

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>WILT TOBY S</u> (Last) (First) (Middle) <u>1201 DEMONBREUN STREET, SUITE 700</u> (Street) <u>NASHVILLE TN 37203</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CapStar Financial Holdings, Inc. [CSTR]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/28/2017</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock ⁽¹⁾	02/28/2017		A		831	A	\$0.00	831	D	
Common Stock								254,732	D	
Common Stock								67,036	I	WF Partners
Common Stock								25,000	I	Joanne Wilt Banks ⁽²⁾
Common Stock								4,800	I	Pershing LLC Cust Mark Banks IRA ⁽²⁾
Common Stock								5,200	I	Mark R. Banks ⁽²⁾
Common Stock								20,023	I	Wilt Fleming TR UA JAN 21 00 Samuel M. Fleming Charitable Lead Annuity Trust ⁽²⁾
Common Stock								12,500	I	Dallas Hagewood Wilt ⁽²⁾
Common Stock								14,000	I	Lucianne Forcum Wilt Family ⁽²⁾
Common Stock								5,000	I	James F. & Elissa Watkins, as joint tenants ⁽²⁾
Common Stock								30,000	I	Lucianne Forcum Wilt ⁽²⁾

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								20,000	I	Samuel Fleming Wilt ⁽²⁾
Common Stock								15,045	I	Toby Stack Wilt, Jr. ⁽²⁾
Common Stock ⁽³⁾								488	D	
Common Stock ⁽⁴⁾								1,525	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Warrants	\$10							07/14/2008	07/14/2018	Common Stock	22,500		22,500	D	
Warrants	\$10							07/14/2008	07/14/2018	Common Stock	3,750		3,750	I	WF Partners
Warrants	\$10							07/14/2008	07/14/2018	Common Stock	1,250		1,250	I	Joanne Wilt Banks ⁽²⁾
Warrants	\$10							07/14/2008	07/14/2018	Common Stock	500		500	I	Mark R. Banks ⁽²⁾
Warrants	\$10							07/14/2008	07/14/2018	Common Stock	1,250		1,250	I	Wilt Fleming TR UA JAN 21 00 Samuel M. Fleming Charitable Lead Annuity Trust ⁽²⁾
Warrants	\$10							07/14/2008	07/14/2018	Common Stock	625		625	I	Dallas Hagedwood Wilt ⁽²⁾
Warrants	\$10							07/14/2008	07/14/2018	Common Stock	700		700	I	Lucianne Forcum Wilt Family ⁽²⁾
Warrants	\$10							07/14/2008	07/14/2018	Common Stock	250		250	I	James F. & Elissa Watkins, as joint tenants ⁽²⁾
Warrants	\$10							07/14/2008	07/14/2018	Common Stock	1,500		1,500	I	Lucianne Forcum Wilt ⁽²⁾
Warrants	\$10							07/14/2008	07/14/2018	Common Stock	1,000		1,000	I	Samuel Fleming Wilt ⁽²⁾
Warrants	\$10							07/14/2008	07/14/2018	Common Stock	1,250		1,250	I	Toby Stack Wilt, Jr. ⁽²⁾
Option (right to buy)	\$10							(5)	11/13/2018	Common Stock	12,000		12,000	D	
Option (right to buy)	\$10							(6)	01/20/2020	Common Stock	6,000		6,000	D	

Explanation of Responses:

- The reported item represents an award of restricted stock which vests in three equal installments beginning on the first anniversary of the February 28, 2017 grant date.
- The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.
- The reported item represents the unvested portion of an award of restricted stock on February 27, 2015. The remaining 488 shares of restricted stock under this award vest on the third anniversary of the grant date, or February 27, 2018.
- The reported item represents an award of restricted stock which vests in three equal installments beginning on the first anniversary of the March 3, 2016, grant date.

5. These options vested in four equal annual installments beginning one year after the November 13, 2008, grant date.
6. These options vested in four equal annual installments beginning one year after the January 20, 2010, grant date.

Remarks:

Exhibit 24 - Power of Attorney

/s/ Toby S. Wilt

03/02/2017

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Claire W. Tucker, Rob Anderson, Wes Scott, Brent Moreland and Steffen Arters, or either of them signing singly, and with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

- (1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;
- (2) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of CapStar Financial Holdings, Inc. (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and
- (4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 27 day of October, 2016.

/s/ Toby S. Wilt

Signature

Toby S. Wilt

Print Name