

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person * <u>WILT TOBY S</u>  (Last) (First) (Middle) 1201 DEMONBREUN STREET, SUITE 700  (Street) NASHVILLE TN 37203  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CapStar Financial Holdings, Inc. [ CSTR ]</u>	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) 02/01/2018	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**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 <sup>(1)</sup>	02/01/2018		X		12,000	A	\$10	12,000	D	
Common Stock								255,240	D	
Common Stock <sup>(2)</sup>								831	D	
Common Stock <sup>(4)</sup>								488	D	
Common Stock <sup>(5)</sup>								1,017	D	
Common Stock								70,786	I	WF Partners
Common Stock								25,000	I	Joanne Wilt Banks <sup>(3)</sup>
Common Stock								4,800	I	Pershing LLC Cust Mark Banks IRA <sup>(3)</sup>
Common Stock								5,200	I	Mark R. Banks <sup>(3)</sup>
Common Stock								20,023	I	Wilt Fleming TR UA JAN 21 00 Samuel M. Fleming Charitable Lead Annuity Trust <sup>(2)</sup>
Common Stock								12,500	I	Dallas Hagedwood Wilt <sup>(3)</sup>
Common Stock								14,700	I	Lucianne Forcum Wilt Family Limited Partnership <sup>(3)</sup>
Common Stock								5,000	I	James F. & Elissa Watkins, as joint tenants <sup>(3)</sup>
Common Stock								31,500	I	Lucianne Forcum Wilt <sup>(3)</sup>

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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								20,000	I	Samuel Fleming Wilt <sup>(3)</sup>
Common Stock								15,045	I	Toby Stack Wilt, Jr. <sup>(3)</sup>

**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	Title	Amount or Number of Shares				
Warrants (right to buy)	\$10	02/01/2018		X			12,000	07/14/2008	07/14/2018	Common Stock	22,500	\$10	10,500	D	
Option (right to buy)	\$10							(6)	11/13/2018	Common Stock	12,000		12,000	D	
Option (right to buy)	\$10							(7)	01/20/2020	Common Stock	6,000		6,000	D	
Warrants (right to buy)	\$10							07/14/2008	07/14/2018	Common Stock	1,250		1,250	I	Joanne Wilt Banks <sup>(3)</sup>
Warrants (right to buy)	\$10							07/14/2008	07/14/2018	Common Stock	500		500	I	Mark R. Banks <sup>(3)</sup>
Warrants (right to buy)	\$10							07/14/2008	07/14/2018	Common Stock	1,250		1,250	I	Wilt Fleming TR UA JAN 21 00 Samuel M. Fleming Charitable Lead Annuity Trust <sup>(3)</sup>
Warrants (right to buy)	\$10							07/14/2008	07/14/2018	Common Stock	625		625	I	Dallas Hagewood Wilt <sup>(3)</sup>
Warrants (right to buy)	\$10							07/14/2008	07/14/2018	Common Stock	250		250	I	James F. & Elissa Watkins, as joint tenants <sup>(3)</sup>
Warrants (right to buy)	\$10							07/14/2008	07/14/2018	Common Stock	1,000		1,000	I	Samuel Fleming Wilt <sup>(3)</sup>
Warrants (right to buy)	\$10							07/14/2008	07/14/2018	Common Stock	1,250		1,250	I	Toby Stack Wilt, Jr. <sup>(3)</sup>

**Explanation of Responses:**

- The reported item represents shares that were acquired pursuant to the exercise of warrants on February 1, 2018 pursuant to a Rule 10b5-1 trading plan.
- The reported item represents the unvested portion of an award of restricted common stock granted on February 28, 2017. The award vests in three equal installments beginning on the first anniversary of the February 28, 2017 grant date.
- 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.
- The reported item represents the unvested portion of an award of restricted stock granted on February 27, 2015. The remaining 488 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 common stock granted on March 3, 2016. The remaining 1,017 shares of restricted common stock under this award vest on the second and third anniversaries of the March 3, 2016 grant date, or March 3, 2018 and March 3, 2019, respectively.
- These options vested in four equal annual installments beginning one year after the November 13, 2008, grant date.
- 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 Toby S. Wilt      02/05/2018

\*\* 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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