

INVESTAR HOLDING CORP

FORM 8-K (Current report filing)

Filed 12/01/17 for the Period Ending 12/01/17

Address	10500 COURSEY BLVD THIRD FLOOR BATON ROUGE, LA, 70816
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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): December 1, 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) (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 2.01 Completion of Acquisition or Disposition of Assets

Effective December 1, 2017, Investar Holding Corporation (NASDAQ: ISTR) (“Investar”), the holding company for Investar Bank, completed its previously announced acquisition of BOJ Bancshares, Inc. (“BOJ”), the parent company for The Highlands Bank, Jackson, Louisiana.

The acquisition was completed pursuant to the terms of the Agreement and Plan of Reorganization (the “Merger Agreement”), dated August 4, 2017, by and among Investar, BOJ, and Investar Interim Corporation, a Louisiana corporation and wholly-owned subsidiary of Investar (“Merger Subsidiary”). Pursuant to the Merger Agreement, BOJ was merged with and into the Merger Subsidiary, with the Merger Subsidiary as the surviving corporation. Immediately following the initial merger, the Merger Subsidiary was merged with and into Investar, with Investar as the surviving corporation and The Highlands Bank 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 BOJ common stock were converted into the right to receive aggregate merger consideration consisting of: (i) an aggregate of \$3,950,000 in cash and (ii) an aggregate of 799,559 shares of Investar common stock.

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 August 7, 2017, and is incorporated herein by reference.

Item 8.01 Other Events

On December 1, 2017, Investar issued the press release attached hereto as Exhibit 99.1 and incorporated herein by reference announcing the completion of its acquisition of BOJ.

Item 9.01 Financial Statements and Exhibits

(a) Financial statements of businesses acquired.

Any financial statements required by this item will be filed by amendment to this Current Report on Form 8-K no later than 71 days after the date on which this Current Report on Form 8-K is required to be filed.

(b) Pro forma financial information.

Any pro forma financial information required by this item will be filed by amendment to this Current Report on Form 8-K no later than 71 days after the date on which this Current Report on Form 8-K is required to be filed.

(d) Exhibits

Exhibit
Number

Description of Exhibit

99.1	Press release dated December 1, 2017
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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: December 1, 2017

By: /s/ John J. D'Angelo

John J. D'Angelo

President and Chief Executive Officer



Investar Holding Corporation Announces Completion of BOJ Bancshares, Inc. Acquisition

Baton Rouge, La., December 1, 2017 (GLOBE NEWSWIRE) – Investar Holding Corporation (Nasdaq:ISTR) (“Investar”), the holding company of Investar Bank, today announced the completion of its acquisition of BOJ Bancshares, Inc. (“BOJ”), including its wholly-owned bank subsidiary, The Highlands Bank, in Jackson, Louisiana. A definitive agreement relating to the acquisition was previously announced in August 2017.

The acquisition became effective as of December 1, 2017. Pursuant to the terms of the definitive agreement, BOJ was merged with and into Investar Interim Corporation, a Louisiana corporation and wholly-owned subsidiary of Investar, with Investar Interim Corporation as the surviving corporation, and Investar Interim Corporation was merged with and into Investar, with Investar as the surviving corporation. Immediately following the holding company mergers, The Highlands Bank was merged with and into Investar Bank, with Investar Bank surviving.

Under the terms of the definitive agreement, all of the issued and outstanding shares of BOJ common stock were converted into aggregate merger consideration consisting of an aggregate of \$3,950,000 in cash and an aggregate of 799,559 shares of Investar common stock.

“Investar is excited to expand our footprint in the Baton Rouge market through the acquisition of The Highlands Bank. As a community bank, we are focused on customer service, and we look forward to providing enhanced products and services to the customers, employees and communities that we serve,” said John D’Angelo, President and Chief Executive Officer of Investar.

On December 1, 2017, BOJ had approximately \$154 million in assets, \$104 million in gross loans, and \$128 million in total deposits. Following the acquisition, on a proforma basis, the combined organization is expected to have over \$1.6 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, a Louisiana-chartered bank. Investar Bank had total assets of approximately \$1.5 billion as of September 30, 2017 and currently operates 20 branches serving southeast Louisiana.

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:
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