

**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                                 |           |
|--|-----------|
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|  |   |  |
|--|---|--|
| 1. Name and Address of Reporting Person*<br><u>BOTTORFF DENNIS</u><br><br>(Last) (First) (Middle)<br><u>1201 DEMONBREUN STREET, SUITE 700</u><br><br>(Street)<br><u>NASHVILLE TN 37203</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>CapStar Financial Holdings, Inc. [ CSTR ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><br>Officer (give title below) Other (specify below) |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>03/05/2018</u>                           |  |
|  | 4. If Amendment, Date of Original Filed (Month/Day/Year)  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>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>     | 03/05/2018                           |  | X                              |   | 5,000   | A          | \$10  | 165,025   | D  |   |
| Common Stock <sup>(2)</sup>     |                                      |  |                                |   |   |            |       | 218   | D  |   |
| Common Stock <sup>(3)</sup>     |                                      |  |                                |   |   |            |       | 244   | D  |   |
| Common Stock                    |                                      |  |                                |   |   |            |       | 44,504  | I  | Dennis C. Bottorff Family 2016 CapStar GRAT           |

**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                                   | \$10   | 03/05/2018                           |  | X                              |   | 5,000  |     | 07/14/2008   | 07/14/2018      | Common Stock  | 5,000                                      | \$0.00   | 5,000   | D  |       |
| Option (right to buy)                      | \$10   |                                      |  |                                |   |  |     | (4)  | 11/13/2018      | Common Stock  | 12,000                                     |  | 12,000  | D  |       |
| Option (right to buy)                      | \$10   |                                      |  |                                |   |  |     | (5)  | 01/20/2020      | Common Stock  | 6,000                                      |  | 6,000   | D  |       |

**Explanation of Responses:**

- The reported item represents shares that were acquired pursuant to the exercise of warrants on March 5, 2018 pursuant to a Rule 10b5-1 trading plan.
- The reported item represents the unvested portion of an award of restricted stock granted on February 28, 2017. As of the date of this report, 109 shares have vested. The remaining 218 shares of restricted common stock under this award vest on the the second and third anniversaries of the February 28, 2017 grant date, or February 28, 2019 and February 28, 2020, respectively.
- The reported item represents the unvested portion of an award of restricted stock granted on March 3, 2016. The remaining 244 shares of restricted stock under this award vest on the third anniversary of the grant date, or March 3, 2019.
- The reported item represents an award of an option to purchase a total of 12,000 shares of common stock which vested and became exercisable in four equal annual installments beginning on the first anniversary of the November 13, 2008 grant date.
- The reported item represents an award of an option to purchase a total of 6,000 shares of common stock which vested and became exercisable in four equal annual installments beginning on the first anniversary of the January 20, 2010 grant date.

**Remarks:**

/s/ Rob Anderson, as Attorney-in-Fact for Dennis C. Bottorff 03/06/2018

\*\* 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.**