

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

FORM 8-K

**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 21, 2020 (September 21, 2020)

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

Tennessee
(State or other jurisdiction
of incorporation)

001-37886
(Commission
File Number)

81-1527911
(IRS Employer
Identification No.)

1201 Demontreun Street, Suite 700
Nashville, Tennessee
(Address of principal executive offices)

37203
(Zip Code)

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

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$1.00 par value per share	CSTR	Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

On May 4, 2020 CapStar Financial Holdings, Inc. (“CapStar”) announced the hiring of Michael J. Fowler as CapStar’s new Chief Financial Officer, to be effective July 1, 2020. The transition was reflected in a Current Report on [Form 8-K](#), filed on May 5, 2020. On May 12, 2020 CapStar announced the compensatory arrangements made with Mr. Fowler, which were reflected in a Current Report on [Form 8-K/A](#), filed on May 12, 2020.

On September 21, 2020, Mr. Fowler advised CapStar that due to an unexpected family health matter, he will not be able to continue in his role as CapStar’s Chief Financial Officer. Accordingly, CapStar has announced that Mr. Fowler will continue with CapStar as its Treasurer, and has announced that Denis J. Duncan will join CapStar as its new Chief Financial Officer. Mr. Duncan will also serve in the same roles with CapStar’s wholly owned Bank subsidiary, CapStar Bank. Mr. Duncan will join CapStar on September 21, 2020, the date of his appointment.

Mr. Duncan, age 61, recently retired from PricewaterhouseCoopers (“PwC”) where he served as Partner-in-Charge of PwC’s Southeast banking practice to include having been lead Partner for PwC’s Edward Jones and SunTrust engagements. Mr. Duncan has 38 years of financial services experience advising money-center banks, regional and community banks, broker-dealers, asset managers, insurance companies, and real estate companies. He is well versed in accounting, finance, risk management, industry regulations, and corporate governance. Mr. Duncan graduated summa cum laude from Lipscomb University in Nashville.

Mr. Duncan’s base salary will be \$275,000 annually. In addition, Mr. Duncan will be eligible to participate in the CapStar’s Corporate Incentive Plans and Long-Term Incentive Plans, when developed, with a maximum opportunity each of 40% of annual salary, and will be eligible to participate in the CapStar’s benefit plans and 401(k). Mr. Duncan will be entitled to the customary vacation days under CapStar’s policy, including sick days, as well as paid time off specifically allotted so that employees can participate in community service activities. Mr. Duncan will also be reimbursed for his relocation expenses up to \$ 100,000, which reimbursement would be repayable to CapStar if Mr. Duncan were to voluntarily terminate his employment with CapStar within the first 36 months.

Item 7.01 Regulation FD Disclosure.

On September 21, 2020 CapStar issued a press release announcing the transition of Mr. Fowler and the appointment of Mr. Duncan. A copy of the press release is furnished herewith as Exhibit 99.1.

Item 9.01 Financial Statement and Exhibits.**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description</u>
99.1	CapStar’s Press Release Dated September 21, 2020.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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/ Steve Groom

Steve Groom

Chief Risk Officer and General Counsel

Date: September 21, 2020

**FOR IMMEDIATE RELEASE**

For more information, contact:
Nicole Gibbs, (423) 457-4579
nicole.gibbs@capstarbank.com

CapStar Announces CFO Transition

NASHVILLE, September 21, 2020 (GLOBE NEWSWIRE) - CapStar Financial Holdings (NASDAQ: CSTR) and CapStar Bank announced today, that due to an unexpected family health matter, Mike Fowler has requested to step down as Chief Financial Officer and assume the position of Treasurer.

“Mike is a tremendous addition to our team and has served as a significant contributor since joining CapStar in July,” said Tim Schools, CapStar’s president and CEO. “We fully support Mike and his decision to prioritize family during a difficult time. While our immediate focus is on his family, we look forward to Mike continuing to benefit our company as we work to strengthen net interest margin and profitability over time.”

Accordingly, CapStar announces that Denis Duncan has been appointed Chief Financial Officer, effective September 21, 2020.

Denis recently retired from PricewaterhouseCoopers, LLP (PwC) where he was a senior banking and capital markets partner and previously served as the Partner-in-Charge of the firm’s southeast banking practice where he was lead partner for numerous PwC financial services clients including Union Planters, SunTrust, Edward Jones and Legg Mason. He brings extensive experience advising major money-center banks, regional and community banks, broker-dealers, asset managers, and insurance and real estate companies.

“We are excited to welcome Denis,” said Schools. “I have had the pleasure of working with Denis for over fifteen years on three occasions where he was a valuable partner in assisting us in improving and growing our companies. He is well versed in accounting, finance, risk management, industry regulations, and corporate governance and will be instrumental as we strive to improve CapStar’s financial and common stock performance relative to industry averages.”

Denis currently serves as the Treasurer and a Board Member of the Atlanta Downtown Rotary, and as a Trustee of Oglethorpe University. He has been a previous director of YMCA of Metro Atlanta, Atlanta Opera, Grady Hospital Board of Visitors, and Tennessee Golf Association. He graduated summa cum laude with a bachelor’s degree from Lipscomb University in Nashville.

About CapStar Financial Holdings, Inc.

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. CapStar Bank is a commercial bank that seeks to establish and maintain comprehensive relationships with its clients by delivering customized and creative banking solutions and superior client service. As of June 30, 2020, on a consolidated basis, CapStar had total assets of \$2.45 billion, gross loans of \$1.59 billion, total deposits of \$2.10 billion, and shareholders' equity of \$282.0 million. Visit www.capstarbank.com for more information.

Photo Enclosure:



Denis Duncan