

INVESTAR HOLDING CORP

FORM 8-K (Current report filing)

Filed 09/26/17 for the Period Ending 09/20/17

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): September 20, 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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

The Board of Directors of Investar Holding Corporation voted on September 20, 2017 at its regularly scheduled monthly meeting to amend the Corporation's By-Laws to change the Corporation's annual meeting of shareholders from the third Wednesday in May to the fourth Wednesday in May each year. The Corporation's 2018 annual meeting of shareholders will occur on May 23, 2018. This description is qualified by the full text of the amendment, which is attached hereto as Exhibit 3.1 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

Exhibit Number	Description of Exhibit
3.1	Second Amendment to the By-laws of Investar Holding Corporation, dated September 20, 2017.

EXHIBIT INDEX

Exhibit
Number

Description of Exhibit

[3.1](#) [Second Amendment to the By-laws of Investar Holding Corporation, dated September 20, 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: September 26, 2017

By: /s/ John J. D'Angelo

John J. D'Angelo

President and Chief Executive Officer

**SECOND AMENDMENT
TO THE BY-LAWS
OF
INVESTAR HOLDING CORPORATION**

Investar Holding Corporation, a Louisiana corporation (the "Corporation"), through its undersigned secretary, does certify that:

I. Amendment to the By-laws. The following amendment to the By-laws of the Corporation has been duly adopted by the Board of Directors of the Corporation, as authorized by Article VIII of the Corporation's Restated Articles of Incorporation:

A. Section 1.01 of the By-laws of the Corporation is hereby deleted in its entirety, and the following is hereby substituted in lieu thereof:

Section 1.01 Annual Meetings. The annual meeting of the shareholders of Investar Holding Corporation (the "Corporation") for the election of Directors and the transaction of whatever other business may properly come before the meeting shall be held on the fourth Wednesday of May of each year or such other date selected by the Board of Directors. The Board of Directors shall select the time and place for the annual meeting. Notice of such meeting shall be mailed, postage prepaid, at least ten (10) days and not more than sixty (60) days prior to the date of the annual meeting, addressed to each shareholder of record entitled to vote at such meeting at such shareholder's last known address.

II. Ratification of the By-laws. The By-laws of the Corporation are hereby ratified and confirmed in all respects, as amended herein.

I, Randolph F. Kassmeier, certify that I am the duly elected and authorized corporate Secretary of Investar Holding Corporation, currently serving in such capacity, and as such, am the official custodian of its records; and that the foregoing amendment to the By-laws of the Corporation was duly adopted by the Board of Directors of the Corporation at a meeting duly called and convened on September 20, 2017.

/s/Randolf F. Kassmeier
Randolf F. Kassmeier, Secretary