

**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.)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- 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):

No fee required.

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: |



P.O. BOX 8016, CARY, NC 27512-9903

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

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.



**For a convenient way to view proxy materials and VOTE go to
www.proxydocs.com/CSTR**

Have the 12 digit control number located in the shaded box above available when you access the website and follow the instructions.

If you want to receive a paper or e-mail copy of the proxy material, you must request one. There is no charge to you for requesting a copy. In order to receive a paper package in time for this year's meeting, you must make this request on or before April 07, 2023.

To order paper materials, use one of the following methods.


INTERNET
www.investorelections.com/CSTR

When requesting via the Internet or telephone you will need the 12 digit control number located in the shaded box above.


TELEPHONE
(866) 648-8133


*** E-MAIL**
paper@investorelections.com

* If requesting material by e-mail, please send a blank e-mail with the 12 digit control number (located above) in the subject line. No other requests, instructions OR other inquiries should be included with your e-mail requesting material.

Capstar Financial Holdings, Inc.

Meeting Type: Annual Meeting of Shareholders
Date: Wednesday, April 19, 2023
Time: 2:00 PM, Central Time
Place: Annual Meeting to be held live via the Internet - please visit www.proxydocs.com/CSTR for more details.

You must pre-register to attend the meeting online and/or participate at www.proxydocs.com/CSTR.

SEE REVERSE FOR FULL AGENDA

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;
 3. 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.
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