

HOME BANCORP, INC.

Form 424B3

October 26, 2017

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Registration No. 333-220829

MERGER PROPOSED — YOUR VOTE IS VERY IMPORTANT

Dear Fellow Shareholders:

On August 23, 2017, Home Bancorp, Inc. (which we refer to as “Home”), and St. Martin Bancshares, Inc. (which we refer to as “St. Martin”), entered into an Agreement and Plan of Merger (which we refer to as the “merger agreement”) that provides for the combination of the two companies. Under the merger agreement, St. Martin will merge with and into Home, with Home as the surviving corporation, in a transaction we refer to as the “merger.” Immediately following the completion of the merger, St. Martin Bank & Trust Company, a wholly-owned bank subsidiary of St. Martin, will merge with and into Home Bank, N.A., a wholly-owned subsidiary of Home, with Home Bank as the surviving bank, in a transaction we refer to as the “bank merger.” The merger will combine two south Louisiana-based community banks with a long history of service and a common commitment to enhancing shareholder value.

In the merger, each outstanding share of St. Martin common stock (except for shares held by shareholders who exercise their appraisal rights under Louisiana law and for specified shares held by St. Martin or Home) will be automatically converted into the right to receive 9.2839 (which we refer to as the “exchange ratio”) shares of Home common stock. In addition, immediately prior to the merger, St. Martin will pay a special cash distribution of \$94.00 per share to its shareholders. Although the number of shares of Home common stock that each St. Martin shareholder will receive (which we refer to as the “stock merger consideration”) is fixed, the market value of the stock merger consideration will fluctuate with the market price of Home common stock and will not be known at the time St. Martin shareholders vote on the merger. Based on the closing price of \$38.37 per share of Home’s common stock on the NASDAQ Global Select Market on August 22, 2017 (the last trading day before public announcement of the merger), the stock merger consideration represented approximately \$356.22 in value for each share of St. Martin common stock. Based on Home’s closing price on October 20, 2017 of \$42.00, the stock merger consideration represented approximately \$389.92 in value for each share of St. Martin common stock. Based on Home’s closing price on October 20, 2017, the aggregate value of the stock merger consideration and the special cash distribution to be paid by St. Martin immediately prior to the merger was \$483.92. We urge you to obtain current market quotations for Home (trading symbol “HBCP”). Home will issue approximately 1,927,000 shares of its common stock in the merger.

St. Martin and Home will each hold a special meeting of their respective shareholders in connection with the merger. St. Martin and Home shareholders will be asked to vote to approve the merger agreement and related matters, as described in the attached joint proxy statement/prospectus. Approval of the merger agreement requires the affirmative vote of the holders of a majority of the outstanding shares of Home common stock eligible to be cast at the Home special meeting and the affirmative vote of the holders of a majority of the outstanding shares of St. Martin common stock eligible to be cast at the St. Martin special meeting.

The special meeting of Home’s shareholders will be held on Tuesday, December 5, 2017 at the Petroleum Club of Lafayette, 111 Heymann Boulevard, Lafayette, Louisiana 70503, at 10:00 a.m. local time.

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The special meeting of St. Martin shareholders will be held on Tuesday, December 5, 2017 at the main office of St. Martin Bank & Trust Company, 310 South Main Street, St. Martinville, Louisiana 70582, at 4:00 p.m. local time.

Whether or not you plan to attend the Home special meeting or the St. Martin special meeting, it is important that your shares be represented at the meeting and your vote be recorded. Please take the time to vote by completing and mailing the enclosed proxy card or by voting via the Internet or telephone using the instructions provided on the proxy card. Even if you return the proxy card, you may attend the special meeting and vote your shares in person.

Home's board of directors unanimously recommends that Home's shareholders vote "FOR" approval of the merger agreement and "FOR" the other matters to be considered at the Home special meeting.

St. Martin's board of directors unanimously recommends that St. Martin shareholders vote "FOR" approval of the merger agreement and "FOR" the other matters to be considered at the St. Martin special meeting.

The attached joint proxy statement/prospectus describes the special meeting of Home, the special meeting of St. Martin, the merger, the documents related to the merger, and other related matters. Please carefully read the entire joint proxy statement/prospectus, including "Risk Factors," beginning on page 32, for a discussion of the risks relating to the proposed merger. You also can obtain information about Home from documents that it has filed with the Securities and Exchange Commission.

Thank you for your support.

Sincerely,

John W. Bordelon
President and Chief Executive Officer
Home Bancorp, Inc.

Guy M. Labbé
Chief Executive Officer
St. Martin Bancshares, Inc.

None of the SEC, any state securities commission, or any bank or other regulatory body has approved or disapproved of the securities to be issued in the merger or passed upon the accuracy or adequacy of this joint proxy statement/prospectus. Any representation to the contrary is a criminal offense.

The shares of Home common stock to be issued to shareholders of St. Martin in connection with the merger are not deposits or savings accounts or other obligations of any bank or savings association, and are not insured by the Federal Deposit Insurance Corporation or any other governmental agency.

The date of this joint proxy statement/prospectus is October 20, 2017, and it is first being mailed or otherwise delivered to shareholders of Home and St. Martin on or about October 27, 2017.

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HOME BANCORP, INC.

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

TO BE HELD ON DECEMBER 5, 2017

To the Shareholders of Home Bancorp, Inc.:

NOTICE IS HEREBY GIVEN that a special meeting of shareholders of Home Bancorp, Inc. (which we refer to as “Home”), will be held on Tuesday, December 5, 2017 at 10:00 a.m. local time at the Petroleum Club of Lafayette, 111 Heymann Boulevard, Lafayette, Louisiana, to consider and vote upon the following matters:

1.

A proposal to approve the Agreement and Plan of Merger, dated as of August 23, 2017, by and between Home and St. Martin Bancshares, Inc., as may be amended from time to time, pursuant to which St. Martin Bancshares, Inc. will merge with and into Home (which we refer to as the “merger”), as more fully described in the attached joint proxy statement/prospectus, (which we refer to as the “Home merger proposal”);

2.

A proposal to approve the issuance of additional shares of Home common stock, par value \$0.01 per share, to shareholders of St. Martin Bancshares, Inc. in the merger (which we refer to as the “stock issuance proposal”); and

3.

A proposal to authorize the adjournment of the Home special meeting, if necessary or appropriate, to solicit additional proxies in the event there are not sufficient votes at the time of the Home special meeting to approve either the Home merger proposal or the stock issuance proposal (which we refer to as the “Home adjournment proposal”).

We have fixed the close of business on October 17, 2017 as the record date for determining those Home shareholders entitled to notice of, and to vote at, the Home special meeting and any adjournments or postponements of the Home special meeting. Only Home shareholders of record at the close of business on that date are entitled to vote at the Home special meeting and any adjournments or postponements of the Home special meeting.

Approval of each of the Home merger proposal and the stock issuance proposal requires the affirmative vote of the holders of a majority of the total number of shares of Home common stock outstanding and entitled to be cast at the Home special meeting. Approval of the Home adjournment proposal requires the affirmative vote of a majority of the votes cast at the Home special meeting.

We have concluded that Home’s shareholders are not entitled to appraisal rights under Louisiana law.

Whether or not you intend to attend the Home special meeting, please vote as soon as possible by signing and returning the enclosed proxy card in the postage-paid envelope provided, by calling the toll-free telephone number or by using the Internet as described in the instructions included with your proxy card. If your shares are held in “street name” through a bank, broker, nominee or other holder of record, please follow the instructions on the voting instruction card provided by such entity. If you attend the Home special meeting, you may vote in person if you wish, even if you have previously returned your proxy card. If you wish to attend the Home special meeting and vote in person and your shares are held in “street name” through a bank, broker, nominee or other holder of record, you must bring with you a proxy or letter from the bank, broker, nominee or other holder of record to confirm your beneficial ownership of the shares.

Home’s board of directors has approved the merger agreement and the transactions included therein including the merger and the issuance of shares of Home common stock in the merger. Home’s board of directors recommends that Home shareholders vote “FOR” approval of the Home merger proposal, “FOR” approval of the stock issuance proposal, and “FOR” the proposal to authorize the adjournment of the Home special meeting, if necessary or appropriate, to solicit additional proxies to approve the Home merger proposal or the stock issuance proposal.

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The enclosed joint proxy statement/prospectus provides a detailed description of the Home special meeting, the merger, the merger agreement and other documents related to the merger, the stock issuance and other related matters. We urge you to read the joint proxy statement/prospectus, including the attached Annexes and any documents incorporated in the joint proxy statement/prospectus by reference, carefully and in their entirety.

BY ORDER OF THE BOARD OF DIRECTORS,

Richard J. Bourgeois, Corporate Secretary
Home Bancorp, Inc.
Lafayette, Louisiana
October 20, 2017

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ST. MARTIN BANCSHARES, INC.

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

TO BE HELD ON DECEMBER 5, 2017

To the Shareholders of St. Martin Bancshares, Inc.:

NOTICE IS HEREBY GIVEN that a special meeting of shareholders of St. Martin Bancshares, Inc. (which we refer to as “St. Martin”), will be held on Tuesday, December 5, 2017 at 4:00 p.m. local time at the main office of St. Martin Bank & Trust Company, 301 South Main Street, St. Martinville, Louisiana, to consider and vote upon the following matters:

1.

A proposal to approve the Agreement and Plan of Merger, dated as of August 23, 2017, by and between Home Bancorp, Inc. and St. Martin, as may be amended from time to time, pursuant to which St. Martin will merge with and into Home Bancorp (which we refer to as the “merger”), as more fully described in the attached joint proxy statement/prospectus (which we refer to as the “St. Martin merger proposal”);

2.

A proposal to terminate, effective as of the closing date of the merger, the Amended and Restated Shareholders’ Agreement, dated as of August 8, 2006 (which we refer to as the “Shareholders’ Agreement”), by and among St. Martin and all of its shareholders (which we refer to as the (“Shareholders’ Agreement proposal”); and

3.

A proposal to authorize the adjournment of the St. Martin special meeting, if necessary or appropriate, to solicit additional proxies in the event there are not sufficient votes at the time of the special meeting to approve either the St. Martin merger proposal or the Shareholders’ Agreement proposal (which we refer to as the “St. Martin adjournment proposal”).

We have fixed the close of business on October 17, 2017 as the record date for determining those St. Martin shareholders entitled to notice of, and to vote at, the St. Martin special meeting and any adjournments or postponements of the St. Martin special meeting. Only St. Martin shareholders of record at the close of business on that date are entitled to vote at the St. Martin special meeting and any adjournments or postponements of the St. Martin special meeting.

Approval of each of the St. Martin merger proposal and the Shareholders’ Agreement proposal requires the affirmative vote of the holders of a majority of the total number of shares of St. Martin common stock outstanding and entitled to be cast at the St. Martin special meeting. Approval of the St. Martin adjournment proposal requires the affirmative vote of a majority of the votes cast at the St. Martin special meeting.

Shareholders of St. Martin have the right to assert appraisal rights under Part 13 of the Louisiana Business Corporation Act. Appraisal rights allow a shareholder to avoid the effects of the proposed corporate action described in this notice by selling the shareholder’s shares to the corporation at their fair value, paid in cash. To retain the right to assert appraisal rights, a shareholder is required by law: (1) to deliver to the corporation, before the vote is taken on the action described in this notice, a written notice of the shareholder’s intent to demand appraisal if the corporate action proposed in this notice takes effect, and (2) not to vote, or cause or permit to be voted, in favor of the proposed corporate action any shares of the class or series for which the shareholder intends to assert appraisal rights. If a shareholder complies with those requirements, and the action proposed in this notice takes effect, the law requires the corporation to send to the shareholder an appraisal form that the shareholder must complete and return, and a copy of Part 13 of the Business Corporation Act, governing appraisal rights.

Whether or not you intend to attend the St. Martin special meeting, please vote as soon as possible by signing and returning the enclosed proxy card in the postage-paid envelope provided, by calling the toll-free telephone number or by using the Internet as described in the instructions included with your proxy card. If you attend the St. Martin special meeting, you may vote in person if you wish, even if you have previously returned your proxy card.

St. Martin’s board of directors has approved the merger agreement, and recommends that St. Martin’s shareholders vote “FOR” approval of the St. Martin merger proposal, “FOR” approval of the Shareholders’ Agreement proposal and “FOR”

approval of the St. Martin adjournment proposal, if necessary or appropriate, to solicit additional proxies to approve the St. Martin merger proposal or the Shareholders' Agreement proposal.

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The enclosed joint proxy statement/prospectus provides a detailed description of the St. Martin special meeting, the merger, the merger agreement and other documents related to the merger and other related matters. We urge you to read the joint proxy statement/prospectus, including the attached Annexes and any documents incorporated in the joint proxy statement/prospectus by reference, carefully and in their entirety.

BY ORDER OF THE BOARD OF DIRECTORS,

Daniel G. Guidry, Corporate Secretary
St. Martin Bancshares, Inc.
St. Martinville, Louisiana
October 20, 2017

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ADDITIONAL INFORMATION

This joint proxy statement/prospectus incorporates important business and financial information about Home that is not included in or delivered with this joint proxy statement/prospectus. You can obtain any of the documents filed with or furnished to the U.S. Securities and Exchange Commission (which we refer to as the “SEC”) pursuant to the Securities Exchange Act of 1934, as amended, which we refer to as the Exchange Act, by Home at no cost from the SEC’s website at <http://www.sec.gov>. You may also request copies of these documents, including documents incorporated by reference in this joint proxy statement/prospectus, at no cost by contacting Home at the following address:

Home Bancorp, Inc.
503 Kaliste Saloom Road
Lafayette, LA 70508
(337) 237-1960

Attention: Corporate Secretary

You will not be charged for any of these documents that you request. If you would like to request documents from Home, you must do so no later than five business days before the date of Home’s special meeting to ensure timely delivery. This means Home shareholders requesting documents must do so by November 28, 2017, in order to receive them before Home’s special meeting.

Shareholders of St. Martin who have any questions concerning the merger, this joint proxy statement/prospectus or who need help voting their shares of St. Martin common stock may contact Guy M. Labbé, Chief Executive Officer, St. Martin Bancshares, Inc., 301 S. Main Street, St. Martinville, Louisiana 70582, phone (337) 394-7816.

See “Where You Can Find More Information” on page 139.

ABOUT THIS DOCUMENT

This document, which forms part of a registration statement on Form S-4 filed by Home with the SEC (File No. 333-220829) under the Securities Act of 1933, as amended, which we refer to as the Securities Act, constitutes a prospectus of Home with respect to the shares of Home common stock to be issued to St. Martin shareholders in connection with the proposed merger. This document also constitutes a proxy statement of each of Home and St. Martin in connection with their respective special meetings of shareholders. This document also provides the notice of the special meeting of Home and St. Martin in accordance with state law with respect to their special meetings at which shareholders will consider and vote on the proposals described in the respective notices.

You should rely only on the information contained in this document. We have not authorized anyone to provide you with information that is different from that contained in this document. This document is dated October 20, 2017. You should not assume that the information contained in this document is accurate as of any other date. Neither the mailing of this document to Home shareholders or St. Martin shareholders nor the issuance by Home of its shares in connection with the merger will create any implication to the contrary.

This document does not constitute an offer to sell, or a solicitation of an offer to buy, any securities, or the solicitation of a proxy, in any jurisdiction to or from any person to whom it is unlawful to make any such offer or solicitation in such jurisdiction. Except where the context otherwise indicates, information contained in this document regarding Home has been provided by Home, and information contained in this document regarding St. Martin has been provided by St. Martin.

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QUESTIONS AND ANSWERS ABOUT THE MERGER AND THE SPECIAL MEETINGS

The following questions and answers briefly address some commonly asked questions about the merger and the special meetings of shareholders. They may not include all the information that may be important to you. You should read the entire document carefully, including the Annexes, and any additional documents incorporated by reference into this joint proxy statement/prospectus to fully understand the merger agreement and the transactions contemplated thereby, including the merger, the issuance of shares of Home common stock in connection with the merger, the proposals to be considered and voted on by shareholders of each of Home and St. Martin, and the voting procedures for the special meetings of shareholders of Home and St. Martin, respectively.

In this joint proxy statement/prospectus, we generally refer to Home Bancorp, Inc. as “Home,” Home Bank, N.A., a national bank and wholly-owned subsidiary of Home, as “Home Bank,” St. Martin Bancshares, Inc. as “St. Martin,” and St. Martin Bank & Trust Company, a Louisiana chartered bank and wholly-owned subsidiary of St. Martin, as “St. Martin Bank.”

Q:

What is the merger?

A:

On August 23, 2017, Home and St. Martin entered into an Agreement and Plan of Merger, which we refer to as the merger agreement. Pursuant to the merger agreement, St. Martin will merge with and into Home, with Home surviving the merger. We refer to this transaction as the merger. Also under the merger agreement, immediately following the merger, St. Martin Bank will be merged with and into Home Bank with Home Bank being the survivor, which we refer to as the bank merger. A copy of the merger agreement is attached to this joint proxy statement/prospectus as Annex A and is incorporated by reference herein.

Q:

Why am I receiving this joint proxy statement/prospectus?

A:

We are delivering this document to you because it is a joint proxy statement being used by both the Home and St. Martin boards of directors to solicit proxies of their respective shareholders in connection with approval of the merger agreement and related matters.

In order to approve the merger agreement and related matters, Home has called a special meeting of its shareholders. This document serves as the proxy statement for the Home special meeting and describes the proposals to be presented at the Home special meeting.

St. Martin has also called a special meeting of its shareholders to approve the merger agreement and related matters. This document also serves as the proxy statement for the St. Martin special meeting and describes the proposals to be presented at the St. Martin special meeting.

Finally, this document is a prospectus that is being delivered to St. Martin shareholders because, in connection with the merger, Home is offering shares of its common stock to St. Martin shareholders in exchange for their shares of St. Martin common stock at a 9.2839:1 exchange ratio.

This joint proxy statement/prospectus contains important information about the merger and the other proposals being voted on at the Home and St. Martin special meetings and important information to consider in connection with an investment in Home common stock. You should read it carefully and in its entirety. The enclosed materials allow you to have your shares of common stock voted by proxy without attending your special meeting. Your vote is important and we encourage you to submit your proxy as soon as possible.

Q:

What are Home shareholders being asked to vote on at the Home special meeting?

A:

Home is soliciting proxies from its shareholders with respect to the following proposals:

- a proposal to approve the merger agreement, as such agreement may be amended from time to time (which we refer to as the “Home merger proposal”);
- a proposal to approve the issuance of approximately 1,927,000 shares of Home’s common stock to shareholders of St. Martin in connection with the merger (which we refer to as the “stock issuance proposal”); and

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- a proposal to adjourn the Home special meeting, if necessary or appropriate, to solicit additional proxies in favor of the Home merger proposal and/or the stock issuance proposal (which we refer to as the “Home adjournment proposal”).

Q:
What are St. Martin shareholders being asked to vote on at the St. Martin special meeting?

A:
St. Martin is soliciting proxies from its shareholders with respect to the following proposals:

- a proposal to approve the merger agreement, as such agreement may be amended from time to time (which we refer to as the “St. Martin merger proposal”);

- a proposal to approve the termination, effective as of the closing date of the merger, of the Amended and Restated Shareholders’ Agreement, dated as of August 8, 2006 (which we refer to as the “Shareholders’ Agreement”), by and among St. Martin and all of the shareholders of St. Martin (which we refer to as the “Shareholders’ Agreement proposal”); and

- a proposal to adjourn the St. Martin special meeting, if necessary or appropriate, to solicit additional proxies in favor of the St. Martin merger proposal and/or the Shareholders’ Agreement proposal (which we refer to as the “St. Martin adjournment proposal”).

Q:
What will St. Martin shareholders receive in the merger?

A:
If the merger is completed, St. Martin shareholders will be entitled to receive, for each share of St. Martin common stock they own, 9.2839 (which we refer to as the “exchange ratio”) shares of Home common stock for each share of St. Martin common stock owned by such shareholder (which we refer to as the “stock merger consideration.” In addition, the merger agreement provides that, immediately prior to the effective time of the merger, St. Martin will pay shareholders of St. Martin a one-time special cash distribution of \$94.00 per share or approximately \$19.5 million in the aggregate (which we refer to as the “special cash distribution”).

Q:
Will the value of the stock merger consideration change between the date of this joint proxy statement/prospectus and the time the merger is completed?

A:
Yes. The exchange ratio is fixed, and the value of the merger consideration will fluctuate between the date of this joint proxy statement/prospectus and the completion of the merger based upon the market value for Home common stock. Any fluctuation in the market price of Home common stock after the date of this joint proxy statement/prospectus will change the value of the shares of Home common stock that shareholders of St. Martin will receive in the merger.

Based on the average closing stock price of Home common stock on the NASDAQ Global Select Market for the ten trading days ending on August 22, 2017, the last full trading day before the execution of the merger agreement, of \$39.15, the value of the stock merger consideration was \$363.46. Based on the closing stock price of Home common stock on the NASDAQ Global Select Market on August 22, 2017, of \$38.37, the value of the stock merger

consideration was \$356.22. Based on the closing stock price of Home common stock on the NASDAQ Global Select Market on October 20, 2017, the latest practicable date before the mailing of this joint proxy statement/prospectus, of \$42.00, the value of the stock merger consideration was \$389.82. In addition, St. Martin shareholders will receive a special cash distribution to be paid by St. Martin to its shareholders immediately prior the closing of the merger of \$94.00 per share. The amount of the special cash distribution is fixed and will not change. We urge you to obtain current market quotations for shares of Home common stock.

Q:

What will Home shareholders receive in the merger?

A:

If the merger is completed, Home shareholders will not receive any merger consideration and will continue to hold the shares of Home common stock that they currently hold. Following the merger, shares of Home common stock will continue to be traded on the NASDAQ Global Select Market under the symbol "HBCP."

Q:

What are the federal income tax consequences of the merger?

A:

The merger has been structured to qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended, which we refer to as the "Internal Revenue Code." It

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is a condition to the completion of the merger that each of Home and St. Martin receive a written opinion from its respective legal counsel to the effect that the merger will be treated as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code. It is expected that St. Martin shareholders will not recognize gain or loss for U.S. federal income tax purposes upon the exchange of their shares of St. Martin common stock for shares of Home common stock pursuant to the merger, except with respect to any cash received by a St. Martin shareholder in lieu of a fractional share of Home common stock.

This tax treatment may not apply to all shareholders of St. Martin. Determining the actual tax consequences of the merger to St. Martin shareholders can be complicated. St. Martin shareholders should consult their own tax advisor for a full understanding of the merger's tax consequences that are particular to them. Please see "Material United States Federal Income Tax Consequences of the Merger" beginning on page 85 for further discussion of the material U.S. federal income tax consequences of the merger.

Q:

How does the Home board of directors recommend that I vote at the Home special meeting?

A:

Home's board of directors unanimously recommends that you vote "FOR" the Home merger proposal, "FOR" the stock issuance proposal, and "FOR" the Home adjournment proposal.

Q:

How does the St. Martin board of directors recommend that I vote at the St. Martin's special meeting?

A:

St. Martin's board of directors unanimously recommends that you vote "FOR" the St. Martin merger proposal, "FOR" the Shareholders' Agreement proposal, and "FOR" the St. Martin adjournment proposal.

Q:

When and where are the special meetings?

A:

The Home special meeting will be held at the Petroleum Club of Lafayette, 111 Heymann Boulevard, Lafayette, Louisiana 70503 on Tuesday, December 5, 2017, at 10:00 a.m. local time.

The St. Martin special meeting will be held at the main office of St. Martin Bank, 301 South Main Street, St. Martinville, Louisiana 70582 on Tuesday, December 5, 2017, at 400 p.m. local time.

Q:

What do I need to do now?

A:

After you have carefully read this joint proxy statement/prospectus and have decided how you wish to vote your shares, please vote your shares promptly so that your shares are represented and voted at the Home special meeting and/or the St. Martin special meeting, as applicable. If you are a shareholder of both Home and St. Martin, you will need to vote your Home and St. Martin shares separately and to submit a separate proxy card to each company. If you hold your shares in your name as a shareholder of record, you must complete, sign, date, and mail your proxy card in the enclosed postage-paid return envelope as soon as possible. Alternatively, you may vote your shares through the Internet or by telephone. Information and applicable deadlines for voting through the Internet or by telephone are set forth in the enclosed proxy card instructions. If you hold your shares of Home common stock in "street name" through a bank, broker, nominee or other holder of record, you must direct your bank, broker, nominee or other holder of record how to vote in accordance with the instructions you have received from your bank, broker, nominee or other holder of record. "Street name" stockholders of Home who wish to vote in person at the Home special meeting will need to obtain a legal proxy from the institution that holds their shares.

Q:

What constitutes a quorum for the Home special meeting?

A:

The presence at the Home special meeting, in person or by proxy, of holders of a majority of the outstanding shares of Home common stock entitled to vote at the special meeting will constitute a quorum for the transaction of business. Abstentions and broker non-votes will be included in determining the number of shares present at the meeting for the purpose of determining the presence of a quorum.

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Q:

What constitutes a quorum for the St. Martin special meeting?

A:

The presence at the St. Martin special meeting, in person or by proxy, of holders of a majority of the outstanding shares of St. Martin common stock entitled to vote at the special meeting will constitute a quorum for the transaction of business. Abstentions will be included in determining the number of shares present at the meeting for the purpose of determining the presence of a quorum.

Q:

What is the vote required to approve each proposal at the Home special meeting?

A:

Home merger proposal:

•

Standard: Approval of the Home merger proposal requires the affirmative vote of the holders of at least a majority of the outstanding shares of Home common stock entitled to be cast on the proposal.

•

Effect of abstentions and broker non-votes: If you fail to vote, mark “ABSTAIN” on your proxy, or fail to instruct your bank or broker with respect to the Home merger proposal, it will have the same effect as a vote “AGAINST” the proposal.

Home stock issuance proposal:

•

Standard: Approval of the Home stock issuance proposal requires the affirmative vote of the holders of at least a majority of the outstanding shares of Home common stock entitled to be cast on the proposal.

•

Effect of abstentions and broker non-votes: If you fail to vote, mark “ABSTAIN” on your proxy, or fail to instruct your bank or broker with respect to the Home stock issuance proposal, it will have the same effect as a vote “AGAINST” the proposal.

Home adjournment proposal:

•

Standard: Approval of the Home adjournment proposal requires the affirmative vote of the holders of at least a majority of the votes cast at the Home special meeting.

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Effect of abstentions and broker non-votes: If you mark “ABSTAIN” on your proxy card, fail to submit a proxy card or vote in person at the Home special meeting, or fail to instruct your bank or broker how to vote with respect to the Home adjournment proposal, you will not be deemed to have cast a vote with respect to the proposal and it will have no effect on the proposal.

Q:

What is the vote required to approve each proposal at the St. Martin special meeting?

A:

St. Martin merger proposal:

- Standard: Approval of the St. Martin merger proposal requires the affirmative vote of the holders of at least a majority of the outstanding shares of St. Martin common stock entitled to be cast on the proposal.

- Effect of abstentions and broker non-votes: If you fail to vote or mark “ABSTAIN” on your proxy, it will have the same effect as a vote “AGAINST” the proposal. All shares of St. Martin common stock are held only by shareholders of record, and, accordingly, there will be no broker non-votes at the St. Martin special meeting.

St. Martin Shareholders’ Agreement proposal:

- Standard: Approval of the St. Martin Shareholders’ Agreement proposal requires the affirmative vote of the holders of at least a majority of the outstanding shares of St. Martin common stock.

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Effect of abstentions and broker non-votes: If you mark “ABSTAIN” on your proxy card or fail to submit a proxy card or vote in person at the St. Martin special meeting, with respect to the St. Martin Shareholders’ Agreement proposal, it will have the same effect as a vote “AGAINST” the proposal. All shares of St. Martin common stock are held only by shareholders of record, and, accordingly, there will be no broker non-votes at the St. Martin special meeting.

St. Martin adjournment proposal:

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Standard: Approval of the St. Martin adjournment proposal requires the affirmative vote of the holders of at least a majority of the votes cast at the St. Martin special meeting.

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Effect of abstentions and broker non-votes: If you mark “ABSTAIN” on your proxy card, fail to submit a proxy card or vote in person at the St. Martin special meeting, with respect to the St. Martin adjournment proposal, you will not be deemed to have cast a vote with respect to the proposal and it will have no effect on the proposal. All shares of St. Martin common stock are held only by shareholders of record, and, accordingly, there will be no broker non-votes at the St. Martin special meeting.

Q:
Why is my vote important?

A:
If you do not vote, it will be more difficult for Home or St. Martin to obtain the necessary quorum to hold their special meetings. In addition, your failure to submit a proxy or vote in person, or failure to instruct your bank or broker how to vote, or abstention will have the same effect as a vote “AGAINST” approval of the merger agreement and certain of the related proposals of each of Home and St. Martin.

Q:
Who can vote at the Home special meeting?

A:
Only holders of record of Home common stock at the close of business on October 17, 2017, the record date for the Home special meeting, will be entitled to vote at the Home special meeting.

Q:
Who can vote at the St. Martin special meeting?

A:
Only holders of St. Martin common stock at the close of business on October 17, 2017, the record date for the St. Martin special meeting, can vote at the St. Martin special meeting.

Q:
What is the difference between holding shares as a shareholder of record and as a beneficial owner?

A:
If your shares of Home common stock and/or St. Martin common stock are registered directly in your name, you are considered the shareholder of record with respect to those shares. As the shareholder of record, you have the right to vote, to grant a proxy for your vote directly to Home and/or St. Martin or to a third party to vote at the special meeting.

If your shares of Home common stock are held by a bank, brokerage firm or other nominee, you are considered the beneficial owner of shares held in “street name,” and your bank, brokerage firm or other nominee is considered the shareholder of record with respect to those shares. Your bank, brokerage firm or other nominee will send you, as the beneficial owner, a package describing the procedure for voting your shares of Home common stock. You should follow the instructions provided by them to vote your shares of Home common stock. You are invited to attend the special meeting; however, you may not vote these shares in person at the special meeting unless you obtain a “legal proxy” from your bank, brokerage firm or other nominee that holds your shares, giving you the right to vote the shares at the special meeting.

Q:

If my shares of Home common stock are held in “street name” by my broker, bank or other nominee, will my broker, bank or other nominee automatically vote my shares for me?

A:

No. If you own your shares of Home common stock in “street name,” your broker, bank or other nominee cannot vote your shares without instructions from you. You should instruct your broker, bank or other nominee as to how to vote your shares of Home common stock, following the directions your broker, bank or other nominee provides to you. Please check the voting form used by your broker, bank or other nominee.

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Q:

Can I attend the Home and St. Martin special meetings and vote my shares in person?

A:

Yes. All holders of the common stock of Home and St. Martin, including shareholders of record and shareholders who hold their shares through banks, brokers, nominees, or any other holder of record, are invited to attend their respective special meetings. Holders of record of Home and St. Martin common stock can vote in person at the Home special meeting and St. Martin special meeting, respectively. If you are a Home shareholder but not a shareholder of record (i.e., if your shares of Home common stock are held for you in “street name”), you must obtain a legal proxy, executed in your favor, from the record holder of your shares, such as a broker, bank, or other nominee, to be able to vote in person at the meetings. If you plan to attend your meeting, you must hold your shares in your own name or have a letter from the record holder of your shares confirming your ownership. Whether or not you intend to be present at the Home special meeting or the St. Martin special meeting, you are urged to sign, date, and return your proxy card, or to vote via the Internet or by telephone, promptly. If you are then present and wish to vote your shares in person, your original proxy may be revoked by voting at the special meeting.

Q:

Can I change my vote?

A:

Home shareholders: Yes. If you are a holder of record of Home common stock, you may change your vote or revoke any proxy at any time before it is voted by: (1) signing and returning a proxy card with a later date, (2) delivering a written revocation letter to Home’s corporate secretary, (3) voting by telephone or the Internet at a later time, or (4) attending the special meeting in person, notifying the corporate secretary and voting by ballot at the special meeting. Attendance at the special meeting will not automatically revoke your proxy. A revocation or later-dated proxy received by Home after the vote will not affect the vote. Home’s corporate secretary’s mailing address is: Corporate Secretary, Home Bancorp, Inc. 503 Kaliste Saloom Road, Lafayette, Louisiana 70508. If you hold your shares in “street name” through a bank, broker, or other holder of record, you should contact your record holder to change your vote.

St. Martin shareholders: Yes. If you are a holder of record of St. Martin common stock, you may change your vote at any time before your shares of St. Martin common stock are voted at the St. Martin special meeting by: (1) signing and returning a proxy card with a later date, (2) delivering a written revocation letter to St. Martin’s Chief Executive Officer, St. Martin Bancshares, Inc., 301 S. Main Street, St. Martinville, Louisiana 70582, (3) voting by telephone or the Internet at a later time, or (4) attending the special meeting in person, notifying the corporate secretary and voting by ballot at the special meeting.

Q:

What should I do if I receive more than one set of voting materials?

A:

Home and St. Martin shareholders may receive more than one set of voting materials, including multiple copies of this joint proxy statement/prospectus and multiple proxy cards or voting instruction cards. For example, if you hold shares of Home and/or St. Martin common stock in more than one brokerage account, you will receive a separate voting instruction card for each brokerage account in which you hold such shares. If you are a holder of record of Home common stock or St. Martin common stock and your shares are registered in more than one name, you will receive more than one proxy card. In addition, if you are a holder of both Home common stock and St. Martin common stock, you will receive one or more separate proxy cards or voting instruction cards for each company. Please complete, sign, date and return each proxy card and voting instruction card that you receive or otherwise follow the voting instructions set forth in this joint proxy statement/prospectus to ensure that you vote every share of Home common stock and/or St. Martin common stock that you own.

Q:

Do I have appraisal rights?

A:

St. Martin's shareholders have the right to assert appraisal rights with respect to the merger and to demand in writing that Home pay the fair value of their shares of St. Martin common stock under applicable provisions of Louisiana law. This value may be more or less than the value a St. Martin shareholder would receive in the merger. In order to exercise and perfect appraisal rights, a St. Martin shareholder must give written notice of his, her or its intent to demand payment for his, her or its shares to St. Martin before the vote is taken on the merger at the St. Martin special meeting, and must

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not vote in favor of the merger. Louisiana law requires shareholders to follow certain statutory procedures in order to perfect their rights to appraisal. Please see “The Merger — Appraisal Rights” beginning on page 71 and the Louisiana statutory provisions provided in Annex D. Shareholders of Home do not have appraisal rights in the merger.

Q:

When do you expect to complete the merger?

A:

Home and St. Martin expect to complete the merger in the fourth quarter of 2017 or the first quarter of 2018. However, we cannot assure you when or if the merger will be completed. Among other things, we cannot complete the merger until we obtain the approvals being sought from shareholders of each of Home and St. Martin at their respective special meetings.

Q:

What happens if the merger is not completed?

A:

If the merger is not completed, holders of St. Martin common stock will not receive any consideration for their shares in connection with the merger, and St. Martin will remain an independent company and will continue to own St. Martin Bank. In addition, if the merger is not completed, St. Martin will not pay the special cash distribution to shareholders of St. Martin.

If the merger agreement is terminated in certain circumstances, a termination fee may be required to be paid by St. Martin to Home. Please see “The Merger Agreement — Termination Fee” beginning on page 84 for a complete discussion of the circumstances under which a termination fee will be required to be paid.

Q:

Should I send my St. Martin share certificates with my proxy card or before the St. Martin special meeting?

A:

No. You should NOT send your St. Martin share certificates with your proxy card or at any time prior to the St. Martin special meeting. Home, through its appointed exchange agent, will send St. Martin shareholders instructions for exchanging their share certificates for the stock merger consideration.

Q:

Are there any risks that I should consider in deciding whether to vote for the approval of the merger agreement and the related proposals?

A:

Yes. You should read and carefully consider the risk factors set forth in the section entitled “Risk Factors” beginning on page 32 of this joint proxy statement/prospectus. You also should read and carefully consider the risk factors of Home contained in the documents that are incorporated by reference into this joint proxy statement/prospectus. See the section entitled “Where You Can Find More Information” beginning on page 139 of this joint proxy statement/prospectus.

Q:

Whom should I call with questions about the special meetings, the proposals or the merger?

A:

Home shareholders: If you have additional questions about the merger, need assistance in submitting your proxy or voting your shares of Home common stock, or need additional copies of this joint proxy statement/prospectus or the enclosed proxy card, please contact Joseph B. Zanco, Chief Financial Officer, Home Bancorp, Inc., at (337) 237-1960.

St. Martin shareholders: If you have additional questions about the merger, need assistance in submitting your proxy, voting your shares of St. Martin common stock, or need additional copies of this joint proxy statement/prospectus or the enclosed proxy card, please contact Guy M. Labbé; Chief Executive Officer, St. Martin Bancshares, Inc., at (337) 394-7816.

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SUMMARY

This summary highlights selected information from this joint proxy statement/prospectus. It may not contain all the information that is important to you. You should read carefully the entire document, including the Annexes, and the additional documents we refer you to in order to fully understand the merger agreement and the transactions contemplated thereby, including the merger, the proposals to be considered and voted on by shareholders of Home and St. Martin, respectively, and the voting procedures for the special meetings of shareholders. See “Where You Can Find More Information” on page 139. Each item included in this summary refers to the page of this joint proxy statement/prospectus where that subject is discussed in more detail.

The Parties to the Merger

Home Bancorp, Inc.

503 Kaliste Saloom Road

Lafayette, Louisiana 70508

(337) 237-1960

Home Bancorp, Inc., a Louisiana corporation, is a bank holding company whose bank subsidiary, Home Bank, N.A., or Home Bank, is a national bank headquartered in Lafayette, Louisiana with 28 full-service locations. Founded in 1908, Home Bank’s primary business consists of attracting deposits from the general public and using those funds, together with funds it borrows, to originate loans to its customers and invest in securities such as U.S. government and agency securities and mortgage-backed securities. At June 30, 2017, Home had total assets of \$1.6 billion, total deposits of \$1.3 billion and shareholders’ equity of \$188.9 million.

Home’s common stock trades on the NASDAQ Global Select Market under the symbol “HBCP.”

St. Martin Bancshares, Inc.

301 S. Main Street

St. Martinville, Louisiana

(337) 394-7800

St. Martin, a Louisiana corporation, is a bank holding company headquartered in St. Martinville, Louisiana. Its primary subsidiary, St. Martin Bank & Trust Company, is a Louisiana chartered non-member bank which operates as a community-oriented financial institution dedicated to serving the financial services needs of consumers and businesses within its market areas. St. Martin Bank is engaged primarily in the business of attracting deposits from the general public and using such funds to originate loans. At June 30, 2017, St. Martin had total assets of \$597.3 million, total deposits of \$507.8 million and stockholders’ equity of \$59.3 million.

The Merger and the Merger Agreement (pages 48 and 75)

On August 23, 2017, Home and St. Martin entered into an Agreement and Plan of Merger, or the merger agreement, under which St. Martin will merge with and into Home, with Home surviving the merger. Upon completion of the merger, the separate existence of St. Martin will terminate and St. Martin common stock will no longer be outstanding. Also under the merger agreement, immediately following with the merger, St. Martin Bank will be merged with and into Home Bank, with Home Bank as the surviving entity in the bank merger. Completion of the merger is subject to a variety of conditions, including approval of the merger agreement by shareholders of each of Home and St. Martin. We currently expect to complete these mergers during the fourth quarter of 2017 or the first quarter of 2018. The merger agreement is attached to this joint proxy statement/prospectus as Annex A and is incorporated by reference herein.

In the Merger, St. Martin Shareholders Will Receive Shares of Home Common Stock (page 75)

The merger agreement provides for the merger of St. Martin with and into Home. If the merger is completed, St. Martin shareholders will receive 9.2839 shares of Home common stock for each share of St. Martin common stock they hold immediately prior to the merger. Home will not issue any fractional shares of Home common stock in the merger. St. Martin shareholders who would otherwise be entitled to a

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fraction of a share of Home common stock upon the completion of the merger will instead receive, for the fraction of a share, an amount in cash (rounded to the nearest cent) based on the average Home share closing price during the ten consecutive trading day period specified in the merger agreement. The merger agreement also provides that St. Martin will pay a special cash distribution of \$94.00 per share to shareholders of St. Martin immediately prior to the effectiveness of the merger.

Home common stock is listed on the NASDAQ Global Select Market under the symbol “HBCP”. St. Martin common stock is not listed on any national securities exchange or quoted on any interdealer quotation system. The following table shows the closing sale prices of Home common stock on August 22, 2017, the last full trading day before the public announcement of the merger agreement, and on October 20, 2017, the last practicable trading day before the date of this joint proxy statement/prospectus. This table also shows the implied value of the stock merger consideration payable for each share of St. Martin common stock, which was calculated by multiplying the closing price of Home common stock on those dates by the exchange ratio of 9.2839. Finally, the table shows the aggregate of the implied value of the stock merger consideration plus the value of the special cash distribution to be paid by St. Martin with respect to each share of St. Martin common stock.

	Home Common Stock	Implied Value of Stock Merger Consideration for One Share of St. Martin Common Stock	Aggregate Implied Value of Stock Merger Consideration Plus Special Cash Distribution for One Share of St. Martin Common Stock
August 22, 2017	\$ 38.37	\$ 356.22	\$ 450.22
October 20, 2017	\$ 42.00	\$ 389.92	\$ 483.92

The merger agreement governs the merger. The merger agreement is included in this joint proxy statement/prospectus as Annex A. All descriptions in this summary and elsewhere in this joint proxy statement/prospectus of the terms and conditions of the merger are qualified by reference to the merger agreement. Please read the merger agreement carefully for a more complete understanding of the merger.

The values in the table above are illustrative only. The value of the stock merger consideration that a St. Martin shareholder actually receives will be based on the actual closing price on the NASDAQ Global Select Market of Home common stock upon completion of the merger, which is likely to be different than the amounts set forth above. The Merger Is Intended to Be Tax-Free to St. Martin Shareholders as to the Shares of Home Common Stock They Receive (page 85)

The merger is intended to be treated as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended, which we refer to as the Internal Revenue Code. One of the conditions to the respective obligations of Home and St. Martin to complete the merger is that each of Home and St. Martin receives an opinion from its respective legal counsel to that effect.

It is expected that St. Martin shareholders will not recognize gain or loss for U.S. federal income tax purposes upon the exchange of their shares of St. Martin common stock for shares of Home common stock pursuant to the merger, except with respect to any cash received by a St. Martin shareholder in lieu of fractional shares of Home common stock.

This tax treatment may not apply to all St. Martin shareholders. Determining the actual tax consequences of the merger to St. Martin shareholders can be complicated. St. Martin shareholders should consult their own tax advisor for a full understanding of the merger’s tax consequences that are particular to them.

The Merger Will Be Accounted for as a “Business Combination” (page 85)

The merger will be treated as a “business combination” using the acquisition method of accounting with Home treated as the acquirer under United States generally accepted accounting principles (which we refer to as “GAAP”).

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Special Meeting of Home Shareholders (page 40)

Home plans to hold the Home special meeting on Tuesday, December 5, 2017, at 10:00 a.m., local time, at the Petroleum Club of Lafayette, 111 Heymann Boulevard, Lafayette, Louisiana. At the Home special meeting, Home shareholders will be asked to approve the merger agreement, to approve the issuance of shares of Home common stock in the merger, and to approve a proposal to allow the Home special meeting to be adjourned, if necessary or appropriate, to permit the solicitation of additional proxies in favor of approval of the merger agreement or the issuance of shares of Home common stock in the merger.

Home shareholders may vote at the Home special meeting if they owned Home common stock at the close of business on October 17, 2017, which is the record date for the Home special meeting. As of that date, there were approximately 7,415,716 shares of Home common stock outstanding and entitled to vote. Home shareholders are entitled to cast one vote for each share of Home common stock owned on the record date.

As of the record date for the Home special meeting, Home's directors and executive officers and their affiliates held 929,282 shares of Home common stock, excluding shares that may be acquired upon the exercise of outstanding stock options.

As of the record date for the Home special meeting, St. Martin, its subsidiaries, and its directors and officers and their affiliates owned 1,260 shares of Home common stock (excluding shares held as fiduciary, custodian or agent).

Home's Board of Directors Recommends That Home Shareholders Vote "FOR" Approval of the Merger Agreement and "FOR" the Other Proposals to be Considered at the Home Special Meeting (page 42)

Home's board of directors has approved the merger agreement and the transactions contemplated thereby, including the merger, and unanimously recommends that Home shareholders vote "FOR" approval of the merger agreement, "FOR" approval of the stock issuance proposal, and "FOR" the proposal to allow the Home special meeting to be adjourned, if necessary or appropriate, to permit the solicitation of additional proxies in favor of the approval of the merger agreement or the stock issuance proposal.

Opinion of Home's Financial Advisor (page 52)

BSP Securities, LLC (which we refer to as "BSP"), Home's financial advisor, delivered its opinion, dated August 22, 2017, to Home's board of directors to the effect that, as of the date of the opinion and subject to factors, qualifications, limitations and assumptions set forth in the opinion, the stock merger consideration together with the special cash distribution to be paid by St. Martin to its shareholders immediately prior to the proposed merger and the consideration to be paid to holders of outstanding options to acquire shares of St. Martin common stock was fair, from a financial point of view, to Home.

The full text of the written opinion of BSP, which sets forth the procedures followed, assumptions made, matters considered and qualifications and limitations on the review undertaken by BSP in connection with its opinion, is attached as Annex B to this joint proxy statement/prospectus. BSP's opinion was for the information of, and directed to, Home's board of directors (in its capacity as such) in connection with its consideration of the financial terms of the merger. BSP's opinion is not a recommendation as to how any holder of Home's common stock should vote with respect to the proposal to approve the merger agreement or any other matter. It does not address the underlying business decision of Home to engage in the merger, the relative merits of the merger as compared to any other alternative business strategies that might exist for Home or the effect of any other transaction in which Home might engage. The BSP opinion does not reflect any developments that may have occurred or may occur after the date of its opinion and prior to the completion of the merger. BSP will receive a fee for its services, including rendering the fairness opinion, in connection with the merger.

Special Meeting of St. Martin Shareholders (page 44)

St. Martin plans to hold the St. Martin special meeting on Tuesday, December 5, 2017, at 4:00 p.m., local time, at the main office of St. Martin Bank, 301 South Main Street, St. Martinville, Louisiana. At the St. Martin special meeting, St. Martin shareholders will be asked to approve the merger agreement, to

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approve the termination of the St. Martin Shareholders' Agreement effective as of the closing date of the merger, and to approve a proposal to allow the St. Martin special meeting to be adjourned, if necessary or appropriate, to permit the solicitation of additional proxies in favor of approval the merger agreement or of the Shareholders' Agreement proposal.

St. Martin shareholders may vote at the St. Martin special meeting if they owned St. Martin common stock at the close of business on October 17, 2017, which is the record date for the St. Martin special meeting. As of that date, there were 207,552 shares of St. Martin common stock outstanding and entitled to vote. St. Martin shareholders are entitled to cast one vote for each share of St. Martin common stock owned on the record date.

As of the record date for the St. Martin special meeting, St. Martin directors and executive officers and their affiliates held 55,551 shares of St. Martin common stock, excluding shares that may be acquired upon the exercise of outstanding stock options.

As of the record date for the St. Martin special meeting, Home, its subsidiaries, and its directors and executive officers and their affiliates owned 2,396 shares of St. Martin common stock (excluding shares held as fiduciary, custodian or agent).

St. Martin's Board of Directors Recommends That St. Martin Shareholders Vote "FOR" Approval of the Merger Agreement and "FOR" the Other Proposals to be Considered at the St. Martin Special Meeting (page 47)

St. Martin's board of directors has approved the merger agreement and the transactions contemplated thereby, including the merger, and unanimously recommends that St. Martin shareholders vote "FOR" approval of the merger agreement, "FOR" approval of the termination of the St. Martin Shareholders' Agreement effective as of the closing date of the merger, and "FOR" the proposal to allow the St. Martin special meeting to be adjourned, if necessary or appropriate, to permit the solicitation of additional proxies in favor of the approval of the merger agreement or the Shareholders' Agreement proposal.

Opinion of St. Martin's Financial Advisor (page 60)

At the August 23, 2017 meeting of the St. Martin board of directors, representatives of Raymond James & Associates, Inc. (which we refer to as "Raymond James") rendered Raymond James's written opinion to the St. Martin board, dated August 23, 2017, that, as of such date, the stock merger consideration, when considered together with the special cash distribution to be paid by St. Martin to its shareholders immediately prior to the merger pursuant to the merger agreement, was fair, from a financial point of view, to such holders, based upon and subject to the qualifications, assumptions and other matters considered in connection with the preparation of its opinion.

The full text of the written opinion of Raymond James, which sets forth, among other things, the various qualifications, assumptions and limitations on the scope of the review undertaken, is attached as Annex C to this joint proxy statement/prospectus and shareholders of St. Martin are encouraged to read it carefully in its entirety. Raymond James provided its opinion for the information and assistance of the St. Martin board of directors (solely in each director's capacity as such) in connection with, and for purposes of, its consideration of the merger and its opinion only addresses whether the merger consideration, when considered together with the special cash distribution to be paid by St. Martin to its shareholders immediately prior to the merger, as of the date of the opinion, was fair, from a financial point of view, to the shareholders of St. Martin. The opinion of Raymond James did not address any other term or aspect of the merger agreement or the merger contemplated thereby. The Raymond James opinion does not constitute a recommendation to the board or any holder of St. Martin common stock as to how the St. Martin board of directors, such shareholder or any other person should vote or otherwise act with respect to the merger or any other matter.

St. Martin's Directors and Executive Officers Have Interests in the Merger that Differ From Your Interests (page 68)

In considering the information contained in this joint proxy statement/prospectus, St. Martin shareholders should be aware that St. Martin's directors and executive officers have interests in the merger and have arrangements that are different from, or in addition to, those of St. Martin's shareholders. These

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interests include, among others, the acceleration and lump sum payment of benefits under existing supplemental retirement plan (“SERP”) agreements with certain executive officers of St. Martin, the treatment of outstanding St. Martin’s option awards pursuant to the merger agreement, the entry into new employment agreements with Home, effective as of the effective time of the merger, by certain executive officers of St. Martin, and rights to ongoing indemnification and insurance coverage by the surviving corporation for acts or omissions occurring prior to the merger. These interests also include Home’s agreement to appoint, on or prior to the effective time of the merger, two current directors of St. Martin to the board of directors of Home and Home Bank. The St. Martin board of directors was aware of and considered those interests, among other matters, in reaching its decisions to approve the merger agreement and the transactions contemplated thereby and to recommend the approval of the merger agreement to St. Martin shareholders. See the section entitled “The Merger — Interests of St. Martin’s Directors and Executive Officers in the Merger” beginning on page 68 of this joint proxy statement/prospectus for a more detailed description of these interests.

Ownership of Home Common Stock Following the Merger (page 121)

It is currently expected that former shareholders of St. Martin as a group will receive approximately 1,927,000 shares of Home common stock in the merger, which will constitute approximately 21% of the shares of Home common stock to be outstanding immediately after completion of the merger. As a result, current shareholders of Home as a group will own approximately 79% of the outstanding shares of Home common stock immediately after the completion of the merger.

St. Martin Shareholders Have Appraisal Rights in the Merger (page 71)

Under Louisiana law, record holders of St. Martin shares have the right to demand in writing to receive a payment in cash for the “fair value” of their shares of St. Martin common stock as determined by an appraisal process. To exercise those appraisal rights, St. Martin shareholders must follow exactly the procedures specified under Louisiana law.

These procedures are summarized in this joint proxy statement/prospectus. In addition, the text of the applicable provisions of Louisiana law is included as Annex D to this document. Failure to strictly comply with these provisions may result in the loss of appraisal’ rights. The value determined in the appraisal process may be more or less than the value a St. Martin shareholder would receive in the merger under the terms of the merger agreement.

St. Martin Has Agreed When and How It Can Consider Third-Party Acquisition Proposals (page 80)

Home and St. Martin have agreed that St. Martin will not initiate, solicit, induce or encourage proposals from third parties regarding certain acquisitions of St. Martin, its shares, or its businesses, take any action or facilitate the making of an acquisition proposal, or engage in related discussions, negotiations or enter into any related agreements.

However, St. Martin may (1) provide information in response to a request from a person who makes an unsolicited acquisition proposal, subject to such person entering into a confidentiality agreement that is no less favorable to St. Martin than its confidentiality agreement with Home, and (2) engage or participate in discussions or negotiations with a person who makes such an unsolicited acquisition proposal, if, but only if, (A) St. Martin has received a bona fide unsolicited written acquisition proposal that did not result from a breach of the merger agreement, (B) prior to taking any such action, St. Martin’s board of directors determines, in good faith, after consultation with its outside legal and financial advisors, that the acquisition proposal constitutes or is reasonably likely to lead to a superior proposal compared to the transactions contemplated by the merger agreement, (C) prior to furnishing or affording access to any information or data with respect to St. Martin or any of its subsidiaries or otherwise relating to the unsolicited acquisition proposal, St. Martin receives a confidentiality agreement with terms no less favorable to St. Martin than those contained in the confidentiality agreement between Home and St. Martin, and (D) the board of directors of St. Martin determines in good faith, after consultation with and having considered the advice of its outside legal counsel, that the failure to take any such actions would be reasonably likely to violate its fiduciary duties under applicable laws. St. Martin is required to provide Home with notice of such determination within three business days after making such determination.

Additionally, prior to the approval of the merger agreement by St. Martin’s shareholders, upon the determination by St. Martin’s board of directors that an unsolicited acquisition proposal constitutes a superior proposal compared to the transactions contemplated by the merger agreement, the board of

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directors of St. Martin may change its recommendation in favor of the merger agreement (but not terminate the merger agreement) if, prior to changing its recommendation, (1) St. Martin's board of directors determines, in good faith, after consultation with its outside legal and financial advisors, that failure to change its recommendation would be reasonably likely to be inconsistent with its fiduciary duties to St. Martin's shareholders, (2) St. Martin provides Home with notice that St. Martin's board of directors intends to or may change its recommendation and provides an opportunity for Home to make an improved proposal, and (3) St. Martin's board of directors determines, in good faith, after consultation with its outside legal and financial advisors, that the acquisition proposal constitutes a superior proposal compared to any such improved proposal by Home. However, St. Martin may terminate the merger agreement in such circumstances if it makes a determination to accept the superior proposal.

Unless the merger agreement is terminated before the St. Martin special meeting, St. Martin is required to submit the merger agreement to its shareholders.

Home Special Meeting Proposals: Required Vote; Treatment of Abstentions and Failure to Vote (page 40)

Home merger proposal:

- Standard: Approval of the Home merger proposal requires the affirmative vote of the holders of at least a majority of the outstanding shares of Home common stock entitled to be cast on the proposal.

- Effect of abstentions and broker non-votes: If you fail to vote, mark "ABSTAIN" on your proxy, or fail to instruct your bank or broker with respect to the Home merger proposal, it will have the same effect as a vote "AGAINST" the proposal.

Home stock issuance proposal:

- Standard: Approval of the Home stock issuance proposal requires the affirmative vote of the holders of at least a majority of the outstanding shares of Home common stock entitled to be cast on the proposal.

- Effect of abstentions and broker non-votes: If you fail to vote, mark "ABSTAIN" on your proxy, or fail to instruct your bank or broker with respect to the Home stock issuance proposal, it will have the same effect as a vote "AGAINST" the proposal.

Home adjournment proposal:

- Standard: Approval of the Home adjournment proposal requires the affirmative vote of the holders of at least a majority of the votes cast at the Home special meeting.

- Effect of abstentions and broker non-votes: If you mark "ABSTAIN" on your proxy card, fail to submit a proxy card or vote in person at the Home special meeting, or fail to instruct your bank or broker how to vote with respect to the Home adjournment proposal, you will not be deemed to have cast a vote with respect to the proposal it will have no effect on the proposal.

For further information, see "The Home Special Meeting — Quorum; Vote Required," beginning on page 40.

St. Martin Special Meeting Proposals: Required Vote; Treatment of Abstentions and Failure to Vote (page 44)

St. Martin merger proposal:

- Standard: Approval of the St. Martin merger proposal requires the affirmative vote of the holders of at least a majority of the outstanding shares of St. Martin common stock entitled to be cast on the proposal.

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- Effect of abstentions and broker non-votes: If you fail to vote or mark “ABSTAIN” on your proxy, with respect to the St. Martin merger proposal, it will have the same effect as a vote “AGAINST” the proposal. All shares of St. Martin common stock are held by shareholders of record, and, accordingly, there will be no broker non-votes at the St. Martin special meeting.

St. Martin Shareholders’ Agreement proposal:

- Standard: Approval of the St. Martin Shareholders’ Agreement proposal requires the affirmative vote of the holders of at least a majority of the outstanding shares of St. Martin common stock entitled to vote on the proposal.

- Effect of abstentions and broker non-votes: If you fail to vote or mark “ABSTAIN” on your proxy, with respect to the St. Martin Shareholders’ Agreement proposal, it will have the same effect as a vote “AGAINST” the proposal. All shares of St. Martin common stock are held by shareholders of record, and, accordingly, there will be no broker non-votes at the St. Martin special meeting.

St. Martin adjournment proposal:

- Standard: Approval of the St. Martin adjournment proposal requires the affirmative vote of the holders of at least a majority of the votes cast at the St. Martin special meeting.

- Effect of abstentions and broker non-votes: If you mark “ABSTAIN” on your proxy card or fail to submit a proxy card or vote in person at the St. Martin special meeting, with respect to the St. Martin adjournment proposal, you will not be deemed to have cast a vote with respect to the proposal it will have no effect on the proposal. All shares of St. Martin common stock are held by shareholders of record, and, accordingly, there will be no broker non-votes at the St. Martin special meeting.

For further information, see “The St. Martin Special Meeting — Quorum; Vote Required,” beginning on page 44. Conditions That Must Be Satisfied or Waived for the Merger to Occur (page 83)

Currently, Home and St. Martin expect to complete the merger in the fourth quarter of 2017 or the first quarter of 2018. As more fully described elsewhere in this joint proxy statement/prospectus and in the merger agreement, the completion of the merger depends on a number of conditions being satisfied or, where legally permissible, waived. These conditions include, among others:

- the approval of the merger agreement by the requisite votes of shareholders of each of Home and St. Martin;

- the receipt by each of Home and St. Martin of a legal opinion with respect to certain United States federal income tax consequences of the merger;

- the absence of any law, statute, rule, regulation, order, decree, injunction or other order by any court or other governmental entity, which enjoins or prohibits completion of the transactions contemplated by the merger agreement;

- the effectiveness of the registration statement of which this joint proxy statement/prospectus is a part with respect to the Home common stock to be issued in connection with the merger under the Securities Act and the absence of any stop order or proceedings initiated or threatened by the SEC or any state securities commissioner (with respect to any

applicable state securities laws) for that purpose;

- the authorization for listing on the NASDAQ of the shares of Home common stock to be issued in connection with the merger;
- the exercise of appraisal rights by holders of St. Martin common stock not exceeding 10% of the issued and outstanding shares of St. Martin;

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- the absence of any change that individually or in the aggregate has a material adverse effect with respect to Home or St. Martin;

- the truth and correctness of the representations and warranties of each other party in the merger agreement, subject to the materiality standards provided in the merger agreement; and

- the performance by each party in all material respects of their obligations under the merger agreement and the receipt by each party of certificates from the other party to that effect.

We cannot be certain when, or if, the conditions to the merger will be satisfied or waived, or that the merger will be completed.

Termination of the Merger Agreement (page 84)

The merger agreement can be terminated at any time prior to completion by mutual consent, if authorized by each of the Home and St. Martin boards of directors, or by either party individually, in the following circumstances:

- if the other party breaches the merger agreement in a way that would entitle the party seeking to terminate the agreement not to consummate the merger, unless the breach is capable of being cured by March 31, 2018 (the termination date of the merger agreement), and is actually cured within 30 days of notice of the breach;

- if the merger has not been completed by the termination date of March 31, 2018, unless the failure to complete the merger by that date is due to the breach of the merger agreement by the party seeking to terminate the merger agreement;

- if shareholders of either Home or St. Martin fail to approve the merger agreement at their respective special meetings; or

- if there is any final, non-appealable order permanently enjoining or prohibiting the completion of the merger or any consent, registration, approval, permit or authorization is denied such that the regulatory approval condition to the merger cannot be satisfied as of the closing date.

In addition, Home may terminate the merger agreement if St. Martin has received a “superior proposal” and St. Martin’s board of directors has (1) entered into an acquisition agreement with respect to the superior proposal or (2) withdrawn its recommendation regarding the merger, failed to make its recommendation or modified or qualified its recommendation in a manner adverse to Home. Home also may terminate the merger agreement if St. Martin fails to substantially comply with its obligations with respect to consideration and action upon alternative acquisition proposals.

St. Martin also may terminate the merger agreement if St. Martin has received an acquisition proposal that St. Martin’s board of directors determines to be a “superior proposal” and St. Martin’s board of directors has made a determination to accept such superior proposal.

If the merger agreement is terminated, it will become void, and there will be no liability on the part of Home or St. Martin, except that (1) in the event of willful breach of the merger agreement, the breaching party will remain liable for any damages, costs and expenses, including without limitation, reasonable attorneys’ fees incurred by the non-breaching party in connection with the enforcement of its rights under the merger agreement, (2) designated provisions of the merger agreement, including the payment of fees and expenses and the confidential treatment of

information, will survive the termination and (3) under certain circumstances, a termination of the merger agreement will obligate St. Martin to pay Home a termination fee.

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Termination Fee (page 84)

St. Martin will be obligated to pay Home a termination fee of \$3,500,000 under the following circumstances:

- if the merger agreement is terminated by Home because St. Martin has received a “superior proposal” and St. Martin’s board of directors has (1) entered into an acquisition agreement with respect to the superior proposal or (2) withdrawn its recommendation regarding the merger, failed to make its recommendation or modified or qualified its recommendation in a manner adverse to Home;
- if the merger agreement is terminated by St. Martin because St. Martin has received a “superior proposal” and St. Martin’s board of directors has made a determination to accept the superior proposal; or
- if St. Martin enters into a definitive agreement relating to an acquisition proposal within 12 months after the occurrence of any of the following: (1) the termination of the merger agreement by Home due to St. Martin’s willful breach, subject to the materiality standards provided in the merger agreement, of its representations, warranties, covenants or agreements under the merger agreement, or (2) the failure of St. Martin’s shareholders to approve the merger agreement after the public disclosure or public awareness of an acquisition proposal.

Regulatory Approvals Required for the Merger (page 71)

Each of Home and St. Martin has agreed to cooperate with the other and use all reasonable efforts to obtain all regulatory approvals and authorizations required to complete the transactions contemplated by the merger agreement, including the merger and the bank merger. As of the date of this joint proxy statement/prospectus, Home has received all necessary approvals, authorizations or non-objections from the Office of the Comptroller of the Currency (which we refer to as the “OCC”), the Louisiana Office of Financial Institutions (which we refer to as the “OFI”) and the Board of Governors of the Federal Reserve System (which we refer to as the “Federal Reserve Board”).

The Rights of St. Martin Shareholders Following the Merger Will Be Different (page 122)

The rights of St. Martin shareholders will change as a result of the merger due to differences in Home’s and St. Martin’s governing documents. The rights of St. Martin shareholders are governed by Louisiana law and by the St. Martin articles of incorporation and bylaws. Upon the completion of the merger, St. Martin shareholders will become shareholders of Home, as the continuing legal entity in the merger, and the rights of St. Martin shareholders will therefore be governed by Home’s articles and bylaws (but will continue to be governed by Louisiana law).

Risk Factors (page 32)

You should consider all the information contained in or incorporated by reference into this joint proxy statement/prospectus in deciding how to vote for the proposals presented in this joint proxy statement/prospectus. In particular, you should consider the factors described under “Risk Factors.”

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COMPARATIVE HISTORICAL AND PRO FORMA PER SHARE DATA

Presented below for Home and St. Martin are comparative historical and unaudited pro forma equivalent per share financial data as of and for the year ended December 31, 2016, and as of and for the six months ended June 30, 2017. The information in the table is based on, and should be read together with, the historical financial information that Home has presented in its filings with the SEC and the historical financial information that St. Martin has presented in its financial statements included in this joint proxy statement/prospectus beginning at page F-1. See the section entitled “Where You Can Find More Information” beginning on page 139.

The unaudited pro forma information gives effect to the merger as if the merger had been effective on December 31, 2016 or June 30, 2017 in the case of the book value data, and as if the merger had been effective as of January 1, 2017 or January 1, 2016 in the case of the earnings per share and the cash dividends data. The unaudited pro forma data combines the historical results of St. Martin into Home’s consolidated financial statements. While certain adjustments were made for the estimated impact of fair value adjustments and other acquisition-related activity, they are not necessarily indicative of what would have occurred had the acquisition taken place on January 1, 2017 or January 1, 2016.

The unaudited pro forma adjustments are based upon available information and certain assumptions that Home and St. Martin management believe are reasonable. The unaudited pro forma data, while helpful in illustrating the financial characteristics of the combined company under one set of assumptions, does not reflect the impact of factors that may result as a consequence of the merger or consider any potential impacts of current market conditions or the merger on revenues, expense efficiencies or asset dispositions, among other factors, nor the impact of possible business model changes. As a result, unaudited pro forma data are presented for illustrative purposes only and do not represent an attempt to predict or suggest future results. Upon completion of the merger, the operating results of St. Martin will be reflected in the consolidated financial statements of Home on a prospective basis.

	Home Historical	St. Martin Historical	Pro Forma Combined	Per Equivalent St. Martin Share(2)
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For six months ended June 30, 2017:

Earnings Per Share

Basic earnings per share	\$ 1.36	\$ 19.78	\$ 1.55	\$ 14.43
Diluted earnings per share	\$ 1.31	\$ 19.40	\$ 1.51	\$ 14.01
Cash Dividends Per Share(1)	\$ 0.27	\$ 13.50	\$ 0.27	\$ 2.51
Book Value per common share as of June 30, 2017	\$ 25.53	\$ 285.55	\$ 28.20	\$ 261.13

The pro forma combined book value per share of Home is based upon the pro forma combined common shareholders’ equity for Home and St. Martin divided by the total pro forma common shares of the combined entity and reflects St. Martin shares at the exchange ratio of 9.2839.

	Home Historical	St. Martin Historical	Pro Forma Combined	Per Equivalent St. Martin Share(2)
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For the year ended December 31, 2016:

Earnings Per Share

Basic earnings per share	\$ 2.34	\$ 40.36	\$ 2.83	\$ 26.29
Diluted earnings per share	\$ 2.25	\$ 39.60	\$ 2.75	\$ 25.52
Cash Dividends Per Share(1)	\$ 0.41	\$ 36.25	\$ 0.41	\$ 3.81
Book Value per common share as of December 31, 2016	\$ 24.47	\$ 264.60	\$ 26.95	\$ 250.21

(1)

Pro forma combined dividends are based on Home's historical amounts.

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(2)

Per equivalent St. Martin share was computed by multiplying the pro forma combined amounts by the exchange ratio of 9.2839.

The pro forma combined book value per share of Home is based upon the pro forma combined common shareholders' equity for Home and St. Martin divided by the total pro forma common shares of the combined entity and reflects St. Martin shares at the exchange ratio of 9.2839.

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SELECTED FINANCIAL AND OTHER DATA OF HOME

The following summary presents selected consolidated financial data of Home as of and for the periods indicated. The financial data as of and for the years ended December 31, 2016, 2015, 2014, 2013 and 2012 has been derived from Home's audited financial statements contained in Annual Reports on Form 10-K that Home has previously filed with the SEC. The financial data as of and for the six months ended June 30, 2017 and 2016 has been derived from Home's unaudited consolidated financial statements contained in Quarterly Reports on Form 10-Q that Home has previously filed with the SEC. The information as of and for the six months ended June 30, 2017 and 2016 is unaudited and reflects only normal recurring adjustments that are, in the opinion of Home's management, necessary for a fair presentation of the result for the interim periods presented. The results of operations for the six months ended June 30, 2017 are not necessarily indicative of the results to be achieved by Home for all of fiscal 2017 or for any other period.

	As of June 30,		As of December 31,				
	2017	2016	2016	2015	2014	2013	2012
	(dollars in thousands)						
Selected Financial Condition Data:							
Total assets	\$ 1,574,181	\$ 1,545,049	\$ 1,556,732	\$ 1,551,912	\$ 1,221,415	\$ 984,241	\$ 962,920
Cash and cash equivalents	51,702	26,853	29,315	24,798	29,078	32,639	39,539
Interest-bearing deposits in banks	1,391	2,431	1,884	5,144	5,526	2,940	3,529
Investment securities:							
Available for sale	197,376	174,950	183,730	176,762	174,801	149,632	157,250
Held to maturity	13,201	13,530	13,365	13,927	11,705	9,405	1,665
Loans receivable, net	1,205,753	1,206,883	1,215,323	1,214,818	901,208	700,538	667,800
Deposits	1,309,237	1,225,004	1,248,072	1,244,217	993,573	741,312	771,420
Federal Home Loan Bank advances	67,493	135,079	118,533	125,153	47,500	97,000	46,257
Securities sold under repurchase agreements	—	—	—	—	20,371	—	—
Shareholders' equity	188,939	173,567	179,843	165,046	154,144	141,910	141,570
	For the Six Months Ending June 30,		For the Years Ended December 31,				
	2017	2016	2016	2015	2014	2013	2012
	(dollars in thousands, except per share data)						

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Selected Operating
Data:

Interest income	\$ 34,762	\$ 33,914	\$ 67,684	\$ 58,410	\$ 54,323	\$ 43,721	\$ 46,122
Interest expense	2,895	2,639	5,268	3,866	3,284	3,503	4,914
Net interest income	31,867	31,275	62,416	54,544	51,039	40,218	41,208
Provision for loan losses	457	1,900	3,200	2,071	2,364	3,653	2,411
Net interest income after provision for loan losses	31,410	29,375	59,216	52,473	48,675	36,565	38,797
Noninterest income	4,990	6,015	11,157	8,770	8,175	7,670	7,761
Noninterest expense	22,082	24,197	46,797	42,022	41,772	33,205	32,763
Income before income taxes	14,318	11,193	23,576	19,221	15,078	11,030	13,795
Income taxes	4,826	3,827	7,568	6,671	5,206	3,736	4,605
Net income	\$ 9,492	\$ 7,366	\$ 16,008	\$ 12,550	\$ 9,872	\$ 7,294	\$ 9,190
Earnings per share – basic	\$ 1.36	\$ 1.08	\$ 2.34	\$ 1.87	\$ 1.51	\$ 1.11	\$ 1.33
Earnings per share – diluted	\$ 1.31	\$ 1.04	\$ 2.25	\$ 1.79	\$ 1.42	\$ 1.06	\$ 1.28
Cash dividends per share	\$ 0.27	\$ 0.19	\$ 0.41	\$ 0.30	\$ 0.07	\$ —	\$ —

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	As of or for the Six Months Ending June 30,		As of or For the Years Ended December 31,				
	2017	2016	2016	2015	2014	2013	2012
Selected Operating Ratios:(1)							
Average yield on interest-earnings assets (TE)	4.78%	4.74%	4.71%	4.75%	4.84%	5.06%	5.36%
Average rate on interest-bearing liabilities	0.54	0.49	0.49	0.43	0.39	0.54	0.72
Average interest rate spread (TE)(2)	4.24	4.25	4.22	4.32	4.45	4.52	4.64
Net interest margin (TE)(3)	4.38	4.37	4.34	4.43	4.54	4.65	4.79
Average interest-earning assets to average interest-bearing liabilities	135.60	133.26	134.34	136.76	133.91	132.63	126.81
Noninterest expense to average assets	2.82	3.13	3.04	3.14	3.38	3.45	3.38
Efficiency ratio(4)	59.91	64.89	63.61	66.37	70.54	69.34	66.91
Return on average assets	1.22	0.95	1.04	0.94	0.80	0.76	0.95
Return on average equity	10.25	8.67	9.19	7.83	6.65	5.14	6.60
Common stock dividend payout ratio	20.61	18.27	18.22	16.76	4.93	—	—
Average equity to average assets	11.86	11.00	11.30	11.99	12.02	14.74	14.38
Asset Quality Ratios:(5)(6)							
Non-performing loans as a percent of total loans receivable	1.58%	1.82%	1.39%	0.71%	0.55%	1.17%	0.43%
Non-performing assets as a percent of total assets	1.14	1.33	1.07	0.51	0.56	0.81	0.63
Allowance for loan losses as a percent of non-performing loans as of end of period	89.1	72.8	99.4	162.35	191.03	96.18	234.68

Allowance for loan losses as a percent of net loans as of end of period	1.40	1.33	1.38	1.15	1.04	1.12	1.01
Capital Ratios:(5)(7)							
Tier 1 risk-based capital ratio	13.86%	12.24%	12.91%	11.61%	16.94%	20.84%	20.97%
Leverage capital ratio	10.45	9.34	9.94	8.74	11.96	14.17	13.67
Total risk-based capital ratio	14.98	13.22	13.96	12.43	17.85	21.88	21.83

(1)

With the exception of end-of-period ratios, all ratios are based on average monthly balances during the respective periods.

(2)

Average interest rate spread represents the difference between the average yield on interest-earning assets and the average rate paid on interest-bearing liabilities.

(3)

Net interest margin represents net interest income as a percentage of average interest-earning assets. Taxable equivalent yields are calculated using a marginal tax rate of 35%.

(4)

The efficiency ratio represents noninterest expense as a percentage of total revenues. Total revenues is the sum of net interest income and noninterest income.

(5)

Asset quality and capital ratios are end of period ratios.

(6)

Asset quality ratios represents legacy non-performing assets. At June 30, 2017 and 2016 and December 31, 2016, 2015, 2014, 2013 and 2012, Home also had, \$1.6 million, \$1.9 million, \$1.5 million, \$2.6 million, \$4.3 million, \$7.3 million and \$6.8 million, respectively, of acquired nonimpaired loans, which were on nonaccrual or 90 days or more past due which are not included in the table above. In addition, not included in the table above \$500,000, \$2.1 million, \$2.2 million, \$3.0 million, \$3.4 million, \$4.5 million and \$3.7 million, respectively, in acquired assets which were repossessed assets at June 30, 2017 and 2016 and December 31, 2016, 2015, 2014, 2013 and 2012, respectively, and which are excluded from the asset quality ratios above. See page 25 of Home's Annual Report on Form 10-K for the year ended December 31, 2016 for the asset quality ratios including acquired nonimpaired loans and acquired repossessed assets, respectively. Nonperforming loans consist of nonaccruing loans and loans 90 days or more past due excluding acquired loans. Nonperforming assets consist of nonperforming loans and repossessed assets. It is Home's policy to cease accruing interest on all loans

(footnotes continued on next page)

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90 days or more past due. Repossessed assets consist of assets acquired through foreclosure or acceptance of title in-lieu of foreclosure. For additional information on Home's asset quality ratios see page 25 of Home's Annual Report on Form 10-K for the year ended December 31, 2016, which is incorporated herein by reference.

(7)

Capital ratios are for Home Bank only.

TABLE OF CONTENTS**SELECTED FINANCIAL AND OTHER DATA OF ST. MARTIN**

The following tables set forth certain summary historical consolidated financial information of St. Martin for each of the periods indicated. The historical financial information as of and for the years ended December 31, 2016 and 2015, except for the selected ratios, is derived from the audited financial statements of St. Martin included elsewhere in this joint proxy statement/prospectus. The historical financial information as of and for the years ended December 31, 2014, 2013 and 2012, except for the selected ratios, is derived from the audited financial statements of St. Martin not included in this joint proxy statement/prospectus. The historical results of St. Martin may not be indicative of its future performance.

You should read the selected historical consolidated financial and operating data set forth below in conjunction with the sections titled “Information about St. Martin — Management’s Discussion and Analysis of Financial Condition and Results of Operations of St. Martin,” as well as the consolidated financial statements of St. Martin and the related notes included elsewhere in this joint proxy statement/prospectus.

	Six Months Ended June 30,		As of and for the Year Ended				
	2017	2016	2016	2015	2014	2013	2012
	(Unaudited)						
	(Dollars in thousands, except share and per share data)						
Income statement data							
Interest income	\$ 13,882	\$ 13,601	\$ 27,352	\$ 26,301	\$ 23,994	\$ 21,046	\$ 19,771
Interest expense	1,225	1,140	2,377	2,077	1,969	2,052	2,076
Net interest income	12,657	12,461	24,976	24,225	22,025	18,994	17,695
Provision for possible loan losses	510	298	1,277	1,032	1,261	300	—
Non-interest income	2,020	1,902	4,429	4,223	3,617	3,817	3,785
Non-interest expense	7,851	6,885	15,238	14,801	12,860	12,144	11,394
Income before income taxes	6,316	7,180	12,889	12,615	11,521	10,367	10,086
Income tax expense	—	—	—	—	—	—	—
Net income	6,316	7,180	12,889	12,615	11,521	10,367	10,086
Balance sheet data (period-end):							
Total assets	597,290	555,372	581,219	539,348	526,690	422,095	401,357
Loans	455,456	438,177	442,993	419,037	395,658	312,372	288,203
Allowance for loan losses	(6,088)	(5,702)	(5,756)	(5,620)	(4,868)	(3,523)	(3,650)
Investment securities	57,556	56,459	51,788	49,901	53,536	52,467	46,969
Total deposits	507,793	469,216	494,585	461,250	455,025	344,980	329,397
	25,128	26,055	27,244	23,183	20,000	22,066	25,524

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Other borrowed funds							
Stockholders' equity	59,267	55,436	54,919	50,555	45,724	40,394	37,477
Per share data							
Earnings per share	30.43	34.60	62.10	60.78	55.51	49.95	48.59
Book value per common share	285.55	267.10	264.60	243.58	220.30	194.62	180.57
Dividends – common	2,802	2,906	7,524	7,783	7,161	6,278	5,397
Shares outstanding at end of period	207,552	207,552	207,552	207,552	207,552	207,552	207,552
Weighted average common shares outstanding	207,552	207,552	207,552	207,552	207,552	207,552	207,552

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	Six Months Ended June 30,		As of and for the Year Ended				
	2017	2016	2016	2015	2014	2013	2012
	(Unaudited)						
	(Dollars in thousands, except share and per share data)						
Annualized performance ratios							
Return on average assets(1)	2.14%	2.60%	2.30%	2.37%	2.48%	2.50%	2.71%
Return on average equity(1)	22.15	27.10	23.73	25.76	25.94	26.06	27.35
Net interest margin	4.52	4.76	4.69	4.81	5.07	4.91	5.16
Efficiency ratio(2)	53.49	47.94	51.82	52.03	50.15	53.24	53.05
Provision for loan losses to average loans	0.23%	0.14%	0.29%	0.25%	0.36%	0.10%	—
Asset quality ratios:							
Nonperforming assets to total assets	2.25%	2.48%	2.31%	1.94%	1.84%	2.60%	2.47%
Nonperforming loans to total loans	2.85	3.00	3.01	2.47	2.42	3.32	3.44
Allowance for loan losses to nonperforming loans	46.89	43.43	43.17	54.32	50.90	33.95	36.77
Allowance for loan losses to total loans	1.34	1.30	1.30	1.34	1.23	1.13	1.27
Net charge-offs as a percentage of average total loans	0.06	0.08	0.20	0.05	0.02	0.10	0.06
Capital ratios (bank-level only):							
Tier 1 capital to average assets	9.36%	9.32%	9.07%	8.93%	8.30%	9.53%	9.83%
Common equity tier 1 capital to risk-weighted assets	10.94	10.48	10.34	9.88	n/a	n/a	n/a
Tier 1 capital to risk-weighted assets	10.94	10.48	10.34	9.88	11.42	13.30	13.74
Total capital to risk-weighted assets	12.14	11.65	11.48	11.05	12.68	14.47	15.00

(1)

Average balances have been calculated on an average quarterly basis during the period presented (12 months or six months, as the case may be). Management of St. Martin does not believe that average quarterly balances differ materially from average daily balances.

(2)

The efficiency ratio is calculated by dividing noninterest expense by the sum of net interest income and noninterest income. The efficiency ratio is not on a fully taxable equivalent basis.

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UNAUDITED PRO FORMA COMBINED CONDENSED CONSOLIDATED FINANCIAL DATA

The Unaudited Pro Forma Combined Condensed Consolidated Financial Information has been prepared using the acquisition method of accounting, giving effect to the merger. The Unaudited Pro Forma Combined Condensed Consolidated Statement of Financial Condition combines the historical information of Home and St. Martin as of June 30, 2017 and assumes that the merger was completed on that date. The Unaudited Pro Forma Combined Condensed Consolidated Statements of Income combines the historical financial information of Home and St. Martin and give effect to the merger as if it had been completed as of the beginning of the periods presented. The Unaudited Pro Forma Combined Condensed Consolidated Financial Information is presented for illustrative purposes only and is not necessarily indicative of the results of income or financial condition had the merger been completed on the date described above, nor is it necessarily indicative of the results of income in future periods or the future financial condition and results of income of the combined entities. The financial information should be read in conjunction with the accompanying notes to the Unaudited Pro Forma Combined Condensed Consolidated Financial Information. Certain reclassifications have been made to St. Martin historical financial information in order to conform to Home's presentation of financial information.

The proposed merger is targeted for completion in the fourth quarter of 2017 or first quarter of 2018. There can be no assurance that the merger will be completed as anticipated. For purposes of the Unaudited Pro Forma Combined Condensed Consolidated Financial Information, the fair value of Home's common stock to be issued in connection with the merger was based on Home's closing stock price of \$42.52 as of June 30, 2017.

The Unaudited Pro Forma Combined Condensed Consolidated Financial Information includes estimated adjustments, including adjustments to record St. Martin's assets and liabilities at their respective fair values, and represents Home's pro forma estimates based on available fair value information as of the date of the merger agreement. In some cases, where noted, more recent information has been used to support estimated adjustments in the pro forma financial information.

The pro forma adjustments are subject to change depending on changes in interest rates and the components of assets and liabilities and as additional information becomes available and additional analyses are performed. The final allocation of the purchase price for the merger will be determined after it is completed and after completion of thorough analyses to determine the fair value of St. Martin's tangible and identifiable intangible assets and liabilities as of the date the merger is completed. Increases or decreases in the estimated fair values of the net assets as compared with the information shown in the Unaudited Pro Forma Combined Condensed Consolidated Financial Information may change the amount of the purchase price allocated to goodwill and other assets and liabilities and may impact Home's statement of income due to adjustments in yield and/or amortization of the adjusted assets or liabilities. Any changes to St. Martin's stockholders' equity, including results of operations from June 30, 2017 through the date the merger is completed, will also change the purchase price allocation, which may include the recording of a lower or higher amount of goodwill. The final adjustments may be materially different from the unaudited pro forma adjustments presented herein.

We anticipate that the merger will provide the combined company with financial benefits that include reduced operating expenses. The Unaudited Pro Forma Combined Condensed Consolidated Financial Information, while helpful in illustrating the financial characteristics of the combined company under one set of assumptions, does not reflect the benefits of expected cost savings or opportunities to earn additional revenue and, accordingly, does not attempt to predict or suggest future results. It also does not necessarily reflect what the historical results of the combined company would have been had Home and St. Martin been combined during these periods.

The Unaudited Pro Forma Combined Condensed Consolidated Financial Information has been derived from and should be read in conjunction with the historical consolidated financial statements and the related notes of Home, incorporated herein by reference and those of St. Martin, which appear elsewhere in this document.

TABLE OF CONTENTSCOMBINED CONDENSED CONSOLIDATED PRO FORMA STATEMENT OF
FINANCIAL CONDITION

(Unaudited)

At June 30, 2017

(Dollars in Thousands, Except Per Share Data)

	Home	St. Martin	Adjustments	Pro Forma
Assets				
Cash and cash equivalents	\$ 53,093	\$ 61,601	\$ (20,620)(1)	\$ 94,074
Investments AFS	197,376	60,102	(386)(2)	257,092
Investments HTM	13,201	—	—	13,201
Mortgages held for sale	4,298	—	—	4,298
Loans and Leases	1,218,763	455,469	(7,145)(3)	1,667,087
Allowance for loan and lease losses	(13,010)	(6,088)	6,088(4)	(13,010)
Net loans	1,205,753	449,381	(1,057)	1,654,077
Premises and equipment	38,533	6,174	718(5)	45,425
Bank owned life insurance	20,390	8,163	—	28,553
Other assets	41,537	11,869	44,701(6)(7)(8)(9)	98,107
Total assets	\$ 1,574,181	\$ 597,290	\$ 23,356	\$ 2,194,827
Liabilities				
Deposits:				
Noninterest-bearing	\$ 306,674	\$ 168,906	\$ —	\$ 475,580
Interest-bearing	1,002,564	338,887	(240)(10)	1,341,211
Total deposits	1,309,238	507,793	(240)	1,816,791
FHLB advances	67,493	22,478	(225)(11)	89,746
Other borrowings	—	2,650	—	2,650
Other liabilities	8,511	5,102	9,647(12)	23,260
Total liabilities	1,385,242	538,023	9,182	1,932,447
Stockholders' Equity				
Preferred stock	—	—	—	—
Common stock	74	208	(189)(13)	93
Additional paid in capital	80,766	5,369	70,048(14)	156,183
Common stock acquired by benefits plans	(4,129)	—	—	(4,129)
Retained earnings	112,111	54,532	(56,527)(15)	110,116
Accumulated other comprehensive income	117	(842)	842(16)	117
Total shareholders' equity	188,939	59,267	14,174	262,380
Total liabilities and shareholders' equity	\$ 1,574,181	\$ 597,290	\$ 23,356	\$ 2,194,827
Book value per share	\$ 25.53	\$ 285.55		\$ 28.13
Tangible book value per share	\$ 23.85	\$ 253.26		\$ 21.31

The accompanying notes are an integral part of these pro forma statements.

*

Assumes that the merger was completed on June 30, 2017 utilizing the acquisition method of accounting. Estimated fair value adjustments for loans, investments securities, core deposit intangibles, deposits and borrowed funds were determined by information obtained from Home and St. Martin. Actual fair value adjustments, where appropriate, will be determined by a third party specialist, engaged by Home, as of the merger completion date.

(1)

The \$20.6 million reflects the special cash distribution of \$94.00 per share payable by St. Martin to its shareholders immediately prior to the closing of the merger, the net cash out for 4,000 stock options of St. Martin of common stock and the estimated cash out for fractional shares of Home common stock.

(footnotes continued on next page)

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(2)

Estimated fair value adjustment of \$386,000 on investments.

(3)

Estimated fair value adjustment on the acquired loan portfolio of (\$7.1 million). Risk characteristics and market criteria were evaluated to estimate the fair market value of the acquired loans. This adjustment is approximately 1.57% of St. Martin's loan portfolio.

(4)

In accordance with purchase accounting guidance, St. Martin's \$6.1 million allowance for loan losses, which is equal to 1.31% of portfolio loans, has been eliminated.

(5)

Estimated fair value adjustment of \$718,000 on the carrying value of the St. Martin's premises and equipment.

(6)

Estimated fair value adjustment for acquired repossessed assets of (\$110,000).

(7)

Reversal of \$6.4 million of St. Martin's goodwill from two previous acquisitions plus an estimated goodwill of \$46.6 million created with this acquisition.

Purchase Price	(In Thousands)
Value of Home common stock to be issued	\$ 75,436
Cash consideration for St. Martin common stock	19,510
Cash consideration for St. Martin stock options and fractional shares	1,110
Purchase price as of August 22, 2017	\$ 96,056
St. Martin's net assets:	
St. Martin's stockholders' equity	59,267
Costs paid by St. Martin prior to closing, including estimated quarterly dividends	(7,651)
St. Martin's stockholders' equity, net of transaction costs	51,616
Fair value adjustments:	
Securities	(386)
Loans	(1,057)
Premises and equipment	718
Goodwill	(6,442)
Core deposit intangible	4,371
Other assets	(1,380)
Interest-bearing deposits	240
FHLB advances	225
Tax effect of fair value adjustment	1,595
Total adjustments of net assets acquired	(2,116)
Fair value of assets acquired	49,500
Estimated goodwill	\$ 46,556

(8)

Reversal of \$259,000 of St. Martin's core deposit intangible asset from two previous acquisitions plus an estimated core deposit intangible created with this acquisition of \$4.6 million.

(9)

The adjustment is for estimated deferred tax asset of \$1.6 million on the transaction and the estimated fair value adjustment on other assets of (\$1.3 million).

(10)

Estimated fair value adjustment of \$240,000 for acquired certificates of deposit based on current interest rates for similar instruments.

(11)

Estimated fair value adjustment of \$225,000 for acquired Federal Home Loan Bank advances based on market rates for similar instruments.

(footnotes continued on next page)

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(12)

Represents \$4.7 million estimate of St. Martin's quarterly dividend obligation in the third and fourth quarter of 2017; St. Martin's obligations of \$3.0 million as a result of the merger and Home's obligations of \$2.0 million, net of taxes, as a result of the merger.

(13)

Represents the elimination of St. Martin's common stock of \$208,000 plus Home's issuance of 1,926,858 shares of common stock with a par value of \$0.01.

(14)

Represents the elimination of St. Martin's additional paid in capital of \$5.4 million plus \$75.4 million, which is the excess of Home's par value on the issuance of 1,926,858 shares of common stock based upon the average 10 day closing stock price of \$39.15 as of August 22, 2017.

(15)

Represents the elimination of St. Martin's retained earnings of \$54.5 million plus Home's merger-related transaction cost, net of taxes, of \$1.4 million.

(16)

Represents the elimination of St. Martin's accumulated other comprehensive loss.

TABLE OF CONTENTSUNAUDITED COMBINED CONDENSED CONSOLIDATED PRO FORMA
STATEMENT OF INCOME

(Unaudited)

For the Six Months Ended June 30, 2017

(Dollars in Thousands, Except Per Share Data)

	For the Six Months Ended June 30, 2017			
	Home	St. Martin	Adjustments(1)	Pro Forma
Interest income:				
Loans, including fees	\$ 32,411	\$ 13,234	\$ 383(2)	\$ 46,028
Investment securities	2,143	501	25(2)	2,669
Other investments and deposits	208	275	—	483
Total interest income	34,762	14,010	408	49,180
Interest expense:				
Deposits	2,142	992	(68)(2)	3,066
Federal Home Loan Bank advances	753	184	(29)(2)	908
Other borrowings	—	49	—	49
Total interest expense	2,895	1,225	(97)	4,023
Net interest income	31,867	12,785	505	45,157
Provision for loan losses	457	510	—	967
Net interest income after provision for loan losses	31,410	12,275	505	44,190
Noninterest income:				
Service fees and charges	1,927	1,200	—	3,127
Bank card fees	1,450	674	—	2,124
Gain on sale of loans, net	616	—	—	616
Income from bank-owned life insurance	240	96	—	336
(Loss) gain on the closure or sale of assets, net	(104)	—	—	(104)
Loss on sale of securities, net	—	(1)	—	(1)
Other income	861	185	—	1,046
Total noninterest income	4,990	2,154	—	7,144
Noninterest expense:				
Compensation and benefits	13,668	4,353	—	18,021
Occupancy	2,492	1,008	22(3)	3,522
Marketing and advertising	514	239	—	753
Data processing and communication	2,149	882	—	3,031
Professional services	413	320	—	733
Forms, printing and supplies	291	170	—	461
Franchise and shares tax	394	216	—	610
Regulatory fees	635	176	—	811
Foreclosed assets, net	(160)	61	—	(99)
Other expenses	1,686	689	171(4)	2,546
Total noninterest expense	22,082	8,114	193(5)	30,389

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Income before income taxes	14,318	6,315	312	20,945
Income taxes	4,827	2,210(6)	109(7)	7,146
Net income	\$ 9,491	\$ 4,105	\$ 203	\$ 13,799

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	For the Six Months Ended June 30, 2017			
	Home	St. Martin	Adjustments(1)	Pro Forma
Earnings per share – basic	\$ 1.36	\$ 19.78		\$ 1.55
Earnings per share – diluted	\$ 1.31	\$ 19.40		\$ 1.51
Weighted average common shares outstanding:				
Basic	6,954,348	207,552		8,881,206
Diluted	7,220,762	211,552		9,147,620

The accompanying notes are an integral part of these pro forma statements.

(1)
Assumes the merger with St. Martin was completed at the beginning of the period presented or January 1, 2017.

(2)
These pro forma acquisition adjustments reflect the amortization/accretion for the six months ended June 30, 2017 of acquisition adjustments related to loans, investments, deposits and borrowings on an accelerated basis over the estimated life of the related assets or liabilities which are 12.0 years, 15.0 years, deposits 3.0 years and 7.8 years, respectively.

(3)
Represents the estimated depreciation for the market value adjustment for office properties over the estimated life of 39 years.

(4)
Represents amortization of \$4.6 million core deposit intangible on an accelerated basis over 15.0 years.

(5)
Home expects to incur approximately \$1.4 million, on an after-tax basis, in total transaction costs as a result of the proposed merger. Non-interest expenses do not reflect anticipated costs savings or transaction expenses.

(6)
St. Martin files as a S-Corporation for income tax purposes therefore the adjustment reflects the tax impact for St. Martin at Home's statutory income rate of 35.0%.

(7)
Reflects the tax impact of the pro forma acquisition adjustments at Home's statutory income tax rate of 35.0%.

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For the Year Ended December 31, 2016

(Dollars in Thousands, Except Per Share Data)

	Year Ended December 31, 2016			
	Home	St. Martin	Adjustments(1)	Pro Forma
Interest income:				
Loans, including fees	\$ 63,732	\$ 26,700	\$ 835(2)	\$ 91,267
Investment securities	3,676	936	50(2)	4,662
Other investments and deposits	276	243	—	519
Total interest income	67,684	27,879	885	96,448
Interest expense:				
Deposits	3,701	1,857	(124)(2)	5,434
Federal Home Loan Bank advances	1,567	121	(57)(2)	1,631
Other borrowings	—	399	—	399
Total interest expense	5,268	2,377	(181)	7,464
Net interest income	62,416	25,502	1,066	88,984
Provision for loan losses	3,200	1,277	—	4,477
Net interest income after provision for loan losses	59,216	24,225	1,066	84,507
Noninterest income:				
Service fees and charges	4,061	2,247	—	6,308
Bank card fees	2,603	1,222	—	3,825
Gain on sale of loans, net	1,770	—	—	1,770
Income from bank-owned life insurance	482	201	—	683
Gain on the closure or sale of assets, net	596	7	—	603
Gain on sale of securities, net	—	181	—	181
Other income	1,645	539	—	2,184
Total noninterest income	11,157	4,397	—	15,554
Noninterest expense:				
Compensation and benefits	27,634	8,794	—	36,428
Occupancy	5,255	1,867	43(3)	7,165
Marketing and advertising	1,063	444	—	1,507
Data processing and communication	4,967	1,560	—	6,527
Professional services	983	560	—	1,543
Forms, printing and supplies	623	311	—	934
Franchise and shares tax	821	385	—	1,206
Regulatory fees	1,317	376	1,693	
Foreclosed assets, net	140	65	—	205
Other expenses	3,994	1,372	333(4)	5,699
Total noninterest expense	46,797	15,734	376(5)	62,907
Income before income taxes	23,576	12,888	690	37,154
Income taxes	7,568	4,511(6)	241(7)	12,320
Net income	\$ 16,008	\$ 8,377	\$ 449	\$ 24,834

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	Year Ended December 31, 2016			Pro Forma
	Home	St. Martin	Adjustments(1)	
Earnings per share – basic	\$ 2.34	\$ 40.36		\$ 2.83
Earnings per share – diluted	\$ 2.25	\$ 39.60		\$ 2.75
Weighted average common shares outstanding:				
Basic	6,842,437	207,552		8,769,295
Diluted	7,107,374	211,552		9,034,232

The accompanying notes are an integral part of these pro forma statements.

(1)
Assumes the merger with St. Martin was completed at the beginning of the period presented or January 1, 2016.

(2)
These pro forma acquisition adjustments reflect the amortization/accretion for the year ended December 31, 2016 of acquisition adjustments related to loans, investments, deposits and borrowings on an accelerated basis over the estimated life of the related assets or liabilities which are 12.0 years, 15.0 years, deposits 3.0 years and 7.8 years, respectively.

(3)
Represents the estimated depreciation for the market value adjustment for office properties over the estimated life of 39 years.

(4)
Represents amortization of \$4.6 million core deposit intangible on an accelerated basis over 15.0 years.

(5)
Home expects to incur approximately \$1.4 million, on an after-tax basis, in total transaction costs as a result of the proposed merger. Non-interest expenses do not reflect anticipated cost savings or transaction expenses. Home did not remove \$560,000 of non-recurring merger-related cost in the period ending December 31, 2016 related to Louisiana Bancorp, Inc. acquisition in September 2015.

(6)
St. Martin files as a S-Corporation for income tax purposes therefore the adjustment reflects the tax impact for St. Martin at Home's statutory income rate of 35.0%.

(7)
Reflects the tax impact of the pro forma acquisition adjustments at Home's statutory income tax rate of 35.0%.

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RISK FACTORS

In addition to general investment risks and the other information contained in or incorporated by reference into this joint proxy statement/prospectus, including the matters addressed under the heading “Cautionary Statement Regarding Forward-Looking Statements,” and the matters discussed under the caption “Risk Factors” in the Annual Report on Form 10-K for the fiscal year ended December 31, 2016 filed by Home, you should carefully consider the following risk factors in deciding how to vote on the proposals presented in this joint proxy statement/prospectus.

Risk Factors Related to the Merger

Because the market price of Home common stock will fluctuate, St. Martin shareholders cannot be sure of the exact market value of the Home common stock they will receive in the merger.

Upon completion of the merger, each share of St. Martin common stock will be converted into the right to receive the stock merger consideration consisting of shares of Home common stock. The market value of the Home common stock constituting the stock merger consideration may vary from the closing price of Home common stock on the date the parties initially announced the merger, on the date that this joint proxy statement/prospectus was first mailed or delivered to St. Martin shareholders, on the date of the special meeting of the St. Martin shareholders and on the date the merger is completed and thereafter. Any change in the market price of Home common stock prior to completion of the merger will affect the market value of the stock merger consideration. Accordingly, at the time of the special meeting of St. Martin shareholders, St. Martin shareholders will not know or be able to calculate the market value of the Home common stock constituting the stock merger consideration that St. Martin shareholders will receive upon completion of the merger. St. Martin is not permitted to terminate the merger agreement or re-solicit the vote of St. Martin shareholders solely because of changes in the market prices of Home’s stock. Stock prices may change as a result of a variety of factors, including general market and economic conditions, changes in Home’s and St. Martin’s respective businesses, operations and prospects, and regulatory considerations. Many of these factors are beyond the control of either Home or St. Martin. You should obtain current market quotations for shares of Home common stock. The market price of Home common stock following the completion of the merger may be affected by factors different from those currently affecting the shares of Home or St. Martin.

Upon completion of the merger, holders of St. Martin common stock will become holders of Home common stock. Home’s business and operations differ in certain important respects from that of St. Martin and, accordingly, the results of operations of the combined company and the market price of Home common stock following completion of the merger may be affected by factors different from those currently affecting the independent results of operations of each of Home and St. Martin.

For a discussion of the business of St. Martin, see “Information about St. Martin” beginning on page 92. For a discussion of the business of Home and of certain factors to consider in connection with that business, see the documents incorporated by reference in this joint proxy statement/prospectus and referred to under “Where You Can Find More Information” beginning on page 139.

St. Martin and Home will be subject to business uncertainties and contractual restrictions while the merger is pending. Uncertainty about the effect of the merger on employees and customers may have an adverse effect on St. Martin or Home. These uncertainties may impair St. Martin’s or Home’s ability to attract, retain and motivate key personnel until the merger is consummated, and could cause customers and others that have business dealings with St. Martin or Home to seek to terminate or change their existing business relationships with St. Martin or Home. Retention of certain employees may be challenging during the pendency of the merger, as certain employees may experience uncertainty about their future roles with the combined company. If key employees depart prior to the completion of the merger or decide not to remain with the combined company following completion of the merger, Home’s business following the merger could be adversely affected. In addition, the merger agreement restricts St. Martin from making certain acquisitions and taking other specified actions until the merger occurs without the consent of Home. These restrictions may prevent St. Martin from pursuing attractive business opportunities that may arise prior to the completion of the merger.

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Please see “The Merger Agreement — Covenants and Agreements” beginning on page 77 for a description of the restrictive covenants to which St. Martin is subject.

The success of the merger and integration of Home and St. Martin will depend on a number of uncertain factors. The success of the merger will depend on a number of factors, including, without limitation:

- Home’s ability to integrate the branches acquired from St. Martin Bank in the merger into Home Bank’s current operations;
- Home’s ability to limit the outflow of deposits held by its new customers in the branches acquired from St. Martin Bank and to successfully retain and manage interest-earning assets (i.e., loans) acquired in the merger;
- Home’s ability to control the incremental non-interest expense from the branches acquired from St. Martin Bank in a manner that enables it to maintain a favorable overall efficiency ratio;
- Home’s ability to retain and attract the appropriate personnel to staff the branches acquired from St. Martin Bank; and
- Home’s ability to earn acceptable levels of interest and non-interest income, including fee income, from the branches acquired from St. Martin Bank.

Integrating the two companies will be an operation of substantial size and expense, and may be affected by general market and economic conditions or government actions affecting the financial industry generally. Integration efforts will also likely divert Home’s management’s attention and resources. No assurance can be given that Home will be able to successfully integrate the operations of St. Martin, and the integration process could result in the loss of key employees, the disruption of ongoing business, or inconsistencies in standards, controls, procedures and policies that adversely affect Home’s ability to maintain relationships with clients, customers, depositors and employees or to achieve the anticipated benefits of the merger. Home may also encounter unexpected difficulties or costs during the integration that could adversely affect its earnings and financial condition, perhaps materially. Additionally, no assurance can be given that the operation of the branches acquired from St. Martin will not adversely affect Home’s existing profitability, that Home will be able to achieve results in the future similar to those achieved by its existing banking business, or that Home will be able to manage the growth resulting from the merger effectively.

The merger agreement limits St. Martin’s ability to pursue alternatives to the merger.

The merger agreement includes provisions that limit St. Martin’s ability to pursue alternative proposals from third parties to acquire all or a significant part of St. Martin. Subject to certain specified exceptions, these “no shop” provisions limit St. Martin’s ability to discuss, facilitate or commit to competing third-party acquisition proposals. In addition, a termination fee would be payable by St. Martin to Home under certain circumstances, generally involving a determination by St. Martin to pursue an alternative transaction. These provisions could discourage a potential competing acquiror that might have an interest in acquiring all or a significant part of St. Martin from considering or proposing an acquisition, even if it were prepared to pay consideration with a higher per share value than that proposed to be paid by Home to St. Martin shareholders in the merger, or might result in a potential competing acquiror proposing to pay a lower per share price to acquire St. Martin than it might otherwise have proposed to pay. If the conditions to the merger are not met or waived, the merger will not occur.

Specified conditions in the merger agreement must be satisfied or waived in order to complete the merger, including shareholder approval of the proposals being submitted to shareholders of each of Home and St. Martin at their respective special meetings. Home and St. Martin cannot assure you that each of the conditions will be satisfied or waived. If the conditions are not satisfied or waived, the merger will not occur or will be delayed, which could cause some or all of the intended benefits of the merger to be lost and could adversely affect the value of Home’s and/or St.

Martin's shares.

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The merger may be completed even though Home or St. Martin experiences adverse changes in its business. In general, either Home or St. Martin may refuse to complete the merger if the other party suffers a material adverse effect on its business prior to the closing of the merger. However, certain types of changes or occurrences with respect to Home or St. Martin would not prevent the merger from going forward, even if the change or occurrence would have adverse effects on Home or St. Martin, including the following:

- changes in laws and regulations affecting banks or financial institutions or their holding companies generally, or interpretations thereof by courts or governmental entities, if such changes do not have a disproportionate impact on the affected company;
- changes in GAAP or regulatory accounting principles generally applicable to financial institutions and their holding companies, if such changes do not have a disproportionate impact on the affected company;
- actions and omissions of Home or St. Martin with the prior written consent of the other party or expressly required by the merger agreement;
- changes or effects from the announcement of the merger agreement and the transactions contemplated thereby, and compliance by the parties with the merger agreement on the business, financial condition or results of operations of the parties;
- changes in national or international political or social conditions including the engagement by the United States in hostilities, the occurrence of any military or terrorist attack upon or within the United States, or any of its territories, possessions or diplomatic or consular offices or upon any military installation, equipment or personnel of the United States, if such changes do not have a disproportionate impact on the affected company;
- changes in economic, financial market, or geographic conditions in general, including changes in economic or financial markets or changes in interest rates; if such changes do not have a disproportionate impact on the affected company;
- any legal action asserted or other actions initiated by any St. Martin or Home shareholder arising out of or related to the merger agreement; and
- any failure, in and of itself, of Home or St. Martin to meet any internal projections, forecasts or revenue or earnings projections.

In addition, either Home or St. Martin could waive the closing condition related to the occurrence of any material adverse effect on the other party and the merger would be completed even if a material adverse effect were to occur of a type that would otherwise allow a party to terminate the merger agreement or refuse to complete the merger. If the merger is not consummated by March 31, 2018, either Home or St. Martin may choose not to proceed with the merger.

Either Home or St. Martin may terminate the merger agreement if the merger has not been completed by March 31, 2018, unless the failure of the merger to be completed has resulted from the material failure of the party seeking to terminate the merger agreement to perform its obligations.

Termination of the merger agreement or failure to complete the merger could negatively impact St. Martin or Home. If the merger agreement is terminated or the merger is not completed for any reason, there may be various adverse consequences to St. Martin and/or Home. For example, St. Martin's or Home's businesses may have been impacted adversely by the failure to pursue other potentially beneficial opportunities due to the focus of their respective management teams on the merger, without realizing any of the anticipated benefits of completing the merger. Additionally, if the merger agreement is terminated, the value of St. Martin's or Home's shares could decline to the extent that the current value reflects a market assumption that the merger will be completed.

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If the merger agreement is terminated and St. Martin's board of directors seeks another merger or business combination, St. Martin shareholders cannot be certain that St. Martin will be able to find a party willing to pay an equivalent or higher price than the price Home has agreed to pay in the merger. Furthermore, under certain circumstances, St. Martin will be obligated to pay Home a termination fee of \$3,500,000 if the merger agreement is terminated.

Please see "The Merger Agreement — Termination of the Merger Agreement" and "The Merger Agreement — Termination" on page 84.

Certain of St. Martin's directors and executive officers have interests in the merger that differ from the interests of St. Martin's shareholders generally.

St. Martin's shareholders should be aware that St. Martin's directors and executive officers have interests in the merger and have arrangements that are different from, or in addition to, those of St. Martin's shareholders. These interests and arrangements may create potential conflicts of interest. St. Martin's board of directors was aware of these interests and considered these interests, among other matters, when making its decision to approve the merger agreement and recommend that St. Martin's shareholders approve the merger agreement.

For a more complete description of these interests, please see "The Merger — Interests of St. Martin's Directors and Executive Officers in the Merger" beginning on page 68.

The unaudited pro forma combined condensed consolidated financial information included in this document is preliminary and the actual financial condition and results of operations of Home following completion of the merger may differ materially.

The unaudited pro forma combined condensed consolidated financial information included in this document is presented for illustrative purposes only and are not necessarily indicative of what Home's actual financial condition or results of operations would have been had the merger been completed on the dates indicated. The unaudited pro forma combined condensed consolidated financial information reflects adjustments, which are based upon preliminary estimates, to record the St. Martin identifiable assets acquired and liabilities assumed at fair value and the resulting goodwill recognized. The purchase price allocation reflected in this document is preliminary, and final allocation of the purchase price will be based upon the actual purchase price and the fair value of the assets and liabilities of St. Martin as of the date of the completion of the merger. Accordingly, the final acquisition accounting adjustments may differ materially from the pro forma adjustments reflected in this document.

Please see "Unaudited Pro Forma Combined Condensed Consolidated Financial Data" beginning on page 24 for additional information regarding these financial statements.

The shares of Home common stock to be received by St. Martin shareholders as consideration in the merger will have different rights from the shares of St. Martin common stock currently held by them.

The rights associated with St. Martin common stock are different from the rights associated with Home common stock in certain significant respects. Upon completion of the merger, St. Martin shareholders will become Home shareholders and their rights as shareholders will be governed by the articles of incorporation and bylaws of Home.

Please see "Comparative Rights of Shareholders" beginning on page 122 for a discussion of the different rights associated with Home common stock.

Holders of St. Martin common stock will have a reduced ownership and voting interest in the combined company after the merger and will exercise less influence over management.

Holders of St. Martin common stock currently have the right to vote in the election of the board of directors and the power to approve or reject any matters requiring shareholder approval under Louisiana law and St. Martin's articles of incorporation and bylaws. Upon completion of the merger, St. Martin shareholders will become Home shareholders, with a percentage ownership of Home that is smaller than such shareholders' current percentage ownership of St. Martin. Based on the number of shares of Home and St. Martin common stock outstanding on October 20, 2017 and based on the shares of common stock

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expected to be issued by Home in the merger, the former shareholders of St. Martin as a group will receive shares of Home common stock in the merger constituting approximately 21% of the shares of Home common stock to be outstanding immediately following completion of the merger. As a result, current St. Martin shareholders will have significantly less influence on the management and policies of Home than they now have on the management and policies of St. Martin.

The merger may fail to qualify as a tax-free reorganization under the Internal Revenue Code.

The merger of Home and St. Martin has been structured to qualify as a tax-free reorganization under Section 368(a) of the Internal Revenue Code. The closing of the merger is conditioned upon the receipt by each of Home and St. Martin of an opinion of its respective tax advisor, each dated as of the effective date of the merger, substantially to the effect that, on the basis of facts, representations and assumptions set forth or referred to in that opinion (including factual representations contained in certificates of officers of St. Martin and Home) which are consistent with the state of facts existing as of the effective date of the merger, the merger constitutes a reorganization under Section 368(a) of the Internal Revenue Code. The tax opinions to be delivered in connection with the merger will not be binding on the Internal Revenue Service, referred to as the IRS, or the courts, and neither Home nor St. Martin intends to request a ruling from the IRS with respect to the United States federal income tax consequences of the merger. If the merger fails to qualify as a tax-free reorganization, a St. Martin shareholder would likely recognize gain or loss on each share of St. Martin exchanged for Home stock in the amount of the difference between the fair market value of the Home common stock in exchange and the shareholder's basis in the St. Martin shares surrendered.

See "Material United States Federal Income Tax Consequences of the Merger" beginning on page 85 for a more detailed discussion of the federal income tax consequences of the transaction.

If the merger is not completed, Home and St. Martin will have incurred substantial expenses without realizing the anticipated benefits of the merger.

Each of Home and St. Martin has incurred and will incur substantial expenses in connection with the negotiation and completion of the transactions contemplated by the merger agreement, as well as the costs and expenses of filing, printing, and mailing this joint proxy statement/prospectus, and all SEC filing fees and other fees payable in connection with the merger. The completion of the merger depends on the satisfaction of a variety of specified conditions, including the approval of the merger agreement by shareholders of each of Home and St. Martin at their respective special meetings. Neither Home nor St. Martin can guarantee that these conditions will be met. If the merger is not completed, Home and St. Martin would have to recognize these expenses without realizing the expected benefits of the merger, and such expenses could have an adverse impact on Home's and/or St. Martin's financial condition and results of operations on a stand-alone basis.

Neither of the fairness opinions received by the respective boards of directors of Home and St. Martin in connection with the merger has been updated to reflect changes in circumstances since the dates of such opinions.

The opinions rendered by BSP, dated August 22, 2017, and by Raymond James, dated August 23, 2017, were based upon information available to each advisor as of such date. Neither opinion has been or will be updated to reflect changes that may occur or may have occurred after the date on which such opinion was delivered, including changes to the operations and prospects of Home or St. Martin, changes in general market and economic conditions, or other factors that may be beyond the control of Home and St. Martin. Any such changes may alter the relative value of Home or St. Martin or the price of shares of Home common stock by the time the merger is completed. The opinions do not speak as of the date the merger will be completed or as of any date other than the date of such opinions. The merger agreement does not require that either BSP's or Raymond James' opinion be updated as a condition to the completion of the merger, and neither Home nor St. Martin intends to request that the respective fairness opinions be updated. BSP's fairness opinion and Raymond James' fairness opinion are attached to this joint proxy statement/prospectus as Annex B and Annex C, respectively. For a description of the opinion that Home received from its financial advisor, please see "The Merger — Opinion of Home's Financial Advisor," beginning on page 52. For a description of the opinion that St. Martin received from its financial advisor, please see "The Merger — Opinion of St. Martin's Financial Advisor," beginning on page 60.

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Risks Relating to Home's Business Following the Merger

Combining the two companies may be more difficult, costly or time-consuming than expected.

Home and St. Martin have historically operated and, until the effective time of the merger, will continue to operate, independently. The success of the merger will depend, in part, on Home's ability to successfully combine the businesses of Home and St. Martin. To realize these anticipated benefits, after the effective time of the merger, Home expects to integrate St. Martin's business into its own. It is possible that the integration process could result in the loss of key employees, the disruption of each company's ongoing businesses or inconsistencies in standards, controls, procedures and policies that adversely affect the combined company's ability to maintain relationships with clients, customers, depositors and employees or to achieve the anticipated benefits of the merger. The loss of key employees could adversely affect Home's ability to successfully conduct its business in the markets in which St. Martin now operates, which could have an adverse effect on Home's financial results and the value of its common stock. If Home experiences difficulties with the integration process, the anticipated benefits of the merger may not be realized fully or at all, or may take longer to realize than expected. As with any merger of financial institutions, there also may be business disruptions that cause Home or St. Martin to lose current customers or cause current customers to remove their accounts from Home or St. Martin and move their business to competing financial institutions. Integration efforts between the two companies will also divert management attention and resources. These integration matters could have an adverse effect on each of Home and St. Martin during this transition period and for an undetermined period after consummation of the merger.

Home may fail to realize the cost savings estimated for the merger.

Home estimates that it will achieve cost savings from the merger when the two companies have been fully integrated.

While Home continues to be comfortable with these expectations as of the date of this joint proxy statement/prospectus, it is possible that the estimates of the potential cost savings could turn out to be incorrect.

The actual integration may result in additional and unforeseen expenses, and the anticipated benefits of the integration plan may not be realized. Actual growth and cost savings, if achieved, may be lower than what Home expects and may take longer to achieve than anticipated. If Home is not able to adequately address integration challenges, Home may be unable to successfully integrate Home's and St. Martin's operations or to realize the anticipated benefits of the integration of the two companies.

Risks Relating to Home's Business

You should read and consider risk factors specific to Home's business that will also affect the combined company after the merger. These risks are described in the section entitled "Risk Factors" in Home's Annual Report on Form 10-K for the fiscal year ended December 31, 2016 and in other documents incorporated by reference into this joint proxy statement/prospectus. See the section entitled "Where You Can Find More Information" beginning on page 139 for the location of information incorporated by reference into this joint proxy statement/prospectus.

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Certain of the statements contained in this joint proxy statement/prospectus and the documents incorporated by reference herein constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements include, but are not limited to, expectations or predictions of future financial or business performance, conditions relating to Home and St. Martin, and the possible effects of the proposed merger of Home and St. Martin. These forward-looking statements include statements with respect to Home's and St. Martin's beliefs, plans, objectives, goals, expectations, anticipations, estimates and intentions, that are subject to significant risks and uncertainties, and are subject to change based on various factors (some of which are beyond Home's and St. Martin's control). The words "may," "could," "should," "would," "will," "believe," "anticipate," "estimate," "expect," "intend," similar expressions are intended to identify forward-looking statements.

In addition to factors previously disclosed in the reports filed by Home with the SEC and those identified elsewhere in this joint proxy statement/prospectus, the following factors, among others, could cause actual results to differ materially from the plans, objectives, expectations, estimates and intentions expressed in such forward-looking statements:

- the ability to satisfy closing conditions to the merger, including approval by shareholders of each of Home and St. Martin on the expected terms and schedule;
- delay in closing the merger;
- difficulties and delays in integrating the St. Martin business or fully realizing anticipated cost savings and other benefits of the merger;
- business disruptions following the merger;
- revenues following the merger may be lower than expected;
- deposit attrition, operating costs, customer loss and business disruption following the merger, including, without limitation, difficulties in maintaining relationships with employees, may be greater than expected;
- the strength of the United States economy in general and the strength of the local economies in which Home and St. Martin conduct their operations;
- the effects of, and changes in, trade, monetary and fiscal policies and laws, including interest rate policies of the Federal Reserve Board;
- the downgrade, and any future downgrades, in the credit rating of the U.S. Government and federal agencies;
- inflation, interest rate, market and monetary fluctuations;
-

the timely development of and acceptance of new products and services and the perceived overall value of these products and services by users, including the features, pricing and quality compared to competitors' products and services;

- the willingness of users to substitute competitors' products and services for Home's products and services;
- the success of Home in gaining regulatory approval of its products and services, when required;
- the impact of changes in laws and regulations applicable to financial institutions (including laws concerning taxes, banking, securities and insurance);
- technological changes;
- additional acquisitions;
- changes in consumer spending and saving habits;

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- the nature, extent, and timing of governmental actions and reforms, which may be changed unilaterally and retroactively by legislative or regulatory actions; and

- the success of Home at managing the risks involved in the foregoing.

Some of these risks and uncertainties are discussed herein, including under the heading “Risk Factors,” and in Home’s Form 10-K for the year ended December 31, 2016, as updated subsequently filed Forms 10-Q and other reports filed by Home with the SEC from time to time.

All subsequent written and oral forward-looking statements concerning the proposed transaction or other matters and attributable to directors of Home or St. Martin or any person acting on their behalf are expressly qualified in their entirety by the cautionary statements contained or referred to within this joint proxy statement/prospectus.

Forward-looking statements speak only as of the date on which such statements are made. Home and St. Martin undertake no obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made, or to reflect the occurrence of unanticipated events. In light of these risks, uncertainties and assumptions, the forward-looking statements discussed in this proxy statement/prospectus or incorporated documents might not occur and you should not put undue reliance on any forward-looking statements.

Home and St. Martin caution that the foregoing list of important factors is not exclusive. Readers are also cautioned not to place undue reliance on these forward-looking statements, which reflect Home’s and St. Martin’s analysis only as of the date of this joint proxy statement/prospectus.

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THE HOME SPECIAL MEETING

This section contains information from Home for Home shareholders about the Home special meeting. This joint proxy statement/prospectus is being mailed to each Home shareholder, on or about October 27, 2017. Together with this joint proxy statement/prospectus, Home shareholders are also receiving a notice of the special meeting of Home shareholders and a form of proxy that Home's board of directors is soliciting for use at the Home special meeting and at any adjournments or postponements thereof.

Date, Place and Time of the Home Meeting

The Home special meeting will be held on Tuesday, December 5, 2017, at 10:00 a.m., local time, at the Petroleum Club of Lafayette, 111 Heymann Boulevard, Lafayette, Louisiana.

This joint proxy statement/prospectus also serves as a prospectus in connection with the issuance of shares of Home common stock to St. Martin shareholders upon completion of the merger.

Matters to Be Considered at the Home Special Meeting

At the Home special meeting, Home shareholders will vote on the following matters:

- the Home merger proposal;
- the Home stock issuance proposal; and
- the Home adjournment proposal.

Recommendation of Home's Board of Directors

Home's board of directors has approved the merger agreement and the transactions contemplated thereby, including the merger and the issuance of share of Home's common stock in the merger, and unanimously recommends that Home shareholders vote "FOR" the Home merger proposal, "FOR" the Home stock issuance proposal, and "FOR" the Home adjournment proposal.

Record Date for the Home Special Meeting

Home's board of directors has fixed the close of business on October 17, 2017 as the record date for determining the Home shareholders entitled to receive notice of and to vote at the Home special meeting. Only Home shareholders of record as of the record date are entitled to vote at the Home special meeting. As of the record date, 7,415,716 shares of Home common stock were issued and outstanding and held by approximately 725 record holders. Home shareholders are entitled to one vote on each matter considered and voted on at the Home special meeting for each share of Home common stock held of record at the close of business on the record date.

Quorum; Vote Required

The presence, in person or by properly executed proxy, of the holders of a majority of the issued and outstanding shares of Home common stock entitled to vote at the Home special meeting is necessary to constitute a quorum at the Home special meeting. For purposes of determining the presence of a quorum, abstentions and broker non-votes will be counted as present for the purpose of determining whether a quorum is present.

Home merger proposal:

- Standard: Approval of the Home merger proposal requires the affirmative vote of the holders of at least a majority of the outstanding shares of Home common stock entitled to be cast on the proposal.

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Effect of abstentions and broker non-votes: If you fail to vote, mark "ABSTAIN" on your proxy, or fail to instruct your bank or broker with respect to the Home merger proposal, it will have the same effect as a vote "AGAINST" the proposal.

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Home stock issuance proposal:

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Standard: Approval of the Home stock issuance proposal requires the affirmative vote of the holders of at least a majority of the outstanding shares of Home common stock entitled to be cast on the proposal.

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Effect of abstentions and broker non-votes: If you fail to vote, mark “ABSTAIN” on your proxy, or fail to instruct your bank or broker with respect to the Home stock issuance proposal, it will have the same effect as a vote “AGAINST” the proposal.

Home adjournment proposal:

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Standard: Approval of the Home adjournment proposal requires the affirmative vote of the holders of at least a majority of the votes cast at the Home special meeting.

Effect of abstentions and broker non-votes: If you mark “ABSTAIN” on your proxy card, fail to submit a proxy card or vote in person at the Home special meeting, or fail to instruct your bank or broker how to vote with respect to the Home adjournment proposal, you will not be deemed to have cast a vote with respect to the proposal and it will have no effect on the proposal.

As of the record date for the Home special meeting, Home directors and executive officers beneficially owned approximately 929,282 shares (excluding shares that may be acquired upon the exercise of stock options), or 12.5%, of the outstanding shares of Home common stock entitled to vote at the Home special meeting.

As of the record date for the Home special meeting, St. Martin, its subsidiaries, and its directors and officers and their affiliates owned an aggregate of 1,260 shares of Home common stock (other than shares held as fiduciary, custodian or agent).

Solicitation of Proxies for the Home Special Meeting

The expense of soliciting proxies for Home’s special meeting will be paid by Home. Home’s directors, officers and employees may solicit proxies personally, by telephone, by e-mail and by facsimile. Such directors, officers and employees will not receive any additional compensation for such solicitation activities.

It is important that any shares of Home common stock you hold be represented at the Home special meeting. Whether or not you plan to attend the Home special meeting, Home’s board of directors asks that all holders of Home common stock take the time to vote prior to the Home special meeting by completing, signing, dating and returning the enclosed proxy card as soon as possible in the enclosed postage-paid envelope, by calling the toll-free telephone number or by using the Internet as described in the instructions included with your proxy card. If you attend the Home special meeting and wish to vote in person, your proxy may be revoked at that time. Additional methods of revoking a proxy are described below.

Voting at the Home Special Meeting

Home shareholders are entitled to one vote on each matter to be considered and voted on at the Home special meeting for each share of Home common stock held of record at the close of business on the record date for the Home special meeting.

Each copy of this joint proxy statement/prospectus delivered to Home shareholders is accompanied by a form of proxy card with instructions for voting. If you hold stock in your name as a shareholder of record, you should complete, sign and return the proxy card accompanying this joint proxy statement/prospectus, regardless of whether you plan to attend the Home special meeting. You may also vote your shares through the Internet or by telephone. Information and applicable deadlines for voting through the Internet or by telephone are set forth in the enclosed proxy card instructions. To ensure your representation at the special meeting, Home recommends that you vote by proxy even if you plan to attend the special meeting. You can always change your vote at the special meeting.

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If you appropriately mark, sign and return the enclosed proxy in time to be voted at the Home special meeting, the shares represented by the proxy will be voted in accordance with your instructions marked on the proxy. Valid proxies delivered by Home shareholders that are executed but do not specify a vote on a particular matter will be voted "FOR" approval of the merger agreement, "FOR" approval of the Home stock issuance proposal and "FOR" the proposal to allow the adjournment of the Home special meeting, if necessary. No matters other than the matters described in this joint proxy statement/prospectus are anticipated to be presented for action at the Home special meeting or at any adjournment or postponement of the Home special meeting. However, if other business properly comes before the Home special meeting, the persons named as proxies on the Home proxy card will, in their discretion, vote upon such matters in their best judgment.

If you hold your Home stock in "street name" through a bank, broker or nominee, you must direct your bank, broker or nominee how to vote in accordance with the instructions you have received from your bank, broker or nominee. Your broker, bank, or other nominee may allow you to deliver your voting instructions via the telephone or the Internet. Banks, brokers and other nominees are not allowed to exercise their voting discretion with respect to the approval of matters determined to be "non-routine," without specific instructions from the beneficial owner. If your broker, bank or other nominee holds your shares of Home common stock in "street name," your broker, bank or other nominee will only vote your shares of Home common stock if you provide instructions on how to vote by filling out the voter instruction form sent to you by your broker, bank or other nominee with this joint proxy statement/prospectus. Home believes that none of the Home proposals are routine matters and, as a result, if your bank, broker or other nominee has not received your voting instructions with respect to these proposals, your bank, broker or other nominee cannot vote your shares on these proposals.

Signing and returning the enclosed proxy will not affect a Home shareholder's right to attend the Home special meeting and vote in person. If you attend the Home special meeting and wish to vote in person, your proxy may be revoked at that time. Please note, however, that simply attending the Home special meeting will not revoke a previously-submitted proxy; you must cast a new vote at the Home special meeting in order to revoke your prior vote. If you are a Home shareholder whose shares are not registered in your own name, you will need to bring with you a proxy or letter from the bank, broker, nominee or other holder of record in order to vote in person at the Home special meeting.

Revocation of Proxies for the Home Special Meeting

A Home shareholder who has submitted a proxy may revoke it at any time before its exercise at the Home special meeting by (i) giving written notice of revocation to Home's Corporate Secretary, (ii) properly submitting to Home a duly executed proxy bearing a later date, (iii) voting again by telephone or the Internet or (iv) attending the Home special meeting and voting in person. Please note, however, that simply attending the Home special meeting will not revoke a previously-submitted proxy; you must cast a new vote at the Home special meeting in order to revoke your prior vote. All written notices of revocation and other communications with respect to revocation of Home proxies should be addressed to Home as follows: Richard J. Bourgeois, Corporate Secretary, Home Bancorp, Inc., 503 Kaliste Saloom Road, Lafayette, Louisiana 70508.

THE HOME PROPOSALS

Approval of Merger Agreement

Home is asking its shareholders to approve the merger agreement. Home shareholders should read this joint proxy statement/prospectus carefully and in its entirety, including the Annexes, for more detailed information concerning the merger agreement, the merger and the issuance of shares of Home common stock in connection with the merger. A copy of the merger agreement is attached to this joint proxy statement/prospectus as Annex A.

Home's board of directors unanimously recommends that Home shareholders vote "FOR" approval of the merger agreement.

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Approval of the Issuance of shares of Home common stock in the Merger

Under Louisiana law, shareholders of a corporation must approve any issuance of shares which (i) are issued for consideration other than cash or cash equivalents, and (ii) is in an amount equal to more than 20% of the voting power of the corporation's outstanding shares immediately prior to the transaction. Home proposes to issue an aggregate of approximately 1,927,000 shares of its common stock in the merger to shareholders of St. Martin as the stock merger consideration. The shares will not be issued in exchange for cash or cash equivalents. In addition, the shares to be issued in the merger will constitute approximately 26.0% of the voting power of Home's outstanding shares of common stock immediately prior to the merger. Accordingly, shareholder approval of the share issuance in the merger is required under Louisiana law. In order to complete the merger, approval of the Home stock issuance proposal is required.

Home's board of directors unanimously recommends that Home shareholders vote "FOR" approval of the Home stock issuance proposal.

Home Adjournment Proposal

The Home special meeting may be adjourned to another time or place, if necessary or appropriate, to permit further solicitation of proxies if necessary to obtain additional votes in favor of approval of the merger agreement or the Home stock issuance proposal.

If, at the Home special meeting, the number of shares of Home common stock present or represented and voting in favor of approval of the merger agreement or the Home stock issuance proposal is insufficient to approve either proposal, Home intends to move to adjourn the Home special meeting in order to solicit additional proxies. In that event, Home will ask its shareholders to vote on the Home adjournment proposal, but not the Home merger proposal and/or the Home stock issuance proposal, as the case may be.

In this proposal, Home is asking its shareholders to authorize the persons named as proxies on the Home proxy card on a discretionary basis to vote in favor of adjourning the Home special meeting to another time and place for the purpose of soliciting additional proxies, including the solicitation of proxies from Home shareholders who have previously voted.

Home's board of directors unanimously recommends that Home shareholders vote "FOR" approval of adjournment, if necessary or appropriate, of the meeting to permit the solicitation of additional proxies in favor of approval of the merger agreement and/or the Home stock issuance proposal, as the case may be.

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THE ST. MARTIN SPECIAL MEETING

This section contains information from St. Martin for St. Martin shareholders about the St. Martin special meeting. This joint proxy statement/prospectus is being mailed to each St. Martin shareholder, on or about October 27, 2017. Together with this joint proxy statement/prospectus, St. Martin shareholders are also receiving a notice of the special meeting of St. Martin shareholders and a form of proxy that St. Martin's board of directors is soliciting for use at the St. Martin special meeting and at any adjournments or postponements thereof.

Date, Place and Time of the St. Martin Meeting

The St. Martin special meeting will be held on Tuesday, December 5, 2017, at 4:00 p.m., local time, at the main office of St. Martin Bank, 301 South Main Street, St. Martinville, Louisiana.

This joint proxy statement/prospectus also serves as a prospectus in connection with the issuance of shares of Home common stock to St. Martin shareholders upon completion of the merger.

Matters to Be Considered at St. Martin Special Meeting

At the special meeting, St. Martin shareholders will vote on:

- the St. Martin merger proposal;
- the St. Martin Shareholders' Agreement proposal; and
- the St. Martin adjournment proposal.

Recommendation of St. Martin's Board of Directors

St. Martin's board of directors has approved the merger agreement and unanimously recommends that St. Martin's shareholders vote "FOR" the St. Martin merger proposal, "FOR" approval of the Shareholders' Agreement proposal, and "FOR" the St. Martin adjournment proposal.

Record Date for the St. Martin Special Meeting

St. Martin's board of directors has fixed the close of business on October 17, 2017 as the record date for determining the St. Martin shareholders entitled to receive notice of and to vote at the St. Martin special meeting. Only St. Martin shareholders of record as of the record date are entitled to vote at the St. Martin special meeting. As of the record date, 207,552 shares of St. Martin common stock were issued and outstanding and held by 77 record holders. St. Martin shareholders are entitled to one vote on each matter considered and voted on at the St. Martin special meeting for each share of St. Martin common stock held of record at the close of business on the record date.

Quorum; Vote Required

The presence, in person or by properly executed proxy, of the holders of a majority of the issued and outstanding shares of St. Martin common stock entitled to vote at the St. Martin special meeting is necessary to constitute a quorum at the St. Martin special meeting. For purposes of determining the presence of a quorum, abstentions will be counted as present for the purpose of determining whether a quorum is present.

St. Martin merger proposal:

- Standard: Approval of the St. Martin merger proposal requires the affirmative vote of the holders of at least a majority of the outstanding shares of St. Martin common stock entitled to be cast on the proposal.

Effect of abstentions and broker non-votes: If you fail to or vote, mark "ABSTAIN" on your proxy, it will have the same effect as a vote "AGAINST" the proposal. All shares of St. Martin common stock are held by shareholders of record, and, accordingly, there will be no broker non-votes at the St. Martin special meeting.

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St. Martin Shareholders' Agreement proposal:

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Standard: Approval of the St. Martin Shareholders' Agreement proposal requires the affirmative vote of the holders of at least a majority of the outstanding shares of St. Martin common stock.

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Effect of abstentions and broker non-votes: If you mark "ABSTAIN" on your proxy card or fail to submit a proxy card or vote in person at the St. Martin special meeting, with respect to the St. Martin Shareholders' Agreement proposal, it will have the same effect as a vote "AGAINST" the proposal. All shares of St. Martin common stock are held by shareholders of record, and, accordingly, there will be no broker non-votes at the St. Martin special meeting.

St. Martin adjournment proposal:

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Standard: Approval of the St. Martin adjournment proposal requires the affirmative vote of the holders of at least a majority of the votes cast at the St. Martin special meeting.

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Effect of abstentions and broker non-votes: If you mark "ABSTAIN" on your proxy card or fail to submit a proxy card or vote in person at the St. Martin special meeting, with respect to the St. Martin adjournment proposal, you will not be deemed to have cast a vote with respect to the proposal and it will have no effect on the proposal. All shares of St. Martin common stock are held by shareholders of record, and, accordingly, there will be no broker non-votes at the St. Martin special meeting.

As of the record date for the St. Martin's special meeting, St. Martin directors and executive officers beneficially owned approximately 55,551 shares, or 26.8%, (excluding shares that may be acquired upon the exercise of stock options), of the outstanding shares of St. Martin common stock entitled to vote at the St. Martin special meeting. In connection with St. Martin's entry into the merger agreement, St. Martin's directors entered into voting and support agreements that require, among other things, the directors to vote in favor of the approval of the merger agreement at the St. Martin special meeting. The St. Martin directors who executed the voting and support agreements own an aggregate of 56,381 shares, or 27.2% of the outstanding shares, of St. Martin common stock.

As of the record date for the St. Martin special meeting, Home, its subsidiaries, and its directors, executive officers and their affiliates owned 2,396 shares, or 1.15%, of St. Martin common stock (excluding shares held as fiduciary, custodian or agent). All of such shares of St. Martin common stock were owned by Mr. Michael P. Maraist, Chairman of the Board of Home and Home Bank. In addition to Mr. Maraist, certain of his relatives and other family interests own an aggregate of an additional 17,267 shares, or 8.32%, of St. Martin common stock. Mr. Maraist disclaims beneficial ownership of any of such shares owned by other family members and family interests.

Solicitation of Proxies for the St. Martin Special Meeting

The expense of soliciting proxies for St. Martin's special meeting will be paid by St. Martin. St. Martin's directors, officers and employees may solicit proxies personally, by telephone, by e-mail and by facsimile. Such directors, officers and employees will not receive any additional compensation for such solicitation activities.

It is important that any shares of St. Martin common stock you hold be represented at the St. Martin special meeting. Whether or not you plan to attend the St. Martin special meeting, St. Martin's board of directors asks that all holders of St. Martin common stock take the time to vote prior to the St. Martin special meeting by completing, signing, dating and returning the enclosed proxy card as soon as possible in the enclosed postage-paid envelope, by calling toll-free telephone number or by using the Internet as described in the instructions included with your proxy card. If you attend the St. Martin special meeting and wish to vote in person, your proxy may be revoked at that time. Additional methods of revoking a proxy are described below.

Voting at the St. Martin Special Meeting

St. Martin shareholders are entitled to one vote on each matter to be considered and voted on at the St. Martin special meeting for each share of St. Martin common stock held of record at the close of business on the record date for the

St. Martin special meeting. You may also vote your shares through the Internet or by telephone. Information and applicable deadlines for voting through the Internet or by telephone are set forth in the enclosed proxy card instructions.

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Each copy of this joint proxy statement/prospectus delivered to St. Martin shareholders is accompanied by a form of proxy card with instructions for voting. Shareholders of St. Martin should complete, sign and return the proxy card accompanying this joint proxy statement/prospectus, regardless of whether they plan to attend the St. Martin special meeting. To ensure your representation at the special meeting, St. Martin recommends that you vote by proxy even if you plan to attend the special meeting. You can always change your vote at the special meeting.

If you appropriately mark, sign and return the enclosed proxy in time to be voted at the St. Martin special meeting, the shares represented by the proxy will be voted in accordance with your instructions marked on the proxy. Valid proxies delivered by St. Martin shareholders that are executed but do not specify a vote on a particular matter will be voted “FOR” approval of the merger agreement, “FOR” approval of the Shareholders’ Agreement proposal and “FOR” the proposal to allow the adjournment of the St. Martin special meeting, if necessary. No matters other than the matters described in this joint proxy statement/prospectus are anticipated to be presented for action at the St. Martin special meeting or at any adjournment or postponement of the St. Martin special meeting. However, if other business properly comes before the St. Martin special meeting, the persons named as proxies on the St. Martin proxy card will, in their discretion, vote upon such matters in their best judgment.

Signing and returning the enclosed proxy will not affect a St. Martin shareholder’s right to attend the St. Martin special meeting and vote in person. If you attend the St. Martin special meeting and wish to vote in person, your proxy may be revoked at that time. Please note, however, that simply attending the St. Martin special meeting will not revoke a previously-submitted proxy; you must cast a new vote at the St. Martin special meeting in order to revoke your prior vote.

Revocation of Proxies for the St. Martin Special Meeting

A St. Martin shareholder who has submitted a proxy may revoke it at any time before its exercise at the St. Martin special meeting by (i) giving written notice of revocation to St. Martin’s Corporate Secretary, (ii) properly submitting to St. Martin a duly executed proxy bearing a later date, (iii) voting again by telephone or the Internet, or (iv) attending the St. Martin special meeting and voting in person. Please note, however, that simply attending the St. Martin special meeting will not revoke a previously-submitted proxy; you must cast a new vote at the St. Martin special meeting in order to revoke your prior vote. All written notices of revocation and other communications with respect to revocation of St. Martin proxies should be addressed to St. Martin as follows: Guy M. Labbé, Chief Executive Officer, St. Martin Bancshares, Inc., 301 S. Main Street, St. Martinville, Louisiana 70582.

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THE ST. MARTIN PROPOSALS

Approval of Merger Agreement

St. Martin is asking its shareholders to approve the merger agreement. St. Martin shareholders should read this joint proxy statement/prospectus carefully and in its entirety, including the Annexes, for more detailed information concerning the merger agreement and the merger. A copy of the merger agreement is attached to this joint proxy statement/prospectus as Annex A.

St. Martin's board of directors unanimously recommends that St. Martin shareholders vote "FOR" approval of the merger agreement.

St. Martin Shareholders' Agreement Proposal

Currently, all shareholders of St. Martin have entered into the Amended and Restated Shareholders' Agreement, dated as of August 8, 2006, with St. Martin. Under the terms of the Shareholders' Agreement, no holder of shares of St. Martin common stock may transfer his or her shares of stock except to another shareholder or member of a "family group," as defined in the Shareholders' Agreement, or to certain "eligible shareholders," as defined in the Shareholders' Agreement and only after satisfying certain procedural requirements. Home is not an "eligible shareholder" under the terms of the Shareholders' Agreement. The transfer restrictions in the Shareholders' Agreement include transfers by operation of law. The exchange of shares of St. Martin common stock for shares of Home common stock in the merger will constitute a transfer by operation of law. In order to avoid any doubt that the proposed exchange of shares of St. Martin common stock for the merger consideration under the terms of the merger agreement may be subject to the terms of the Shareholders' Agreement, the St. Martin board of directors is asking its shareholders to approve the termination of the Shareholders' Agreement, effective as of the date that the merger closes. If the merger does not close, the Shareholders' Agreement would remain in place notwithstanding the vote of St. Martin shareholders with respect to the Shareholders' Agreement Proposal.

St. Martin's board of directors unanimously recommends that St. Martin shareholders vote "FOR" the termination of the Shareholders' Agreement, effective as of the closing date of the merger.

St. Martin Adjournment Proposal

The St. Martin special meeting may be adjourned to another time or place, if necessary or appropriate, to permit further solicitation of proxies if necessary to obtain additional votes in favor of approval of the merger agreement and/or approval of the Shareholders' Agreement proposal.

If, at the St. Martin special meeting, the number of shares of St. Martin common stock present or represented and voting in favor of approval of the merger agreement and/or approval of the Shareholders' Agreement proposal is insufficient to approve either proposal, St. Martin intends to move to adjourn the St. Martin special meeting in order to solicit additional proxies. In that event, St. Martin will ask its shareholders to vote on the St. Martin adjournment proposal, but not the proposal to approve the merger agreement and/or the Shareholders' Agreement proposal, as the case may be.

In this proposal, St. Martin is asking its shareholders to authorize the persons named as proxies on the St. Martin proxy card on a discretionary basis to vote in favor of adjourning the St. Martin special meeting to another time and place for the purpose of soliciting additional proxies, including the solicitation of proxies from St. Martin shareholders who have previously voted.

St. Martin's board of directors unanimously recommends that St. Martin shareholders vote "FOR" approval of adjournment, if necessary or appropriate, of the meeting to permit the solicitation of additional proxies in favor of approval of the merger agreement and/or the Shareholders' Agreement proposal, as the case may be.

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THE MERGER

Terms of the Merger

Each of the Home's and St. Martin's respective board of directors has approved the merger agreement, which provides for the merger of St. Martin with and into Home and immediately thereafter, the merger of St. Martin Bank with and into Home Bank.

In the merger, each share of St. Martin common stock issued and outstanding immediately prior to the completion of the merger, except for shares of St. Martin common stock held by shareholders who exercise their appraisal rights under Louisiana law and certain shares held by Home or St. Martin, will be converted into the right to receive 9.2839 shares of Home common stock, par value \$0.01 per share. No fractional shares of Home common stock will be issued in connection with the merger.

Also under the terms of the merger agreement, immediately prior to the completion of the merger, St. Martin will pay a special cash distribution of \$94.00 per share, or approximately \$19.5 million in the aggregate, to shareholders of St. Martin.

Shareholders of both Home and St. Martin are being asked to approve, among other items, the merger agreement. See "The Merger Agreement" for additional and more detailed information regarding the legal documents that govern the merger, including information about conditions to the completion of the merger and provisions for terminating or amending the merger agreement.

Background of the Merger

From time to time, the board of directors and management of St. Martin have periodically reviewed and updated strategic plans for St. Martin and St. Martin Bank with a view to enhancing shareholder value. These discussions have focused on, among other things, the business and regulatory environment facing financial institutions in general and St. Martin in particular, as well as ways to enhance St. Martin's competitive position. On occasion, St. Martin has received unsolicited inquiries regarding its willingness to consider an acquisition by, or affiliation with, other financial institutions. Consistent with its fiduciary obligations to its shareholders, the board of directors of St. Martin has given due consideration to any such inquiries in light of St. Martin's strategic plans, the nature of the offer and offeror, other opportunities available to the organization, and other considerations and factors deemed relevant by the board of directors.

In November 2016, senior management and representatives of the board of directors of St. Martin determined that it would be prudent to undertake a review of the various strategic options available to the organization, including remaining an independent institution or entering into a strategic merger with a similarly sized or larger institution. Over the ensuing months, senior management and representatives had preliminary conversations with Raymond James, a nationally recognized investment banking firm with significant experience in advising independent banks on mergers and acquisitions, regarding the overall market and pricing for acquisition transactions involving financial institutions and the process for completing such a transaction.

The executive committee of the board of directors continued its deliberations regarding the strategic options available to the organization through the first quarter of 2017 and engaged in additional discussions with Raymond James regarding these matters. In the context of these discussions, Raymond James evaluated the business, results of operations, financial condition, competitive position and future prospects of St. Martin and discussed with the executive committee a proposal to contact a select number of financial institutions on a confidential basis in order to inquire about their potential interest in a business combination transaction with St. Martin. Raymond James also compiled a list of 25 financial institutions which, based on its experience and knowledge, it believed were potential candidates for a potential strategic combination with St. Martin. Following the further deliberations of the Executive Committee on this matter, on April 13, 2017, St. Martin engaged Raymond James to assist and advise the company regarding a targeted effort to market the company. Thereafter, the executive committee, with guidance from Raymond James, selected 11 potential financial institutions to contact regarding a potential business combination with St. Martin.

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Raymond James, with the assistance of management of St. Martin, prepared a confidential information memorandum containing certain basic information about the company to be provided to the identified acquisition candidates who had expressed some interest in exploring a transaction. In order to receive the confidential memorandum, as well as access to additional, more extensive due diligence materials regarding St. Martin, the potential candidates were first required to enter into a non-disclosure agreement. Of the 11 institutions contacted, 9 expressed an interest in receiving a non-disclosure agreement, of which 6 were executed. Following a review of the information provided and made available, Home and one other company submitted non-binding written indications of interest by the bid deadline of May 23, 2017. A third party (“Company C”) verbally indicated an interest in St. Martin, but did not submit a formal proposal because of timing considerations. However, Company C requested that Raymond James contact them at a later date regarding a potential business combination if St. Martin was unable to agree to terms with a merger partner. The other companies that executed non-disclosure agreements elected not to submit a written indication of interest and removed themselves from the process.

On May 25, 2017, the executive committee of St. Martin held a special meeting to evaluate the indications of interest received and consider whether to pursue negotiations regarding a potential business combination transaction or forego such a transaction and continue to operate on an independent, stand-alone basis. The initial indication of interest received by St. Martin from Home was for a transaction in which shareholders of St. Martin would receive consideration of \$435.00 per share for each share of St. Martin common stock, or approximately \$91.3 million in the aggregate, based on the then-current value of Home stock, in a mix of 75% Home stock and 25% cash. Another institution (“Company B”) submitted an indication of interest which proposed a transaction consisting of a range of consideration value from \$396.00 per share to \$409.00 per share, or \$83.0 million and \$85.8 million in the aggregate, respectively, based on the then-current value of Company B stock, in an all stock transaction.

Following a presentation by Raymond James of the indications of interest received, and extensive deliberations by the committee, the committee authorized Raymond James to attempt to negotiate to seek an enhanced offer from Home. As a result of these negotiations, Home, on May 25, 2017, indicated that it was revising its initial indication of interest to offer consideration of \$470.00 per share for each share of St. Martin common stock, or approximately \$97.5 million in the aggregate based on the then-current value of Home stock, in a mix of 80% Home stock and 20% cash. The revised offer reflected a higher per share consideration to St. Martin shareholders in exchange for a lower percentage of the purchase price payable in cash. Additionally, the revised offer included the possibility of permitting St. Martin to pay a one-time special distribution to its shareholders prior to closing in lieu of an equivalent amount of cash consideration. On June 2, 2017, Home and St. Martin executed the revised indication of interest, which included a 45-day exclusivity period.

During the months of June, July and early August, each party conducted extensive due diligence of the other party, which included among other things an evaluation of the other party’s operations, material contracts and loan portfolio, and each party held discussions with selected members of the executive management team of the other party. In the context of these discussions and in light of the fluctuations of Home stock trading prices, the parties also discussed a number of items related to the structure of the merger consideration, including the manner of fixing the number of shares to be issued to St. Martin in the merger transaction. In August 2017, a draft of the definitive merger agreement was circulated and the two sides began negotiations towards a final agreement that would be mutually acceptable to the parties. As a part of these negotiations, the parties agreed that the portion of the merger consideration payable in cash by Home would be restructured such that it would be payable by St. Martin immediately prior to closing as a one-time special cash distribution in the amount of \$94.00 per share of St. Martin common stock. The parties also agreed to fix the number of shares issuable to St. Martin common shareholders by Home as a result of the merger at 9.2839 shares of Home common stock for each share of St. Martin common stock.

On August 22, 2017, the Home board of directors met to consider approval of the merger agreement and the transactions contemplated by the merger agreement, including the merger and the issuance of shares of Home common stock as the stock merger consideration. Representatives of BSP and Silver, Freedman, Taff & Tiernan LLP, special counsel to Home, participated in the meeting. All directors of Home were present other than Michael P. Maraist, Chairman of the Board, and Paul J. Blanchet, III. Mr. Maraist and certain other members of his family are shareholders of St. Martin, and Mr. Blanchet is a

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partner in the accounting firm that audits St. Martin's financial statements, Broussard Poché LLP. In order to avoid even the appearance of a conflict of interest, Messrs. Maraist and Blanchet recused themselves from participation in any discussion or consideration of the potential merger with St. Martin. At the August 22nd meeting, the Home board of directors reviewed a copy of the current draft of the merger agreement which contemplated, among other things, that (i) St. Martin would merge with and into Home with Home surviving the merger, (ii) immediately following the merger, St. Martin Bank would merge with and into Home Bank, (iii) the exchange ratio would be 9.2839 shares of Home common stock for each outstanding share of St. Martin common stock or an aggregate issuance of approximately 1,927,000 shares of Home common stock in the merger, (iv) Home would appoint two St. Martin directors to the Home and Home Bank boards of directors and (v) Home Bank would enter into employment agreements with three officers of St. Martin Bank, effective as of the effective time of the merger. At the special meeting, Home's legal counsel reviewed the material terms of the proposed merger agreement and related documents with the Home board of directors and each member of the board had the opportunity to discuss and ask questions of Home's legal counsel and management regarding the terms of the merger agreement and such related documents. At this special meeting, representatives of BSP reviewed with the Home board of directors BSP's financial analysis of the exchange ratio and rendered an opinion, dated as of August 22, 2017, to the Home board of directors to the effect that, as of such date and based on and subject to various assumptions made, procedures followed, matters considered and limitations and qualifications on the review undertaken as described in such opinion, the stock merger consideration and the payment of the special cash distribution by St. Martin as provided in the merger agreement, fair, from a financial point of view, to Home. Following these discussions, and review and discussion among the members of the Home board of directors, including consideration of the factors described under "The Merger — Home's Reasons for the Merger; Recommendation of the Home Board of Directors," the Home board of directors, by unanimous vote of the members present, determined that the merger with St. Martin was advisable and in the best interests of Home and approved the merger agreement and the transactions contemplated thereby, including the issuance of shares of Home common stock in the merger.

The board of directors of St. Martin met on August 23, 2017 to review and discuss the merger agreement and the transactions contemplated by the merger agreement. Also present at the meeting were representatives of Raymond James and Fenimore, Kay, Harrison & Ford, LLP, St. Martin's outside legal counsel, a firm with significant experience in advising financial institutions. At the meeting, Raymond James delivered a presentation regarding the financial terms of the transaction, as well as its opinion that the merger consideration, taking into account the payment of the special \$94.00 per share pre-closing cash distribution, was fair from a financial point of view to the shareholders of St. Martin. The St. Martin board of directors also received the presentation of Fenimore, Kay, Harrison & Ford, LLP regarding the terms of the merger agreement and the other merger-related legal documents, as well as the regulatory and shareholder processes required to complete the transaction. After deliberation, the merger agreement was unanimously approved by the members of the board of directors of St. Martin present and executed later that day.

Home's Reasons for the Merger and Recommendation of the Home Board of Directors

Home believes that the acquisition of St. Martin provides an excellent opportunity to increase the scale of its operations in south Louisiana. In approving the merger agreement, Home's board of directors considered the following factors as generally supporting its decision to enter into the merger agreement:

- its understanding of Home's business, operations, financial condition, earnings and prospects and of St. Martin's business, operations, financial condition, earnings and prospects, including each of Home's and St. Martin's positions in the Louisiana markets that they operate in;
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