

INVESTAR HOLDING CORP

FORM 8-K (Current report filing)

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Address	10500 COURSEY BLVD THIRD FLOOR BATON ROUGE, LA, 70816
Telephone	225-227-2222
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Sector	Financials
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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): November 1, 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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
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 2.01 Completion of Acquisition or Disposition of Assets

Effective before the opening of business on November 1, 2019, Investar Holding Corporation (NASDAQ: ISTR) (“Investar”), the holding company for Investar Bank, National Association (“Investar Bank”), completed its previously announced acquisition of Bank of York, York, Alabama (“Bank of York”).

The acquisition was completed pursuant to the terms of the Agreement and Plan of Reorganization (the “Merger Agreement”), dated July 30, 2019, by and among Investar, Investar Bank, and Bank of York. Pursuant to the Merger Agreement, Bank of York was merged with and into Investar Bank, with Investar Bank surviving the merger.

Under the terms of the Merger Agreement, all of the issued and outstanding shares of Bank of York common stock were converted into the right to receive aggregate merger consideration of \$15,000,000. Bank of York was also permitted under the terms of the agreement to make a special pre-closing cash distribution to its shareholders in an aggregate amount of approximately \$1.0 million.

The foregoing description of the Merger Agreement does not purport to be complete and is qualified in its entirety by reference to the Merger Agreement, which was filed as Exhibit 2.1 to Investar’s Current Report on Form 8-K filed on July 30, 2019, and is incorporated herein by reference.

Item 8.01 Other Events

On November 1, 2019, Investar issued the press release attached hereto as Exhibit 99.1 and incorporated herein by reference announcing the completion of its acquisition of Bank of York.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit Number	Description of Exhibit
99.1	Press release dated November 1, 2019
2.1	Agreement and Plan of Reorganization dated July 30, 2019, by and among Investar Holding Corporation, Investar Bank, and Bank of York, filed as exhibit 2.1 to the Current Report on Form 8-K of the Company filed July 30, 2019 and incorporated herein by reference.

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: November 1, 2019

By: /s/ John J. D'Angelo

John J. D'Angelo

President and Chief Executive Officer



Investar Holding Corporation Announces Completion of Bank of York Acquisition

Baton Rouge, La., November 1, 2019 (GLOBE NEWSWIRE) – Investar Holding Corporation (Nasdaq:ISTR) (“Investar”), the holding company of Investar Bank, National Association (“Investar Bank”), today announced the completion of its acquisition of Bank of York in York, Alabama. A definitive agreement relating to the acquisition was previously announced in July 2019.

The acquisition became effective as of November 1, 2019. Pursuant to the terms of the definitive agreement, Bank of York was merged with and into Investar Bank with Investar Bank as the surviving bank. Under the terms of the definitive agreement, all of the issued and outstanding shares of Bank of York common stock were converted into aggregate merger consideration of \$15,000,000. Bank of York was also permitted under the terms of the agreement to make a special pre-closing cash distribution to its shareholders in an aggregate amount of approximately \$1.0 million.

“Investar is excited to expand our footprint into the Alabama market through the acquisition of Bank of York. As a community bank, we are focused on customer service, and we look forward to providing enhanced products and services to the customers and communities that we serve. We are enthusiastic about this partnership and look forward to welcoming Bank of York’s customers, shareholders and employees to the Investar family,” said John D’Angelo, President and Chief Executive Officer of Investar.

On November 1, 2019, Bank of York had approximately \$101 million in assets, \$46 million in loans, \$85 million in total deposits, and \$11 million in stockholders’ equity. Following the acquisition, on a pro forma basis, the combined organization is expected to have approximately \$2.1 billion in total assets.

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. Investar Bank had total assets of approximately \$2.0 billion as of September 30, 2019 and currently operates 27 branches, including two branches acquired on November 1, 2019, serving the south Louisiana, southeast Texas, and southwest Alabama markets.

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.

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