
**Investar Holding Corporation**  
**10500 Coursey Boulevard**  
**Baton Rouge, Louisiana 70816**  
**(225) 227-2222**

*(Name, address, and telephone number,  
including area code, of agent for service)*

Copy to:

**Kelly Simoneaux**  
**Jones Walker LLP**  
**201 St. Charles Avenue, Suite 5100**  
**New Orleans, Louisiana 70170-5100**  
**(504) 582-8000**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
Non-accelerated filer  Smaller reporting company   
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 7(a)(2)(B) of the Securities Act.

**CALCULATION OF REGISTRATION FEE**

Title of securities to be registered	Amount to be registered <sup>(1)(2)</sup>	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, \$1.00 par value per share	600,000 shares	\$22.33	\$13,398,000 <sup>(3)</sup>	\$1,462 <sup>(3)</sup>

- (1) This Registration Statement on Form S-8 relates to the Amended and Restated Investar Holding Corporation 2017 Long-Term Incentive Compensation Plan (the "2017 Plan") of Investar Holding Corporation (the "Company"). An aggregate of 1,200,000 shares of the Company's common stock, \$1.00 par value per share (the "Common Stock"), have been or may be issued under the 2017 Plan. Of these 1,200,000 shares, 600,000 shares were previously registered under the Securities Act of 1933, as amended (the "Securities Act") pursuant to the Company's Registration Statement on Form S-8 (File No. 333-218231) filed by the Company on May 25, 2017.
- (2) Upon a future stock split, stock dividend or similar transaction involving the Common Stock during the effectiveness of this Registration Statement, the number of securities registered shall be automatically increased to cover the additional securities in accordance with Rule 416(a) under the Securities Act.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and (h) under the Securities Act, based on the average of the high and low price per share of the Common Stock reported on the NASDAQ Stock Market on August 3, 2021.

**EXPLANATORY NOTE**

This Registration Statement on Form S-8 is filed by Investar Holding Corporation to register an additional 600,000 shares of its Common Stock that may be issued to eligible participants under the Amended and Restated Investar Holding Corporation 2017 Long-Term Incentive Compensation Plan. Accordingly, the contents of the Registration Statement on Form S-8 filed with the Securities and Exchange Commission (the "Commission") on May 25, 2017 (Commission File No. 333-218231) are incorporated by reference into this Registration Statement pursuant to General Instruction E of Form S-8, except to the extent modified by this Registration Statement.

**PART II  
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Financial Statements and Exhibits.**

(d) Exhibits

Exhibit Number	Description of Exhibit
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4.1	<a href="#">Restated Articles of Incorporation of Investar Holding Corporation (incorporated by reference to Exhibit 3.1 to Company's Form S-1 filed with the SEC on May 16, 2014)</a>
4.2	<a href="#">Amended and Restated By-laws of Investar Holding Corporation (incorporated by reference to Exhibit 3.2 to Company's Form S-4 filed with the SEC on October 10, 2017)</a>
4.3	<a href="#">Specimen Common Stock Certificate (incorporated by reference to Exhibit 4.1 of the Company's Form S-1 filed May 16, 2014)</a>
5*	<a href="#">Opinion of Jones Walker LLP</a>
23.1*	<a href="#">Consent of Home LLP</a>
23.2*	<a href="#">Consent of Ernst &amp; Young LLP</a>
23.3*	<a href="#">Consent of Jones Walker LLP (included in Exhibit 5)</a>
24*	<a href="#">Powers of Attorney (included in the signature pages of this Registration Statement)</a>
99*	<a href="#">Amended and Restated Investar Holding Corporation 2017 Long-Term Incentive Compensation Plan (incorporated by reference to Exhibit 10.1 to the Company's Form 8-K filed May 20, 2021)</a>

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Baton Rouge, State of Louisiana, on August 6, 2021.

**INVESTAR HOLDING CORPORATION**

By: /s/ John J. D'Angelo  
 John J. D'Angelo  
 President and Chief Executive Officer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS that each person whose signature appears below constitutes and appoints John J. D'Angelo and Christopher L. Hufft, or either of them, his true and lawful attorney-in-fact and agent, with full power of substitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto such attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and ratifying and confirming all that such attorney-in-fact and agent or his substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities as of August 6, 2021.

<u>Signature</u>	<u>Title</u>
<u>/s/ John J. D'Angelo</u> John J. D'Angelo	President and Chief Executive Officer <i>(Principal Executive Officer)</i>
<u>/s/Christopher L. Hufft</u> Christopher L. Hufft	Executive Vice President and Chief Financial Officer <i>(Principal Financial Officer)</i>
<u>/s/Rachel P. Cherco</u> Rachel P. Cherco	Executive Vice President and Chief Accounting Officer <i>(Principal Accounting Officer)</i>
<u>/s/William H. Hidalgo, Sr.</u> William H. Hidalgo, Sr.	Director
<u>/s/James M. Baker</u> James M. Baker	Director
<u>/s/James H. Boyce, III</u> James H. Boyce, III	Director
<u>/s/Robert M. Boyce, Sr.</u> Robert M. Boyce, Sr.	Director
<u>/s/Gordon H. Joffrion, III</u> Gordon H. Joffrion, III	Director
<u>/s/Robert Chris Jordan</u> Robert Chris Jordan	Director
<u>/s/Suzanne O. Middleton</u> Suzanne O. Middleton	Director
<u>/s/Andrew C. Nelson, M.D.</u> Andrew C. Nelson, M.D.	Director
<u>/s/Frank L. Walker</u> Frank L. Walker	Director

August 6, 2021

Investar Holding Corporation  
10500 Coursey Boulevard  
Baton Rouge, Louisiana 70816

Ladies and Gentlemen:

We have acted as counsel to Investar Holding Corporation (the "Company"), in connection with the preparation of the Company's registration statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission with respect to registration under the Securities Act of 1933 of an additional 600,000 shares of Common Stock of the Company, \$1.00 par value per share (the "Common Stock"), to be issued under the Amended and Restated Investar Holding Corporation 2017 Long-Term Incentive Compensation Plan (the "Plan").

We have examined instruments, documents, and records which we deemed relevant and necessary for the basis of our opinion hereinafter expressed. In such examination, we have assumed the following: (a) the authenticity of original documents and the genuineness of all signatures; (b) the conformity to the originals of all documents submitted to us as copies; and (c) the truth, accuracy, and completeness of the information, representations, and warranties contained in the records, documents, instruments, and certificates we have reviewed.

Based upon the foregoing, we are of the opinion that the shares of Common Stock to be issued by the Company pursuant to the Plan after the filing of the Registration Statement are validly authorized shares of Common Stock and, when issued in accordance with the terms described in the Plan, will be legally issued, fully paid, and non-assessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the use of our name wherever it appears in the Registration Statement. In giving such consent, we do not consider that we are "experts" within the meaning of such term as used in the Securities Act of 1933, as amended, or the rules and regulations of the Securities and Exchange Commission issued thereunder, with respect to any part of the Registration Statement, including this opinion as an exhibit or otherwise.

Sincerely,

/s/Jones  
Walker  
LLP

Jones  
Walker  
LLP

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in this Registration Statement (Form S-8) pertaining to the Amended and Restated Investar Holding Corporation 2017 Long-Term Incentive Compensation Plan of our reports dated March 10, 2021, with respect to the consolidated financial statements of Investar Holding Corporation and the effectiveness of internal control over financial reporting of Investar Holding Corporation included in its Annual Report (Form 10-K) for the year ended December 31, 2020, filed with the Securities and Exchange Commission.

/s/ Horne LLP

Baton Rouge, Louisiana  
August 6, 2021

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in this Registration Statement (Form S-8) pertaining to the Amended and Restated Investar Holding Corporation 2017 Long-Term Incentive Compensation Plan of Investar Holding Corporation of our report dated March 13, 2020, with respect to the consolidated financial statements of Investar Holding Corporation included in its Annual Report (Form 10-K) for the year ended December 31, 2020, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

New Orleans, Louisiana  
August 6, 2021