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

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**FORM 8-K**

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**CURRENT REPORT PURSUANT  
TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): March 10, 2020**

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**CAPSTAR FINANCIAL HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

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

**001-37886**  
(Commission  
File Number)

**81-1527911**  
(IRS Employer  
Identification No.)

**1201 Demonbreun Street, Suite 700**  
**Nashville, Tennessee**  
(Address of principal executive offices)

**37203**  
(Zip Code)

**Registrant's telephone number, including area code (615) 732-6400**

**Not Applicable**

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
<b>Common Stock, \$1.00 par value per share</b>	<b>CSTR</b>	<b>Nasdaq Global Select Market</b>

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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### **Item 7.01. Regulation FD Disclosure.**

On March 10, 2020, CapStar Financial Holdings, Inc. (the “**Company**”) issued a press release announcing the Plan (defined below). A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K (this “**Report**”) is incorporated by reference into this Item 7.01.

The information disclosed under Item 8.01 of this Report is also incorporated by reference into this Item 7.01.

### **Item 8.01. Other Events.**

On March 10, 2020, the Board of Directors of the Company (the “**Board**”) authorized the Company to repurchase up to \$9 million of shares of the Company’s common stock pursuant to a written plan that was entered into with Piper Sandler & Co. and that is intended to comply with applicable federal securities laws (the “**Plan**”). Shares of common stock may be purchased from time to time under the Plan in the open market, through privately negotiated transactions or otherwise. The Plan will terminate on the earlier of the date on which the maximum authorized dollar amount of shares of common stock has been repurchased or December 31, 2020. The Plan does not, however, require that the Company repurchase any shares of its common stock.

### **Forward-Looking Statements**

This Report may include “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, including with respect to the terms, timing, logistics and conditions of repurchases of common stock, the Company’s compliance with applicable law in connection with repurchases of common stock and the Company’s future repurchase activity.

Forward-looking statements are subject to many risks and uncertainties, including, but not limited to, the risks detailed from time to time in the Company’s periodic and current reports filed with the Securities and Exchange Commission, including those factors included in the Company’s most recent Annual Report on Form 10-K under the headings “Item 1A. Risk Factors” and “Cautionary Note Regarding Forward-Looking Statements” and in the Company’s Quarterly Reports on Form 10-Q and Current Reports on Form 8-K. The Company cautions that the forward-looking statements included in this Report are not a guarantee of future events and that actual events may differ materially from those made in or suggested by the forward-looking statements. Accordingly, undue reliance should not be placed on any such forward-looking statements. Any forward-looking statements presented herein are made only as of the date of this Report, and the Company does not undertake any obligation to update or revise any forward-looking statements to reflect changes in assumptions, the occurrence of unanticipated events, or otherwise, except as required by law.

### **Item 9.01. Financial Statements and Exhibits.**

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press Release</a>

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

**CAPSTAR FINANCIAL HOLDINGS, INC.**

By: /s/ Robert B. Anderson

Name: Robert B. Anderson

Title: Chief Financial Officer and  
Chief Administrative Officer

Date: March 10, 2020



### CapStar Announces Share Repurchase Authorization

**NASHVILLE, Tenn., March 10, 2020 (GlobeNewswire)** — CapStar Financial Holdings, Inc. (the “Company”) (NASDAQ:CSTR) announced today that its Board of Directors has authorized the Company to repurchase up to \$9 million of shares of the Company’s common stock pursuant to a written plan that was entered into with Piper Sandler & Co. (“**Piper Sandler**”) and that is intended to comply with applicable federal securities laws (the “**Plan**”). The prior repurchase program with Piper Sandler announced in September 2019 terminated in January 2020, and the Plan represents a new repurchase program. Shares of common stock may be purchased from time to time under the Plan in the open market, through privately negotiated transactions or otherwise. The Plan will terminate on the earlier of the date on which the maximum authorized dollar amount of shares of common stock has been repurchased or December 31, 2020. The Plan does not, however, require that the Company repurchase any shares of its common stock.

#### **About CapStar Financial Holdings, Inc.**

CapStar Financial Holdings, Inc. is a bank holding company headquartered in Nashville, Tennessee and operates primarily through its wholly owned subsidiary, CapStar Bank. CapStar Bank, with assets of \$2.03 billion, provides a relationship-based banking experience to small to mid-sized private businesses, professionals, and individuals. Focused on delivering superior flexibility, responsiveness, and customer service, CapStar serves customers through highly-skilled employees, digital channels, as well as 13 locations in seven Tennessee counties. CapStar Bank was recognized by Greenwich Associates, an international marketing firm, as a national Customer Experience Leader for U.S. Commercial Small Business Banking, U.S. Commercial Middle Market Banking, and U.S. Retail Banking.

#### **Forward-Looking Statements**

This press release may include “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, including with respect to the terms, timing, logistics and conditions of repurchases of common stock, the Company’s compliance with applicable law in connection with repurchases of common stock and the Company’s future repurchase activity.

Forward-looking statements are subject to many risks and uncertainties, including, but not limited to, the risks detailed from time to time in the Company’s periodic and current reports filed with the Securities and Exchange Commission, including those factors included in the Company’s most recent Annual Report on Form 10-K under the headings “Item 1A. Risk Factors” and “Cautionary Note Regarding Forward-Looking Statements” and in the Company’s Quarterly Reports on Form 10-Q and Current Reports on Form 8-K. The Company cautions that the forward-looking statements included in this press release are not a guarantee of future events and that actual events may differ materially from those made in or suggested by the forward-looking statements. Accordingly, undue reliance should not be placed on any such forward-looking statements. Any forward-looking statements presented herein are made only as of the date of this press release, and the Company does not undertake any obligation to update or revise any forward-looking statements to reflect changes in assumptions, the occurrence of unanticipated events, or otherwise, except as required by law.

#### **For more information:**

Rob Anderson  
Chief Financial Officer  
Capstar Bank  
(615) 732-6470