

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>Lambert Kevin</u> <hr/> (Last) (First) (Middle) 1201 DEMONBREUN STREET SUITE 700 <hr/> (Street) NASHVILLE TN 37203 <hr/> (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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Credit Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/25/2022</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⁾	08/25/2022		D		57	D	\$20.82	135	D	
Common Stock ⁽²⁾								192	D	
Common Stock ⁽³⁾								560	D	
Common Stock ⁽⁴⁾								71	I	By 401(K) Plan

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)
						Date Exercisable	Expiration Date					

Explanation of Responses:

- The reported item represents the number of shares withheld by the issuer on August 25, 2022 to cover tax withholding obligations in connection with the vestings of 192 shares granted pursuant to awards of restricted stock on April 20, 2022.
- The reported item represents an award of restricted stock which vests in two equal installments beginning on December 31, 2021. As of the date of this report, 192 shares have vested. The remaining 192 shares of restricted common stock under this award vest on December 31, 2022.
- The reported item represents an award of restricted stock, which vests in three approximately equal installments on December 31, 2022, December 31, 2023, and December 31, 2024.
- The reported item reflects the reporting person's interest in equivalent shares held by the unitized stock fund in the issuer's 401(k) plan ("Plan"). The unitized stock fund consists of approximately 95% of the issuer's common stock and approximately 5% cash or cash equivalents. The number of shares attributed to the reporting person as a Plan participant and expressed as equivalent shares has been calculated based on the \$20.97 closing price of the issuer's common stock as of August 25, 2022 and may change from time to time without the volition of the reporting person depending on the fair market value of the issuer's common stock and the amount of cash in the fund.

Remarks:

/s/ Jeffrey L. Moody, as
Attorney-in-Fact for Kevin L. Lambert 08/26/2022

** 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.