

**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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Smith Stephen Buford</u>  (Last) (First) (Middle) 1201 DEMONBREUN STREET, SUITE 700  (Street) NASHVILLE TN 37203  (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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 02/01/2018	
		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

**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 <sup>(1)</sup>	02/01/2018		X		1,250	A	\$10	1,250	D	
Common Stock <sup>(1)</sup>	02/01/2018		F		640	D	\$19.56	610	D	
Common Stock <sup>(2)</sup>	02/01/2018		X		3,000	A	\$10	3,000	D	
Common Stock <sup>(2)</sup>	02/01/2018		F		1,534	D	\$19.56	1,466	D	
Common Stock								30,664	D	
Common Stock <sup>(3)</sup>								595	D	
Common Stock <sup>(4)</sup>								396	D	
Common Stock <sup>(5)</sup>								779	D	
Common Stock								3,000	I	Matthew Carlton Smith Family Trust
Common Stock								3,000	I	Stephen B. Smith Jr. Family Trust

**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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Warrants (right to buy)	\$10	02/01/2018		X		1,250		07/14/2008	07/14/2018	Common Stock	1,250	\$10	0	D	
Options (right to buy)	\$10	02/01/2018		X		3,000		(6)	11/13/2018	Common Stock	6,000	\$10	3,000	D	
Options (right to buy)	\$10							(7)	01/20/2020	Common Stock	6,000		6,000	D	
Options (right to buy)	\$10							(8)	08/23/2021	Common Stock	1,250		1,250	D	

**Explanation of Responses:**

1. The reported item represents shares that were acquired pursuant to the exercise of warrants on February 1, 2018 pursuant to a Rule 10b5-1 trading plan. Of the 1,250 shares acquired, the issuer withheld 640 shares to pay the purchase price for the warrants resulting in the issuance of 610 shares. Following these reported transactions the reporting person directly owns 31,254 shares of common stock not subject to restriction or vesting.
2. The reported item represents shares that were acquired pursuant to the exercise of options on February 1, 2018 pursuant to a Rule 10b5-1 trading plan. Of the 3,000 shares acquired, the issuer withheld 1,534 shares to pay the purchase price for the options resulting in the issuance of 1,466 shares. Following these reported transactions the reporting person directly owns 32,720 shares of common stock not subject to restriction or vesting.
3. The reported item represents an award of restricted stock which vests in three equal installments beginning on the first anniversary of the February 28, 2017, grant date.
4. The reported item represents the unvested portion of an award of restricted stock on February 27, 2015. The remaining 396 shares of restricted stock under this award vest on the third anniversary of the grant date, or February 27, 2018.
5. The reported item represents an award of restricted stock which vests in three equal installments beginning on the first anniversary of the March 3, 2016, grant date.
6. These options vested in four equal annual installments beginning one year after the November 13, 2008, grant date.
7. These options vested in four equal annual installments beginning one year after the January 20, 2010, grant date.
8. These options vested in four equal annual installments beginning one year after the August 23, 2011, grant date.

**Remarks:**

[/s/ Rob Anderson, as Attorney-in-Fact for Stephen B. Smith](#) [02/05/2018](#)

\*\* 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 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.**