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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**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 22, 2016 (September 21, 2016)**

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**CAPSTAR FINANCIAL HOLDINGS, INC.**  
(Exact name of registrant as specified in its charter)

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**Tennessee**  
(State or other jurisdiction  
of incorporation)

**001-37886**  
(Commission File Number)

**81-1527911**  
(IRS Employer  
Identification No.)

**201 4th Avenue North, Suite 950**  
**Nashville, Tennessee**  
(Address of principal executive offices)

**37219**  
(Zip Code)

Registrant's telephone number, including area code **(615) 732-6400**

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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))
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**Item 8.01. Other Events.**

On September 21, 2016, CapStar Financial Holdings, Inc. issued a press release announcing the pricing of the initial public offering of 2,585,000 shares of its common stock, par value \$1.00 per share, at a price of \$15.00 per share. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d)

**Exhibits.**

Exhibit 99.1 Press Release dated September 21, 2016.

**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/ Claire W. Tucker  
Claire W. Tucker  
President and Chief Executive Officer

Date: September 22, 2016

**EXHIBIT INDEX**

**Exhibit  
Number**

**Description**

99.1 Press Release dated September 21, 2016.



**Contact:**  
**Beth Alexander (615) 732-6424**  
**[baalexander@capstarbank.com](mailto:baalexander@capstarbank.com)**

**For immediate release**

**CapStar Announces Pricing  
 Of Initial Public Offering**

**NASHVILLE, Tenn., Sept. 21, 2016 /PRNewswire/** – CapStar Financial Holdings, Inc. (“**CapStar**” or the “**Company**”), announced today the pricing of the initial public offering of 2,585,000 of its common stock, including 1,300,299 shares to be sold by the Company and 1,284,701 shares to be sold by selling shareholders, at a public offering price of \$15.00 per share, which is expected to result in aggregate gross proceeds of approximately \$38.8 million. The net proceeds to the Company, after deducting the underwriting discount and estimated offering expenses, are expected to be approximately \$16.6 million. The underwriters have the option to purchase up to an additional 387,750 shares of common stock from the Company within the next 30 days. The shares are expected to begin trading on Thursday, September 22, 2016, on the NASDAQ Global Select Market under the ticker symbol “CSTR.”

Keefe, Bruyette & Woods, Inc. and Sandler O’Neill & Partners, L.P. are acting as the joint book-running managers for the offering. Raymond James & Associates, Inc. and Stephens, Inc. are acting as co-managers for the offering.

A registration statement relating to these securities has been filed with, and declared effective by, the Securities and Exchange Commission (“**SEC**”) (File No. 333-213367). This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction. The offering is being made only by means of the written prospectus forming part of the effective registration statement. Copies of the final prospectus relating to the offering may be obtained, when available, from Keefe, Bruyette & Woods, Inc., A Stifel Company, 787 Seventh Avenue, Fourth Floor, New York, NY 10019, Attention: Equity Capital Markets, or by calling (800) 966-1559; or from Sandler O’Neill & Partners, L.P., 1251 Avenue of the Americas, 6th Floor, New York, NY 10020, Attention: Syndicate, or by calling (866) 805-4128, or by email at [syndicate@sandleroneill.com](mailto:syndicate@sandleroneill.com).

**About CapStar**

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.

**Forward-Looking Statements**

This press release includes “forward-looking statements,” including with respect to the proposed initial public offering. Forward-looking statements are subject to many risks and uncertainties, including, but not limited to, economic conditions (including interest rate environment, government economic and monetary policies, the strength of global financial markets and inflation and deflation) that impact the financial services industry as a whole and/or our business and other risks detailed in “Cautionary Note Regarding Forward-Looking Statements,” “Risk Factors” and other sections of the registration statement. We caution you 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. Forward-looking statements are often, but not always, made through the use of words or phrases such as “may,” “should,” “could,” “predict,” “potential,” “believe,” “will likely result,” “expect,” “continue,” “will,” “anticipate,” “seek,” “estimate,” “intend,” “plan,” “project,” “projection,” “forecast,” “goal,” “target,” “would,” and “outlook,” or the negative version of those words or other comparable words of a future or forward-looking nature. Any forward-looking statements presented herein are made only as of the date of this press release, and we do 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.