
**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): March 17, 2021

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 March 17, 2021, Investar Holding Corporation (the “Company”) issued a press release announcing that the shareholders of Cheaha Financial Group, Inc. (“Cheaha”), the holding company for Cheaha Bank in Oxford, Alabama, approved the previously announced Agreement and Plan of Reorganization (the “Merger Agreement”). The Company also announced that the necessary regulatory approvals for the acquisition of Cheaha have been received from the Company’s federal banking regulators. The acquisition is expected to be consummated on or about April 1, 2021, subject to the satisfaction or waiver of the other closing conditions described in the Merger Agreement.

A copy of the press release is furnished as Exhibit 99.1 to this Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description of Exhibit
99.1	Press release dated March 17, 2021
104	The cover page of Investar Holding Corporation’s Form 8-K is formatted in Inline XBRL

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.

March 17, 2021

INVESTAR HOLDING CORPORATION

By: /s/ John J. D'Angelo

John J. D'Angelo

President and Chief Executive Officer



Investar Holding Corporation Announces Acquisition Approvals

Baton Rouge, La., March 17, 2021 (GLOBE NEWSWIRE) – Investar Holding Corporation (the “Company”) (Nasdaq:ISTR), the holding company of Investar Bank, National Association (the “Bank”), today announced that it has received the necessary shareholder and regulatory approvals for its previously announced, pending acquisition of Cheaha Financial Group, Inc. (“Cheaha”), the holding company for Cheaha Bank in Oxford, Alabama. The Company also provided an update regarding expected timing for completion of the acquisition.

On January 25, 2021, the Company announced that it had entered into an Agreement and Plan of Reorganization (the “Merger Agreement”) with Cheaha, dated January 21, 2021. At December 31, 2020, Cheaha Bank had approximately \$236 million in assets, \$126 million in net loans, and \$202 million in deposits. Cheaha Bank offers a full range of banking products and services to the individuals and small businesses from four branch locations in Calhoun County, Alabama.

The Company is now pleased to announce that the shareholders of Cheaha approved the Merger Agreement and the related acquisition at a meeting held on March 16, 2021. No vote of the shareholders of the Company is required for completion of the transaction. The Company has also received the necessary approvals for the acquisition from its federal banking regulators. Completion of the acquisition remains subject to the satisfaction of customary closing conditions under the terms of the Merger Agreement, including the expiration of any statutory waiting periods. Upon satisfaction of all closing conditions, the Company anticipates it will close the Cheaha acquisition on or about April 1, 2021.

Under the terms of the Merger Agreement, consideration will be paid to the shareholders of Cheaha in the form of cash. Shareholders of Cheaha will be entitled to receive a per-share amount of cash consideration equal to \$80.

John D’Angelo, President and Chief Executive Officer, commented, “We are excited to have received the approvals of our federal bank regulators and are enthusiastic to add Cheaha Bank’s customers and branches into the Investar family. We look forward to closing the acquisition early in the second quarter.”

About Investar Holding Corporation

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. The Bank currently operates 31 branch locations serving south Louisiana, southeast Texas, and southwest Alabama. At December 31, 2020, the Bank had 323 full-time equivalent employees and total assets of \$2.3 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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