

OMB APPROVAL	
OMB Number:	3235-0287
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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).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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 * <b>SCHOOLS TIMOTHY KYLE</b>  (Last) (First) (Middle) <b>1201 DEMONBREUN STREET, SUITE 700</b>  (Street) <b>NASHVILLE TN 37203</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>CapStar Financial Holdings, Inc. [ CSTR ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>See Remarks</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>01/31/2020</b>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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>	01/31/2020		A		2,009	A	\$15.41	34,455	D	
Common Stock <sup>(2)</sup>	01/31/2020		F		596	D	\$15.41	33,859	D	
Common Stock <sup>(3)</sup>	01/31/2020		A		4,019	A	\$15.41	4,019	D	

**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					
Employee Stock Options (right to buy)	\$14.835							(4)	05/22/2029	Common Stock	50,000	50,000	D	

**Explanation of Responses:**

- The reported item represents an award of restricted common stock which is fully vested upon issuance.
- The reported item represents the number of shares withheld by the issuer on January 31, 2020 to cover tax withholding obligations in connection with the vesting of 2,009 shares granted pursuant to an award of restricted stock on January 31, 2020.
- The reported items represents an award of restricted common stock which vests in two equal installments beginning on the first anniversary of the January 31, 2020 grant date.
- The reported item represents options which vest in three approximately equal annual installments beginning on the first anniversary of the May 22, 2019 grant date.

**Remarks:**

President and Chief Executive Officer

/s/ Rob Anderson, as Attorney-in-Fact for Timothy Kyle Schools 02/04/2020

\*\* 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.

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.