

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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hours per response: 0.5Filed 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>Cunningham Jeffrey L</u>	2. Date of Event Requiring Statement (Month/Day/Year) 10/24/2018	3. Issuer Name and Ticker or Trading Symbol <u>CapStar Financial Holdings, Inc. [ CSTR ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director Officer (give title below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
(Last) (First) (Middle) 1201 DEMONBREUN STREET, SUITE 700		10% Owner Other (specify below)	
(Street) NASHVILLE TN 37203			
(City) (State) (Zip)			

## 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	49,312	D	
Common Stock	17,897	I	By Athens Employee Stock Ownership Plan <sup>(1)</sup>
Common Stock	89,559	I	By Athens 401(k) Plan <sup>(2)</sup>

## 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				
Options (right to purchase) <sup>(3)</sup>	12/15/2011	12/15/2020	Common Stock	4.02	D	

## Explanation of Responses:

1. Pursuant to the Agreement and Plan of Merger, dated June 11, 2018 (the "Merger Agreement"), by and between CapStar Financial Holdings, Inc. ("CapStar") and Athens Bancshares Corporation ("Athens"), shares held in the Athens Employee Stock Option Plan ("ESOP") were converted into the right to receive 2,864 shares of CapStar common stock. As of the date of this Form 3, the final number of ESOP shares allocable to the reporting person are not yet available. Accordingly, set forth above is the estimate of the number of shares of CapStar common stock known to be beneficially owned by the reporting person at this time. The reporting person will report the final stock ownership numbers once they are determined. Additionally, although the ESOP has technically been terminated, the ESOP shares have not yet been transferred to a new account due to administrative processing of transfer documentation.

2. Pursuant to the Merger Agreement, shares held in the Athens 401(k) Plan were also converted into the right to receive 2,864 shares of CapStar common stock. Although the Athens 401(k) has technically been terminated, as of the date of this Form 3, the 89,559 shares in the 401(k) Plan have not yet been transferred to a new account due to administrative processing of transfer documentation.

3. These options vested in approximately five equal installments beginning on the first anniversary of the December 15, 2010 grant date.

## Remarks:

Exhibit 24 - Power of Attorney

/s/ Jeffrey L. Cunningham

11/05/2018

\*\* 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.

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, Steffen Arters, and Donovan Sowder or either of them signing singly, and with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

(1) to the extent necessary, 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 beneficial owner of securities of CapStar Financial Holdings, Inc. (the "Company"), Form 144, 3, 4, 5 and any Schedules 13D or 13G in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, 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 144, 3, 4, 5 and any Schedules 13D or 13G, complete and execute any amendment or amendments thereto, and timely file any such form with the SEC and any stock exchange or similar authority, including completing and executing a Uniform Application for Access Codes to File on Edgar on Form ID; 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 Form 144, 3, 4, 5 and any Schedules 13D or 13G 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 1st day of November, 2018.

By: /s/ Jeffrey L. Cunningham

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Name: Jeffrey L. Cunningham  
Title: Director