SEC	Form 4
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## FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to
Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(b).

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL									
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1. Name and Address of Reporting Person <sup>*</sup> Turner James S. Jr.			2. Issuer Name <b>and</b> Ticker or Trading Symbol CapStar Financial Holdings, Inc. [ CSTR ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
<u>rumer sumes 5, 51.</u>					Director	10% Owner				
(Last) 1201 DEMONE	(First) BREUN STI	(Middle) REET, SUITE 700	3. Date of Earliest Transaction (Month/Day/Year) 03/29/2018	1	Officer (give title below)	Other (specify below)				
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable						
(Street)				Line)						
NASHVILLE	TN	37203			Form filed by One Reporting Person					
			-		Form filed by More that Person	an One Reporting				
(City)	(State)	(Zip)								
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										

## 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. Transa Code ( 8)	action Instr.	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	03/29/2018		x		10,000	A	\$ <u>10</u>	10,000	I	James S. Turner <sup>(3)</sup>
Common Stock	03/29/2018		x		10,000	A	\$10	10,000	Ι	Judith P. Turner <sup>(3)</sup>
Common Stock								252,615	D	
Common Stock <sup>(1)</sup>								1,010	D	
Common Stock <sup>(2)</sup>								611	D	
Common Stock <sup>(4)</sup>								519	D	
Common Stock								117,007	I	James S. Turner <sup>(3)</sup>
Common Stock								117,007	I	Judith P. Turner <sup>(3)</sup>
Common Stock								75,643	Ι	Family Private Trust LLC TTEE The Katherine Rose Turner 1997 Grandchild Trust <sup>(3)</sup>
Common Stock								75,643	I	Family Private Trust LLC TTEE The James Stephen Turner III 2000 Grandchild Trust <sup>(3)</sup>

### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

		-	Table II - Deriv (e.g.,	ative puts,	Secu calls	ritie , wa	s Acq arrants	uired, Dis , options,	convertil	or Bene ole secu	ficerally rutias),	Owned			
1. Title of <del>Derivative</del> Security (Instr. 3)	2. <del>Conversion</del> or Exercise Price of Derivative Security	3. Transaction <del>Date</del> (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	<b>&amp;</b> ode Transa Code ( 8)	ction	of Deri Seci Acq (A) ( Disp of (E	u <b>(D)</b> er vative urities uired or oosed 0) (Instr. and 5)	ExpettesEblero ExpettesEblero (Month/Day/Y	te	of Triffetle and Symposist 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. <del>Ownership</del> Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	_(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Warrants (right to buy)	\$10	03/29/2018		x			10,000	07/14/2008	07/14/2018	Common Stock	10,000	\$0.00	0	I	James S. Turner <sup>(3)</sup>
Warrants (right to buy)	\$10	03/29/2018		x			10,000	07/14/2008	07/14/2018	Common Stock	10,000	\$0.00	0	I	Judith P. Turner <sup>(3)</sup>
Warrants (right to buy)	\$10							07/14/2008	07/14/2018	Common Stock	10,500		10,500	D	
Option (right to buy)	\$10							(5)	11/13/2018	Common Stock	7,000		7,000	D	
Option (right to buy)	\$10							(6)	01/20/2020	Common Stock	6,000		6,000	D	

#### **Explanation of Responses:**

1. The reported item represents an award of restricted stock which vests in three approximately equal installments beginning on the first anniversary of the March 6, 2018 grant date.

2. The reported item represents the unvested portion of an award of restricted stock on February 28, 2017. As of the date of this report, 305 shares have vested. The remaining 611 shares of restricted stock under this award vest in equal installments on the second and third anniversaries of the grant date, or February 28, 2019 and February 28, 2020, respectively.

3. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

4. The reported item represents the unvested portion of an award of restricted common stock granted on March 3, 2016. As of the date of this report, 1,037 shares have vested. The remaining 519 shares of restricted common stock under this award vest on the third anniversary of the March 3, 2016 grant date, or March 3, 2019.

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

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

Remarks:

/s/ Rob Anderson, as Attorneyin-Fact for James S. Turner, Jr. 04/02/2018

\*\* 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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