## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPF	ROVAL
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).	 pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940	Ξ
	O January Names and Tislan on Tradition Complete	Γ

1. Name and Address of Reporting Person* <u>Tietz Christopher G</u>					2. Issuer Name and Ticker or Trading Symbol  CapStar Financial Holdings, Inc. [ CSTR ]										(Check all applicable)  Director			orting Person(s) to Issuer  10% Owner  Other (spec		
(Last) 1201 DE	•	irst) UN STREET, SU	(Middle) JITE 700		3. Date of Earliest Transaction (Month/Day/Year) 08/02/2017  4. If Amendment, Date of Original Filed (Month/Day/Year)									X Officer (give title Other (specify below)  See Remarks						
(Street) NASHV			37203 (Zip)										Line	Individual or Joint/Group Filing (Check Applicable ne)  X Form filed by One Reporting Person Form filed by More than One Reporting Person						
			le I - Non-	-Deriv	ative	e Se	curiti	es A	cqui	ired, [	Disp	osed	of, or E	ene	ficiall	y Owne	d			
			2. Trans Date (Month/I		ear)   i	2A. Deemed Execution Date, if any (Month/Day/Year)			3. Transac Code (Ir 8)		4. Securities Acquired (A Disposed Of (D) (Instr. 3, 5)				Benefic Owned	es ially Following	Forn (D) o	n: Direct or Indirect nstr. 4)	7. Nature of Indirect Beneficial Ownership	
										Code	v	Amount	t (A) or Pri		Price	Reporte Transa (Instr. 3	ction(s)			(Instr. 4)
Common Stock <sup>(1)</sup>																5	5,100		D	
Common Stock 08				08/02	2/2017				P		2,000 A		\$17	2,000			D			
		Т	able II - D (e										, or Be			Owned				
Security or Exercition (Instr. 3) Price of	Conversion or Exercise Price of Derivative	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution D if any (Month/Day/	ate,	i. Fransaction Code (Instr. 3)		of Deriv Secu Acqu (A) o Disp of (D	or osed ) r. 3, 4	Expi	ate Exer iration D nth/Day/	ate		7. Title and Amou of Securities Underlying Derivative Securi (Instr. 3 and 4)		curity	8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficial Owned Following Reported Transactio (Instr. 4)	s S Illy	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					Code	v	(A)	(D)	Date Exer	e rcisable		piration te	Title	or Nu of	ımber					
Employee Stock Option (right to	\$13.22									(2)	03	/02/2026	Common Stock	25	5,000		25,000	0	D	

## **Explanation of Responses:**

- 1. The reported item includes an initial award of 5,000 shares of restricted stock which vests in full on the third anniversary of the March 2, 2016 grant date. Additionally, the reported item includes a de minimis correction to the balance reported on the reporting person's Form 3 of an award of 100 shares of restricted stock which will vest in three equal installments beginning on the first anniversary of the September 1, 2016 grant date.
- 2. The reported item represents an award of options which vests in four equal annual installments beginning on the first anniversary of the March 2, 2016 grant date.

## Remarks:

Chief Credit Officer of CapStar Bank

/s/ Rob Anderson, as Attorneyin-Fact for Christopher G.

08/04/2017

**Tietz** 

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.