
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

SCHEDULE 13D/A

**Under the Securities Exchange Act of 1934
(Amendment No. 4)***

CAPSTAR FINANCIAL HOLDINGS, INC.
(Name of Issuer)

Common Stock, par value \$1.00 per share
(Title of Class of Securities)

14070T102
(CUSIP Number)

Gaylon M. Lawrence, Jr.
1201 Demonbreun St., Suite 1460
Nashville, TN 37203

With a copy to:

Patrick A. Scruggs
1201 Demonbreun St., Suite 1460
Nashville, TN 37203
615-257-7081

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

October 16, 2017
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1.	NAMES OF REPORTING PERSONS Gaylon M. Lawrence, Jr.	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC USE ONLY	
4.	SOURCE OF FUNDS (see instructions) PF	
5.	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6.	CITIZENSHIP OR PLACE OF ORGANIZATION U.S.	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER 1,156,675 shares of common stock
	8.	SHARED VOTING POWER None
	9.	SOLE DISPOSITIVE POWER 1,156,675 shares of common stock
	10.	SHARED DISPOSITIVE POWER None
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,156,675 shares of common stock	
12.	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) <input type="checkbox"/>	
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 10.2% (based on 11,346,498 shares outstanding)	
14.	TYPE OF REPORTING PERSON (see instructions) IN	

This Amendment No. 4 (“Amendment No. 4”) amends and supplements the Statement on Schedule 13D filed by Gaylon M. Lawrence, Jr. (the “Reporting Person”) with the Securities and Exchange Commission on October 4, 2017 (“Amendment No. 3”), which amended and supplemented earlier filings on September 13, 2017 (“Amendment No. 2”), August 25, 2017 (“Amendment No. 1”) and August 11, 2017 (the “Original Schedule 13D,” and together with Amendment No. 1, Amendment No. 2, Amendment No. 3 and this Amendment No. 4, the “Schedule 13D”) with respect to the shares of common stock, par value \$1.00 per share (“Common Stock”), of Capstar Financial Holdings, Inc. (the “Issuer”). Capitalized terms used herein and not otherwise defined in this Amendment No. 4 shall have the meanings set forth in the Original Schedule 13D. This Amendment No. 4 amends Items 3, 5(a), (b) and (c), and 7 as set forth below.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 of the Schedule 13D is hereby amended and restated in its entirety as follows:

The 1,156,675 shares of Common Stock reported herein by the Reporting Person were acquired at an aggregate purchase price of approximately \$20.9 million. Such shares were acquired with the Reporting Person’s private funds.

Item 5. Interest in Securities of the Issuer.

Paragraphs (a), (b) and (c) of Item 5 of the Schedule 13D are hereby amended and restated in their entirety as follows:

- (a) As of the filing date of this Amendment No. 4, the Reporting Person is the beneficial owner and has sole voting and dispositive power over 1,156,675 shares of Common Stock which represents approximately 10.2% of the 11,346,498 shares of Common Stock outstanding as of September 30, 2017, as reported in the Issuer’s Current Report on Form 8-K, filed with the Securities and Exchange Commission on October 16, 2017.
- (b) The Reporting Person has sole voting and dispositive power over 1,156,675 shares of Common Stock.
- (c) All transactions in shares of Common Stock since the filing of Amendment No. 3 are set forth on Exhibit E attached hereto and are incorporated herein by this reference. All of the transactions listed on Exhibit E were effected in the open market through a brokerage firm.

Item 7. Material to Be Filed as Exhibits.

Item 7 of the Schedule 13D is being amended and supplemented by the addition of the following:

Exhibit E: [Transactions in Shares of Common Stock Since the Filing of Amendment No. 3](#)

Exhibit F: [Power of Attorney, Dated as of October 13, 2017](#)

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

GAYLON M. LAWRENCE, JR.

/s/ Jason West

Jason West, Attorney-in-Fact*

October 17, 2017

Date

* Pursuant to a power of attorney, dated as of October 13, 2017, which is incorporated herein by reference to Exhibit F.

Exhibit E

The trading dates, number of shares purchased and the weighted average price per share for all transactions by the Reporting Person in the shares of Common Stock since the filing of Amendment No. 3, are set forth below:

Date	Quantity	Weighted Average Price per Share
10/6/2017	1,000	20.0825
10/9/2017	11,400	20.2533
10/10/2017	25,000	20.7125
10/11/2017	37,500	19.7994
10/12/2017	5,702	19.0799
10/13/2017	25,000	19.4653
10/16/2017	16,500	20.6091

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Jason West and Patrick Scruggs, signing singly, the undersigned's true and lawful attorney-in-fact to:

1. execute for and on behalf of the undersigned, in the undersigned's individual capacity, a Schedule 13D and any and all amendments thereto with respect to the undersigned's holdings of and transactions in securities issued by CapStar Financial Holdings, Inc., in accordance with Section 13(d) of the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder (the "Exchange Act");
2. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Schedule 13D, complete and execute any amendment or amendments thereto, and timely file such schedule with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
3. take any and all other actions of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming any of the undersigned's responsibilities to comply with any provisions of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Schedule 13Ds with respect to the undersigned's holdings of and transactions in securities issued by CapStar Financial Holdings, Inc., unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed on October 13, 2017.

/s/ Gaylon M. Lawrence, Jr.
Signature

Gaylon M. Lawrence, Jr.
Print name