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

FORM 8-K

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

Date of Report (Date of earliest event reported): September 27, 2016

CAPSTAR FINANCIAL HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Tennessee
(State or other jurisdiction
of incorporation)

001-37886
(Commission File Number)

81-1527911
(IRS Employer
Identification No.)

201 4th Avenue North, Suite 950
Nashville, Tennessee
(Address of principal executive offices)

37219
(Zip Code)

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

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))
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Item 8.01. Other Events.

On September 27, 2016, CapStar Financial Holdings, Inc., a Tennessee corporation, issued a press release announcing the closing of the initial public offering of 2,972,750 shares of its common stock, par value \$1.00 per share, including 387,750 shares purchased by the underwriters pursuant to the full exercise of their purchase option. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d)

Exhibits.

Exhibit 99.1 Press Release dated September 27, 2016.

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/ Claire W. Tucker

Claire W. Tucker

President and Chief Executive Officer

Date: September 27, 2016

EXHIBIT INDEX

Exhibit Number

Description

99.1

Press Release dated September 27, 2016.



Contact:
Beth Alexander (615) 732-6424
balexander@capstarbank.com

For immediate release

**CapStar Announces Exercise of Purchase Option and
Closing Of Initial Public Offering**

Nashville, TN (September 27, 2016) – CapStar Financial Holdings, Inc. (“**CapStar**” or the “**Company**”), announced today the closing of the initial public offering of 2,972,750 shares of its common stock, including 387,750 shares purchased by the underwriters pursuant to the full exercise of their purchase option. The shares were sold at a public offering price of \$15.00 per share, resulting in aggregate gross proceeds of approximately \$44.6 million. The net proceeds to the Company, after deducting the underwriting discount and estimated offering expenses, are approximately \$22.0 million. The shares began trading on Thursday, September 22, 2016, on the NASDAQ Global Select Market under the ticker symbol “CSTR.”

Keefe, Bruyette & Woods, Inc. and Sandler O’Neill & Partners, L.P. served as the joint book-running managers for the offering. Raymond James & Associates, Inc. and Stephens, Inc. were co-managers for the offering.

A registration statement relating to these securities was filed with, and declared effective by, the Securities and Exchange Commission (“**SEC**”) (File No. 333-213367). This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction. Copies of the final prospectus relating to the offering may be obtained from Keefe, Bruyette & Woods, Inc., A Stifel Company, 787 Seventh Avenue, Fourth Floor, New York, NY 10019, Attention: Equity Capital Markets, or by calling (800) 966-1559; or from Sandler O’Neill & Partners, L.P., 1251 Avenue of the Americas, 6th Floor, New York, NY 10020, Attention: Syndicate, or by calling (866) 805-4128, or by email at syndicate@sandleroneill.com.

About CapStar

CapStar Financial Holdings, Inc. is a bank holding company headquartered in Nashville, Tennessee, and operates primarily through its wholly owned subsidiary, CapStar Bank, a Tennessee-chartered state bank.