

# INVESTAR HOLDING CORP

## **FORM 8-K** (Current report filing)

Filed 07/01/20 for the Period Ending 06/30/20

Address	10500 COURSEY BLVD THIRD FLOOR BATON ROUGE, LA, 70816
Telephone	225-227-2222
CIK	0001602658
Symbol	ISTR
SIC Code	6022 - State Commercial Banks
Industry	Banks
Sector	Financials
Fiscal Year	12/31

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of report (Date of earliest event reported): June 30, 2020

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**Investar Holding Corporation**

(Exact name of registrant as specified in its charter)

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**Louisiana**  
(State or other jurisdiction  
of incorporation)

**001-36522**  
(Commission  
File Number)

**27-1560715**  
(I.R.S. Employer  
Identification No.)

**10500 Coursey Boulevard**  
**Baton Rouge, Louisiana 70816**  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (225) 227-2222

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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.

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**Item 1.02 Termination of a Material Definitive Agreement.**

As previously disclosed, on December 19, 2019, Investar Holding Corporation, a Louisiana corporation (“Investar”), the holding company for Investar Bank, National Association (“Investar Bank”), entered into an Agreement and Plan of Reorganization (the “Reorganization Agreement”) with Cheaha Financial Group, Inc. (“Cheaha”), the holding company for Cheaha Bank, an Alabama state-chartered bank, and High Point Acquisition, Inc., a Louisiana corporation and wholly-owned subsidiary of Investar. The Reorganization Agreement provided for the acquisition of Cheaha Bank by Investar by virtue of a series of merger transactions described therein.

After the close of business on June 30, 2020, Investar provided notice of termination of the Reorganization Agreement to Cheaha because the transactions contemplated by the Reorganization Agreement were not consummated by the close of business on June 30, 2020. Concurrently with the notice of termination, the related ancillary agreements, including without limitation the Agreement and Plan of Bank Merger, dated as of December 19, 2019, by and between Investar Bank and Cheaha Bank, were also terminated in accordance with their terms.

The termination of the Reorganization Agreement came in response to the unpredictable economic conditions resulting from the global health crisis caused by the COVID-19 pandemic, which made it impractical for Investar to complete the strategic transaction contemplated by the Reorganization Agreement. Neither Investar nor Cheaha will be required to pay the other party any termination fee under the terms of the Reorganization Agreement as a result of its termination.

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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: July 1, 2020

By: /s/ John J. D'Angelo

John J. D'Angelo

President and Chief Executive Officer