

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* BOTTORFF DENNIS (Last) (First) (Middle) 1201 DEMONBREUN STREET, SUITE 700 (Street) NASHVILLE TN 37203 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol CapStar Financial Holdings, Inc. [CSTR]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 05/12/2017	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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 ⁽¹⁾	05/12/2017		J		64,190	A	\$17.35	64,190	D	
Common Stock ⁽²⁾								327	D	
Common Stock ⁽³⁾								59,478	D	
Common Stock								70,267	I	Dennis C. Bottorff Family 2016 CapStar GRAT
Common Stock ⁽⁴⁾								242	D	
Common Stock ⁽⁵⁾								487	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					
Warrants	\$10							07/14/2008	07/14/2018	Common Stock	20,000	20,000	D ⁽⁶⁾	
Option (right to buy)	\$10							(7)	11/13/2018	Common Stock	12,000	12,000	D	
Option (right to buy)	\$10							(8)	01/20/2020	Common Stock	6,000	6,000	D	

Explanation of Responses:

- In accordance with the provisions of the Dennis C. Bottorff Family 2015 CapStar GRAT (the "2015 GRAT"), the reporting person elected to substitute certain assets for 64,190 shares of common stock of CapStar Financial Holdings, Inc. ("Common Stock") which the reporting person previously owned indirectly as the trustee of the 2015 GRAT (the "Substitution"). The Substitution resulted in a reduction of shares of Common Stock owned indirectly in the 2015 GRAT and a corresponding increase in shares of Common Stock owned directly by the reporting person. The Substitution may be deemed to be a purchase. The purchase price reflects the closing price of the shares of Common Stock on the business day immediately preceding the transaction date, which price was used for valuing the shares of Common Stock that were the subject of the Substitution.
- The reported item represents an award of restricted stock which vests in three equal installments beginning on the first anniversary of the February 28, 2017 grant date.
- The total number of shares of Common Stock reported as directly owned includes 56,872 shares previously reported as indirectly owned through the 2015 GRAT that were distributed to the reporting person at the same time as the Substitution in accordance with the annuity provisions of the 2015 GRAT (the "Annuity Distribution"). The Annuity Distribution only resulted in a change in the form of beneficial ownership and is exempt from Section 16 under Rule 16a-13. As a result of the Substitution and the Annuity Distribution, the 2015 GRAT no longer holds any shares of Common Stock.
- The reported item represents the unvested portion of an award of restricted stock on February 27, 2015. The remaining 242 shares of restricted stock under this award vest on the third anniversary of the grant date, or February 27, 2018.
- The reported item represents the unvested portion of an award of restricted stock on March 3, 2016. 243 shares of restricted stock under this award vest on the second anniversary of the grant date, or March 3, 2018, and 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 was previously held indirectly by the reporting person through the 2015 GRAT but was transferred to the reporting person as part of the Annuity Distribution. As reported in footnote 3,

above, the Annuity Distribution only resulted in a change in the form of beneficial ownership and is exempt from Section 16 under Rule 16a-13.

7. These options vested in four equal annual installments beginning one year after the November 13, 2008 grant date.

8. These options vested in four equal annual installments beginning one year after the January 20, 2010 grant date.

Remarks:

/s/ Rob Anderson, as Attorney-
in-Fact for Dennis C. Bottorff 05/15/2017

** 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.

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