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

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 8)*

CAPSTAR FINANCIAL HOLDINGS, INC.
(Name of Issuer)

Common Stock, par value \$1.00 per share
(Title of Class of Securities)

14070T102
(CUSIP Number)

Gaylon M. Lawrence, Jr.
1201 Demonbreun St., Suite 1460
Nashville, TN 37203

With a copy to:
Patrick A. Scruggs
1201 Demonbreun St., Suite 1460
Nashville, TN 37203
615-257-7081

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

March 4, 2019
(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1	NAMES OF REPORTING PERSONS Gaylon M. Lawrence, Jr.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (see instructions) PF	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION U.S.	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 1,156,675 shares of common stock
	8	SHARED VOTING POWER None
	9	SOLE DISPOSITIVE POWER 1,156,675 shares of common stock
	10	SHARED DISPOSITIVE POWER None
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,156,675 shares of common stock	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 6.5% (based on 17,724,721 shares outstanding)	
14	TYPE OF REPORTING PERSON (see instructions) IN	

This Amendment No. 8 (“Amendment No. 8”) amends and supplements the Statement on Schedule 13D filed by Gaylon M. Lawrence, Jr. (the “Reporting Person”) with the Securities and Exchange Commission (“SEC”) on February 7, 2019 (“Amendment No. 7”), which amended and supplemented earlier filings on November 9, 2018 (“Amendment No. 6”), February 8, 2018 (“Amendment No. 5”), October 17, 2017 (“Amendment No. 4”), October 4, 2017 (“Amendment No. 3”), September 13, 2017 (“Amendment No. 2”), August 25, 2017 (“Amendment No. 1”) and August 11, 2017 (the “Original Schedule 13D,” and together with Amendment No. 1, Amendment No. 2, Amendment No. 3, Amendment No. 4, Amendment No. 5, Amendment No. 6, Amendment No. 7, and this Amendment No. 8, the “Schedule 13D”) with respect to the shares of common stock, par value \$1.00 per share (“Common Stock”) of CapStar Financial Holdings, Inc. (the “Issuer”). Capitalized terms used herein and not otherwise defined in this Amendment No. 8 shall have the meanings set forth in the Original Schedule 13D. This Amendment No. 8 amends Items 4 and 7, as set forth below.

Item 4. Purpose of Transaction.

Item 4 of the Schedule D is hereby amended and supplemented by the addition of the following:

On March 4, 2019, the Reporting Person submitted to the Issuer’s Secretary a letter regarding the Reporting Person’s notice of intention to nominate Gaylon M. Lawrence, Jr. and Jason K. West for election to the Issuer’s Board of Directors. A copy of the letter is attached hereto as Exhibit H.

Item 7. Material to Be Filed as Exhibits.

Item 7 of the Schedule 13D is being amended and supplemented by the addition of the following:

Exhibit H: Letter to the Issuer re Notice of Intention to Nominate Board Members

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

GAYLON M. LAWRENCE, JR.

/s/ Jason West

Jason West, Attorney-in-Fact*

March 4, 2019

Date

* Pursuant to a power of attorney, dated as of October 13, 2017, which was filed as Exhibit F to Amendment No. 4.

March 4, 2019

CapStar Financial Holdings, Inc.
1201 Demonbreun Street, Suite 700
Nashville, Tennessee 37203
Attn: Robert B. Anderson, Secretary

Re: Notice of Intention to Nominate Board Members for CapStar Financial Holdings, Inc. (the “Company”)

Dear Mr. Anderson:

This letter is in response to your letter, dated February 15, 2019, regarding your purported rejection of my valid nomination of myself and Jason K. West for election to the Board of Directors (the “Board”) of the Company at the 2019 annual meeting of shareholders (the “2019 Annual Meeting”). Your letter stated that my nominations were required to be delivered to the Secretary of the Company between November 19, 2018 and January 3, 2019. Your letter is an admission that the Company’s 2018 Proxy Statement (the “Proxy Statement”) is false and misleading because the dates identified in the Proxy Statement for the nomination of directors at the 2019 Annual Meeting do not match the dates set forth in your letter or as provided in the Company’s Bylaws. As explained in more detail below, the Proxy Statement was false and misleading in violation of Proxy Rules 14a–5 and 14a–9.

Rule 14a–5(e)(2) requires a company to disclose the deadline for submitting a shareholder proposal as established by the advance notice provision in the company’s bylaws. In the Proxy Statement under the heading “How and when may I submit a shareholder proposal for CapStar’s 2019 Annual Meeting of Shareholders?” the Company stated, “Accordingly, a shareholder who intends to raise a proposal to be acted upon at the 2019 Annual Meeting of Shareholders, but who does not desire to include the proposal in the Company’s 2019 definitive proxy statement, must inform the Company by sending written notice to the Company’s Corporate Secretary at CapStar Financial Holdings, Inc., 1201 Demonbreun Street, Suite 700, Nashville, Tennessee 37203, no earlier than December 22, 2017 nor later than February 5, 2018.” (emphasis added). These dates are obviously inconsistent with the November 19, 2018 through January 3, 2019 dates set forth in your letter, in which you reference the Company’s Bylaws. The Company not only failed to disclose the correct deadline for submitting a shareholder proposal, as required by Rule 14a-5(e)(2), but it disclosed false and misleading dates in its Proxy Statement. As a result, the Company violated Rule 14a–5(e)(2) when it set forth an incorrect deadline for shareholder proposals in the Proxy Statement.

The Company also violated Rule 14a–9, which prohibits using a proxy statement containing false or misleading statements as to any material fact. The Company’s use of the February 5 date as the deadline for submitting a shareholder proposal was false and misleading because it did not comport with the Bylaws and gave shareholders the impression that they had an additional month to submit director nominations and shareholder proposals. This deadline was a material fact because it bears directly on the shareholders’ right to nominate directors, which courts have held is an essential component of the shareholders’ fundamental right to vote.

In the Rule 14a–8 shareholder proposal context, the Securities and Exchange Commission (“SEC”) Staff has stated in multiple no-action letters that a company may not omit a shareholder proposal from its proxy statement when the company failed to properly notify its shareholders as to the deadline for submitting proposals. The SEC Staff believes that, when a company has incorrectly identified the date of the deadline in its proxy materials, it is incumbent upon the company to notify the shareholders of the correct date. The SEC Staff does not shift the burden on to shareholders to calculate the correct date. The policy behind the SEC’s Rule 14a–8 guidance would apply equally to the situation in which a company identifies an incorrect deadline under an advance notice bylaw provision. In those situations, a company must notify shareholders of the correct date and cannot shift the burden of calculating the correct date to shareholders. The Company’s rejection of my nomination based on a deadline that the Company erroneously identified is therefore inconsistent with the SEC’s policies.

It is also inconsistent with the principles expressed in judicial decisions. Courts have required boards to waive advance notice requirements if the circumstances so dictate based on equitable principles. This is because courts view the shareholder franchise as sacrosanct and do not look favorably on a board's attempts to thwart the shareholders' exercise of the right to vote. Here, the Company's incumbent directors cannot entrench themselves by purporting to provide extra time for director nominations in a proxy statement, only to later reject nominations that rely on that extended deadline. Under these circumstances, it would be a breach of the fiduciary duties of the Company's directors to strictly enforce the advance notice provision in its bylaws.

In order to remedy the false and misleading Proxy Statement, the Company must either: a) permit me to nominate myself and Mr. West for election to the Board at the 2019 Annual Meeting pursuant to my prior written request submitted on February 5, 2019; or b) make a filing with the SEC setting forth a revised schedule that would provide shareholders with an opportunity to nominate Board members for inclusion in the Company's proxy statement for the 2019 Annual Meeting and/or to raise a proposal to be acted on at the 2019 Annual Meeting without inclusion in the proxy statement in accordance with an accurate schedule.

Please inform me of how you intend to remedy your proxy violations by March 11, 2019. Please note that I reserve all rights and remedies with respect to the proxy violations described in this letter.

Sincerely,

/s/ Gaylon M. Lawrence, Jr.

Gaylon M. Lawrence, Jr.
1201 Demonbreun St., Suite 1460
Nashville, TN 37203
(615) 257-7080