

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	
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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) 08/07/2017	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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	08/07/2017		X		10,000	A	\$10	10,000	D	
Common Stock ⁽¹⁾								149,431	D	
Common Stock ⁽²⁾								327	D	
Common Stock ⁽³⁾								242	D	
Common Stock ⁽⁴⁾								487	D	
Common Stock								44,504	I	Dennis C. Bottorff Family 2016 CapStar GRAT

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
Warrants	\$10	08/07/2017		X			10,000	07/14/2008	07/14/2018	Common Stock	10,000	\$0.00	10,000	D	
Option (right to buy)	\$10							(5)	11/13/2018	Common Stock	12,000		12,000	D	
Option (right to buy)	\$10							(6)	01/20/2020	Common Stock	6,000		6,000	D	

Explanation of Responses:

- The total number of shares of common stock reported as directly owned includes 25,763 shares previously reported as indirectly owned through the Dennis C. Bottorff Family 2016 CapStar GRAT (the "2016 GRAT") that were distributed to the reporting person in accordance with the annuity provisions of the 2016 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.
- 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 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 represents an award of an option to purchase a total of 12,000 shares of common stock which vested and became exercisable in four equal annual installments beginning on the first anniversary of the November 13, 2008 grant date.
- The reported item represents an award of an option to purchase a total of 6,000 shares of common stock which vested and became exercisable in four equal annual installments beginning on the first anniversary of the January 20, 2010 grant date.

Remarks:

/s/ Rob Anderson, as Attorney- 08/09/2017

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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