

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

OMB Number: 3235-0104

Estimated average burden

hours per response: 0.5

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

1. Name and Address of Reporting Person* <u>Flynn Thomas R.</u>	2. Date of Event Requiring Statement (Month/Day/Year) 09/21/2016	3. Issuer Name and Ticker or Trading Symbol <u>CapStar Financial Holdings, Inc. [ CSTR ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director Officer (give title below)	5. 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
(Last) (First) (Middle) 201 4TH AVENUE NORTH, SUITE 950		10% Owner Other (specify below)	
(Street) NASHVILLE TN 37219			
(City) (State) (Zip)			

## Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	100,394	D	
Common Stock	300,000	I	Bill R. & Katherine Flynn <sup>(1)</sup>
Common Stock	100,000	I	Timothy Flynn <sup>(1)</sup>
Restricted Stock <sup>(2)</sup>	380	D	
Restricted Stock <sup>(3)</sup>	917	D	
Restricted Stock <sup>(4)</sup>	1,413	D	

Table II - Derivative Securities Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Warrants	07/14/2008	07/14/2018	Common Stock	5,000	10	D	
Warrants	07/14/2008	07/14/2018	Common Stock	15,000	10	I	Bill R. & Katherine Flynn <sup>(1)</sup>
Warrants	07/14/2008	07/14/2018	Common Stock	5,000	10	I	Timothy Flynn <sup>(1)</sup>
Option (right to buy)	(5)	11/13/2018	Common Stock	6,000	10	D	
Option (right to buy)	(6)	01/20/2020	Common Stock	6,000	10	D	

## Explanation of Responses:

- The reporting person disclaims beneficial ownership of these securities except to the extent of her 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 on February 27, 2014. The balance of this award vests on the third anniversary of the grant date, or February 27, 2017.
- The reported item represents the unvested portion of an award of restricted stock on February 27, 2015. 458 shares of restricted stock under this award vest on the second anniversary of the grant date, or February 27, 2017, and the remaining 459 shares of restricted stock under this award vest on the second anniversary of the grant date, or February 27, 2018.
- The reported item vests in three equal installments beginning on the first anniversary of the March 3, 2016, grant date.
- 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/ Thomas R. Flynn

09/21/2016

\*\* 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 5 (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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