

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
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1. Name and Address of Reporting Person* <u>Flynn Thomas R.</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) 09/26/2017	
		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>	03/06/2018		A		936	A	\$0.00	936	D	
Common Stock <sup>(2)</sup>	09/26/2017		X		6,000	A	\$10	6,000	D	
Common Stock <sup>(2)</sup>	09/26/2017		X		6,000	A	\$10	6,000	D	
Common Stock								15,000	I	Bill R. & Katherine Flynn <sup>(4)</sup>
Common Stock								5,000	I	Timothy Flynn <sup>(4)</sup>
Common Stock <sup>(3)</sup>								596	D	
Common Stock <sup>(5)</sup>								471	D	
Common Stock								106,114	D	
Common Stock								286,350	I	Bill R. & Katherine Flynn <sup>(4)</sup>
Common Stock								95,450	I	Timothy Flynn <sup>(4)</sup>

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					
Option (right to buy) <sup>(2)</sup>	\$10	09/26/2017		X		6,000	(6)	11/13/2018	Common Stock	6,000	\$0.00	0	D	
Option (right to buy) <sup>(2)</sup>	\$10	09/26/2017		X		6,000	(7)	01/20/2020	Common Stock	6,000	\$0.00	0	D	

Explanation of Responses:

- The reported item represents an award of restricted stock which vests in three equal installments beginning on the first anniversary of the March 6, 2018 grant date.
- This item reflects the exercise of in-the-money options with respect to an aggregate of 12,000 shares of common stock on September 26, 2017, which were inadvertently omitted due to an administrative error.
- The reported item represents the unvested portion of an award of restricted common stock which was granted on February 28, 2017. As of the date of this report, 298 shares have vested. The remaining 596 shares of restricted common stock under this award vest on the second and third anniversaries of the February 28, 2017 grant date, or February 28, 2019 and February 28, 2020, respectively.
- The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.
- The reported item represents the unvested portion of an award of restricted common stock granted on March 3, 2016. As of the date of this report, 942 shares have vested. The remaining 471 shares of

restricted common stock under this award vest on the third anniversary of the March 3, 2016 grant date, or March 3, 2019.

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.

**Remarks:**

/s/ Rob Anderson, as Attorney-  
in-Fact for Thomas R. Flynn      03/08/2018

\*\* 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.

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