

**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>Anderson Robert B.</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)  Director 10% Owner Officer (give title below) Other (specify below)  See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) 12/28/2018	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
		6. Individual or Joint/Group Filing (Check Applicable Line)  X 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>	12/28/2018		A		5,600	A	\$0.00	23,706	D	
Common Stock <sup>(2)</sup>								10,000	D	
Common Stock <sup>(3)</sup>								1,656	D	

**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					
Options (right to buy)	\$12.27							(4)	12/20/2022	Common Stock	50,000	50,000	D	
Options (right to buy)	\$11.41							(5)	02/27/2025	Common Stock	30,000	30,000	D	

**Explanation of Responses:**

- The reported item represents an award of restricted common stock which is fully vested upon issuance. Additionally, the reported item includes the unvested portion of an award of 100 shares of restricted stock granted on September 1, 2016. As of the date of this report, 66 shares have vested. The remaining 34 shares of restricted common stock under this award vest on the third anniversary of the grant date, or September 1, 2019. Following the reported transactions in this Form 4, the reporting person directly owns 23,672 shares of common stock not subject to restriction or vesting.
- The reported item represents the unvested portion of an award of restricted common stock granted on December 19, 2017. The remaining 10,000 shares of restricted common stock under this award vest on the second and third anniversary of the grant date, or December 19, 2019 and December 19, 2020, respectively.
- The reported item represents the unvested portion of an award of restricted stock granted on March 2, 2016. The remaining 1,656 shares of restricted common stock under this award vest on the third anniversary of the grant date, or March 2, 2019.
- These options vested in four equal annual installments beginning on the first anniversary of the December 10, 2012 grant date.
- These options vest in four equal annual installments beginning on the first anniversary of the February 27, 2015 grant date. As of the date of this report, 22,500 options have vested. The remaining 7,500 options vest on the fourth anniversary of the grant date, or February 27, 2019.

**Remarks:**

Chief Financial Officer and Chief Administrative Officer

/s/ Robert B. Anderson

01/02/2019

\*\* 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.