

**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 6, 2019 (September 5, 2019)

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.)

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 |
|--|-------------------|--|
| Common Stock, \$1.00 par value per share | CSTR | Nasdaq Global Select Market |

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.

Item 7.01. Regulation FD Disclosure.

On September 6, 2019, CapStar Financial Holdings, Inc. (the “**Company**”) issued a press release announcing that the Board of Directors of the Company (the “**Board**”) authorized the Expanded Share Repurchase Program (defined below) and authorized the Company to repurchase shares of the Company’s issued and outstanding shares of common stock, par value \$1.00 per share (“**Common Stock**”), through Privately-Negotiated Transactions (defined below). A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K (this “**Report**”).

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

Item 8.01. Other Events.

On December 21, 2018, the Board approved the Company’s share repurchase program (the “**Original Share Repurchase Program**”) which authorized the Company to repurchase up to \$8 million of shares of Common Stock. The Company has repurchased approximately \$5.8 million shares of Common Stock pursuant to the Original Share Repurchase Program. On September 5, 2019, the Board approved an expansion of the Original Share Repurchase Program (the “**Expanded Share Repurchase Program**”). Under the Expanded Share Purchase Program, the amount of Common Stock the Company is authorized to repurchase has been increased from approximately \$2.2 million, the amount remaining in the Original Share Repurchase Program, to \$11 million.

Shares of Common Stock may be purchased from time to time in the open market, through privately negotiated transactions or otherwise, with repurchases being funded from a combination of cash on hand and cash generated from operations. The Repurchase Program will terminate on the date on which the maximum authorized dollar amount of shares of Common Stock has been repurchased. The Repurchase Program will continue to be conducted pursuant to a written plan and is intended to comply with Rule 10b-18 and Rule 10b5-1 promulgated under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”). The Repurchase Program may be extended, modified, amended, suspended or discontinued at any time at the Company’s discretion and does not commit the Company to repurchase any shares of its Common Stock.

On September 5, 2019, the Board also authorized the Company to repurchase shares of Common Stock in privately-negotiated transactions with directors, officers and shareholders of the Company.

Item 9.01. Financial Statements and Exhibits

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|--|
| 99.1 | <u>Press release issued on September 6, 2019 by CapStar Financial Holdings, Inc.</u> |

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: September 6, 2019



CapStar Announces Expansion of Share Repurchase Program and Ability to Conduct Privately Negotiated Transactions

NASHVILLE, TN, September 6, 2019 (GlobeNewswire) CapStar Financial Holdings, Inc. (the “Company”) (NASDAQ:CSTR) announced today that its board of directors has authorized the expansion of the Company’s existing stock repurchase program to allow for the repurchase of additional shares of the Company’s issued and outstanding common stock. Under the expansion, the amount of common stock the Company is authorized to repurchase has been increased from approximately \$2.2 million, the amount remaining in the existing stock repurchase program, to \$11 million. The Company had repurchased approximately \$5.8 million of shares under the existing stock repurchase program.

Repurchases of the Company’s common stock will continue to be made in accordance with applicable laws and may be made from time to time in the open market, through privately negotiated transactions or otherwise. The repurchase program will remain in effect until the maximum authorized dollar amount of shares of common stock has been repurchased. The Company intends to fund the expanded repurchase program with a combination of cash on hand and cash generated from operations.

The share repurchase program may be extended, modified, amended, suspended or discontinued at any time at the Company’s discretion and does not commit the Company to repurchase shares of its common stock. The actual timing of any repurchases and the number and price of the shares to be repurchased under the program will be determined by the Company at its discretion and will depend on a number of factors, including the performance of the Company’s share price, the Company’s ongoing capital planning considerations, general market and other conditions, applicable legal requirements and compliance with the terms of the Company’s outstanding indebtedness.

Additionally, the Company’s board of directors authorized the Company to repurchase shares in privately-negotiated transactions with directors, officers and shareholders of the Company.

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, a Tennessee-chartered state bank. CapStar Bank is a commercial bank that seeks to establish and maintain comprehensive relationships with its clients by delivering customized and creative banking solutions and superior client service. As of June 30, 2019, on a consolidated basis, CapStar had total assets of \$2.02 billion, gross loans of \$1.44 billion, total deposits of \$1.72 billion, and shareholders’ equity of \$262.66 million. Visit www.capstarbank.com for more information.

Forward-Looking Statements

This press release includes “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 the repurchase program, the Company’s compliance with applicable law in connection with the administration of the repurchase program and the Company’s utilization of the repurchase program.

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 investors 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, investors should not place undue reliance 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.