UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

SCHEDULE 14A

(RULE 14a-101) SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934 (Amendment No.)

(Amendment No.)

Filed by a Party other than the Registrant \Box

Check the appropriate box:

Preliminary Proxy Statement

Filed by the Registrant ⊠

□ Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

 \Box Definitive Proxy Statement

 \boxtimes Definitive Additional Materials

□ Soliciting Material Pursuant to § 240.14a-12

CapStar Financial Holdings, Inc.

(Name of Registrant as Specified in its Charter)

N/A

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box): \boxtimes No fee required.

 \Box Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- (1) Title of each class of securities to which transaction applies:
- (2) Aggregate number of securities to which transaction applies:
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
- (4) Proposed maximum aggregate value of transaction:
- (5) Total fee paid:

□ Fee paid previously with preliminary materials.

□ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:
- (2) Form, Schedule or Registration Statement No.:
- (3) Filing Party:
- (4) Date Filed:



Capstar Financial Holdings, Inc. Important Notice Regarding the Availability of Proxy Materials

Shareholders Meeting to be held on April 19, 2023

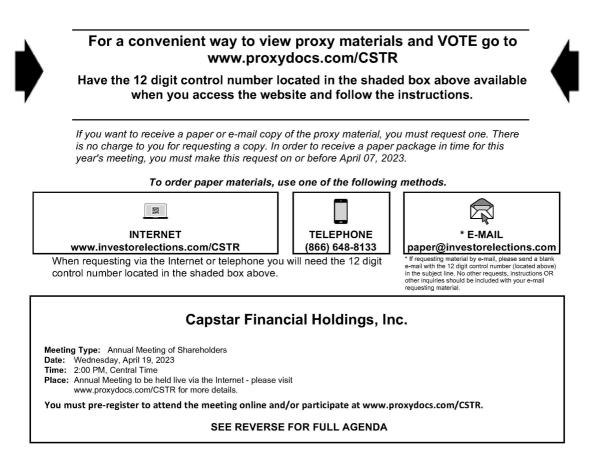
For Shareholders of record as of February 24, 2023

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. This is not a ballot. You cannot use this notice to vote your shares. We encourage you to access and review all of the important information contained in the proxy materials before voting.

To view the proxy materials, and to obtain directions to attend the meeting, go to: www.proxydocs.com/CSTR $\ensuremath{\mathsf{CSTR}}$

To vote your proxy while visiting this site, you will need the 12 digit control number in the box below.

Under United States Securities and Exchange Commission rules, proxy materials do not have to be delivered in paper. Proxy materials can be distributed by making them available on the internet.



Capstar Financial Holdings, Inc.

Annual Meeting of Shareholders

THE BOARD OF DIRECTORS RECOMMENDS A VOTE:

FOR ON PROPOSALS 1, 2 AND 3

PROPOSAL

- 1. To elect the following eleven (13) directors to serve until the 2024 Annual Meeting of Shareholders and until their successors have been duly elected and qualified:
 - 1.01 L. Earl Bentz
 - 1.02 William T. ("Pete") DeLay
 - 1.03 Sam B. DeVane
 - 1.04 Thomas R. Flynn
 - 1.05 W. Harrison Frist, Jr.
 - 1.06 Louis A. Green III
 - 1.07 Valora S. Gurganious
 - 1.08 Myra NanDora Jenne
 - 1.09 Joelle J. Phillips
 - 1.10 Timothy K. Schools
 - 1.11 Stephen B. Smith
 - 1.12 James S. Turner, Jr.
 - 1.13 Toby S. Wilt
- 2. To approve, on a non-binding, advisory basis, the Company's named executive officer compensation;
- To ratify the appointment of Elliott Davis, LLC as our independent registered public accounting firm for the fiscal year ending December 31, 2023;
 NOTE: To conduct such other business as may properly come before the meeting or any adjournment or postponement thereof.