SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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*	2. Date of Event Requiring Statement (Month/Day/Year)	3. Issuer Name **and** Ticker or Trading Symbol
THORNBURGH RICHARD E (Last) (First) (Middle) 201 4TH AVENUE NORTH, SUITE 950 (Street) NASHVILLE TN 37219 (City) (State) (Zip)	09/21/2016	CapStar Financial Holdings, Inc. [CSTR]
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner Officer (give title below) Other (specify below)
		5. If Amendment, Date of Original Filed (Month/Day/Year)
		6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	2,462	D	
Restricted Stock(1)	242	D	
Restricted Stock(2)	759	D	
Restricted Stock(3)	1,113	D	

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Option (right to buy)	(4)	11/13/2018	Common Stock	6,000	10	D	
Option (right to buy)	(5)	01/20/2020	Common Stock	6,000	10	D	

Explanation of Responses:

1. The reported item represents the unvested portion of an award of restricted stock on February 27, 2014. The balance of this award vests on the third anniversary of the grant date, or February 27, 2017.

2. The reported item represents the unvested portion of an award of restricted stock on February 27, 2015. 379 shares of restricted stotck under this award vest on the second anniversary of the grant date, or February 27, 2017, and the remaining 380 shares of restricted stotck under this award vest on the second anniversary of the grant date, or February 27, 2018.

3. The reported item vests in three equal installments beginning on the first anniversary of the March 3, 2016, grant date.

4. These options vested in four equal annual installments beginning one year after the November 13, 2008, grant date.

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

Remarks:

/s/ Richard E. Thornburgh 09/21/2016

** 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 5 (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.