
**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): July 15, 2022

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 8.01 Other Events

On July 15, 2022, Investar Bank, National Association (“Investar Bank”), a wholly-owned subsidiary of Investar Holding Corporation (NASDAQ: ISTI (“Investar”) entered into a Purchase and Assumption Agreement (“Agreement”), pursuant to which Investar Bank has agreed to sell certain assets, deposits and other liabilities relating to two existing Investar Bank branch locations in the Texas cities of Victoria and Alice to First Community Bank, a Texas state bank located in Corpus Christi, Texas. The transaction is expected to close in the first quarter of 2023, subject to regulatory approvals and other customary closing conditions. The transaction is not expected to have a material impact on Investar’s financial results.

Forward-Looking Statements

This Current Report on Form 8-K and the attached release may contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are typically identified by words or phrases such as “may,” “will,” “anticipate,” “estimate,” “expect,” “project,” “intend,” “plan,” “believe,” “target,” “forecast,” and other words and terms of similar meaning. Forward-looking statements involve estimates, expectations, projections, goals, forecasts, assumptions, risks and uncertainties. Investar cautions readers that any forward-looking statement is not a guarantee of future performance and that actual results could differ materially from those contained in the forward-looking statements. Such forward-looking statements include, but are not limited to, statements about the benefits of the proposed transaction, including future financial and operating results; Investar’s plans, objectives, expectations and intentions; the expected timing of completion of the transaction and other statements that are not historical facts. Important factors that could cause actual results to differ materially from those indicated by such forward-looking statements include risks and uncertainties relating to: (i) the risk that Investar may be unable to obtain governmental and regulatory approvals required to consummate the proposed transaction, or required governmental and regulatory approvals may delay the transaction or result in the imposition of conditions that could cause the parties to abandon the transaction; (ii) the risk that a condition to closing may not be satisfied; (iii) the timing to consummate the proposed transaction; (iv) the risk that the cost savings and any other synergies expected from the transaction may not be fully realized or may take longer to realize than expected; (v) disruption from the transaction making it more difficult to maintain relationships with customers, employees or vendors; and (vi) other factors which Investar discusses or refers to in the “Risk Factors” section of its most recent Annual Report on Form 10-K filed with the Securities and Exchange Commission. Each forward-looking statement speaks only as of the date of that particular statement and Investar undertakes no obligation to update or revise its forward-looking statements, whether as a result of new information, future events or otherwise.

Item 9.01. Financial Statements and Exhibits.

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
99.1	<u>Press Release, issued by Investar Holding Corporation, dated July 18, 2022</u>

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: July 19, 2022

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



Investar Bank, National Association Agrees to Sell Two South Texas Branches to First Community Bank

BATON ROUGE, La., July 18, 2022 (ACCESSWIRE) -- Investar Holding Corporation (NASDAQ:ISTR) ("Investar"), announced today that its wholly-own subsidiary, Investar Bank, National Association, Baton Rouge, Louisiana ("Investar Bank"), entered into an agreement to sell certain assets, deposits and other liabilities associated with the Alice, Texas and Victoria, Texas locations to First Community Bank, Corpus Christi, Texas ("First Community"). First Community is a wholly-owned subsidiary of Coastal Bend Bancshares, Inc.

Pursuant to the related purchase and assumption agreement, First Community is expected to acquire approximately \$23 million in loans and approximately \$27 million in deposits in the transaction. First Community also expects that it will ultimately consolidate the two Investar locations with existing branch locations in Alice and Victoria, Texas.

"We expect that this sale of our South Texas branches will permit us to focus more on our core markets," said Investar's President and Chief Executive Officer John D'Angelo. "Of Investar's entire branch network, these two locations are geographically the most distant from our Louisiana headquarters. We believe our South Texas customers will be well-served by First Community following completion of the sale."

Completion of the branch sale remains subject to regulatory approval and other customary closing conditions contained in the purchase and assumption agreement. The pending sale is expected to close in the first quarter of 2023. Customers of these branches will receive additional information in the coming months.

Performance Trust Capital Partners LLC served as investment banker in the transaction. Fenimore Kay Harrison LLP served as legal counsel to Investar and Alston & Bird LLP served as legal counsel to First Community.

About Investar

Investar Holding Corporation, headquartered in Baton Rouge, Louisiana, provides full banking services, excluding trust services, through its wholly-own banking subsidiary, Investar Bank, National Association. Investar Bank currently operates 31 branch locations serving Louisiana, Texas, and Alabama. At Mar 31, 2022, Investar Bank had 336 full-time equivalent employees and total assets of \$2.6 billion.

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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