

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* <u>Corsair Capital LLC</u> (Last) (First) (Middle) <u>717 FIFTH AVENUE, 24TH FLOOR</u> (Street) <u>NEW YORK NY 10022</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CapStar Financial Holdings, Inc. [CSTR]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/20/2017</u>	
	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			
Non-Voting Common Stock	12/20/2017		X		238,267 ⁽³⁾	A	\$10.25	238,267 ⁽³⁾	I	See Note ⁽¹⁾
Non-Voting Common Stock	12/20/2017		S ⁽³⁾		111,927	D	\$21.82	126,340	I	See Note ⁽¹⁾
Non-Voting Common Stock	12/20/2017		X		11,733 ⁽⁴⁾	A	\$10.25	11,733 ⁽⁴⁾	I	See Note ⁽²⁾
Non-Voting Common Stock	12/20/2017		S ⁽⁴⁾		5,512	D	\$21.82	6,221	I	See Note ⁽²⁾
Common Stock								507,748	I	See Note ⁽¹⁾
Common Stock								25,004	I	See Note ⁽²⁾

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 (Right to Buy)	\$10.25	12/20/2017		X			238,267	07/14/2008	07/14/2018	Non-Voting Common Stock	238,267	\$0.00	0	I	See Note ⁽¹⁾
Warrants (Right to Buy)	\$10.25	12/20/2017		X			11,733	07/14/2008	07/14/2018	Non-Voting Common Stock	11,733	\$0.00	0	I	See Note ⁽²⁾

1. Name and Address of Reporting Person*		
Corsair Capital LLC		
(Last)	(First)	(Middle)
717 FIFTH AVENUE, 24TH FLOOR		
(Street)		
NEW YORK	NY	10022
(City)		
(State)		(Zip)
1. Name and Address of Reporting Person*		
CORSAIR III FINANCIAL SERVICES OFFSHORE 892 PARTNERS L P		
(Last)	(First)	(Middle)
309GT UGLAND HOUSE SOUTH CHURCH ST GEORGE TOWN		
(Street)		
GRAND CAY CAY ISL	E9	00000
(City)		
(State)		(Zip)
1. Name and Address of Reporting Person*		
Corsair III Financial Services Capital Partners, L.P.		
(Last)	(First)	(Middle)
717 FIFTH AVENUE, 24TH FLOOR		
(Street)		
NEW YORK	NY	10022
(City)		
(State)		(Zip)

Explanation of Responses:

1. Represents securities held directly by Corsair III Financial Services Capital Partners, L.P. Corsair Capital LLC is the general partner of Corsair III Management L.P., which is the general partner of Corsair III Financial Services Capital Partners, L.P., and may be deemed to beneficially own the securities directly owned by Corsair III Financial Services Capital Partners, L.P., although each of Corsair Capital LLC and Corsair III Financial Services Offshore 892 Partners, L.P. disclaims beneficial ownership of such securities except to the extent of their respective pecuniary interests therein.
2. Represents securities held directly by Corsair III Financial Services Offshore 892 Partners, L.P. Corsair Capital LLC is the general partner of Corsair III Management L.P., which is the general partner of Corsair III Financial Services Offshore 892 Partners, L.P., and may be deemed to beneficially own the securities directly owned by Corsair III Financial Services Offshore 892 Partners, L.P., although each of Corsair Capital LLC and Corsair III Financial Services Capital Partners, L.P. disclaims beneficial ownership of such securities except to the extent of their respective pecuniary interests therein.
3. On December 20, 2017, the reporting person exercised warrants to purchase 238,267 shares of common stock of the issuer for \$10.25 a share. The reporting person paid the exercise price and related taxes on a cashless basis by having the issuer withhold 111,927 shares of issuer common stock. Accordingly, the issuer issued the remaining 126,340 shares of issuer common stock to the reporting person.
4. On December 20, 2017, the reporting person exercised warrants to purchase 11,733 shares of common stock of the issuer for \$10.25 a share. The reporting person paid the exercise price and related taxes on a cashless basis by having the issuer withhold 5,512 shares of issuer common stock. Accordingly, the issuer issued the remaining 6,221 shares of issuer common stock to the reporting person.

Remarks:

[Corsair Capital LLC, By: /s/ Ignacio Jayanti, its Managing Partner 12/21/2017](#)

[Corsair III Financial Services Capital Partners, L.P., By: Corsair III Management L.P., its General Partner, by: Corsair Capital LLC, its general Partner, By: /s/ Ignacio Jayanti, its Managing Partner 12/21/2017](#)

[Corsair III Financial Services Offshore 892 Partners, L.P., By: Corsair III Management L.P., its General Partner, by: Corsair Capital LLC, its general Partner, By: /s/ Ignacio Jayanti, its Managing Partner 12/21/2017](#)

** 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.