

**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 18, 2024

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:

- 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

(d) On September 18, 2024, the Board of Directors (the “Board”) of Investar Holding Corporation (the “Company”) appointed Scott Ginn to serve as a director of the Board upon recommendation of the Nominating and Governance Committee of the Board (the “Nominating Committee”), effective immediately. Mr. Ginn will serve until the Company’s 2025 Annual Meeting of Shareholders and until his successor is duly elected and qualified.

Upon recommendation of the Nominating Committee, the Board appointed Mr. Ginn as a member of the Board’s Audit Committee. The Board determined that Mr. Ginn is independent pursuant to the director independence standards established under the NASDAQ Stock Market listing rules and that Mr. Ginn meets the additional requirements for service on the Board’s Audit Committee and qualifies as an “audit committee financial expert” under applicable U.S. Securities and Exchange Commission (“SEC”) rules and regulations and satisfies the financial sophistication requirements under the NASDAQ Stock Market listing rules.

Mr. Ginn will receive compensation for his Board and respective committee service in accordance with the Company’s standard compensation arrangements for non-employee directors, which are described in the Company’s definitive proxy statement on Schedule 14A filed with the SEC on April 2, 2024, under the heading “Non-Employee Director Compensation.”

There are no arrangements or understandings between Mr. Ginn and any other persons pursuant to which he was appointed to the Board. There are also no family relationships between Mr. Ginn and any director or executive officer of the Company or any direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

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: September 19, 2024

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