

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>Bentz L. Earl</u>  (Last) (First) (Middle) <u>1201 DEMONBREUN STREET, SUITE 700</u>  (Street) <u>NASHVILLE TN 37203</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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/01/2018</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			
Common Stock <sup>(1)</sup>	02/01/2018		X		12,000	A	\$10	12,000	I	Bentz Properties LLC
Common Stock <sup>(2)</sup>								743	D	
Common Stock								3,830	D	
Common Stock <sup>(3)</sup>								388	D	
Common Stock <sup>(4)</sup>								950	D	
Common Stock								190,900	I	Bentz Properties LLC

**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		Date Exercisable	Expiration Date						Title
Warrants	\$10	02/01/2018		X		12,000	07/14/2008	07/14/2018	Common Stock	20,000	\$10	8,000	I	Bentz Properties LLC
Option (right to buy)	\$10						(5)	11/13/2018	Common Stock	6,000		6,000 <sup>(5)</sup>	D	
Option (right to buy)	\$10						(6)	01/20/2020	Common Stock	6,000		6,000	D	

**Explanation of Responses:**

- The reported item represents shares that were acquired pursuant to the exercise of warrants on February 1, 2018 pursuant to a Rule 10b5-1 trading plan.
- The reported item represents an award of restricted stock which vests in three equal installments beginning on the first anniversary of the February 28, 2017 grant date.
- The reported item represents the unvested portion of an award of restricted stock on February 27, 2015. The remaining 388 shares of restricted stock under this award vest on the third anniversary of the grant date, or February 27, 2018.
- The reported item represents an award of restricted stock which vests in three equal installments beginning on the first anniversary of the March 3, 2016, grant date.

5. These options vested in four equal annual installments beginning one year after the November 13, 2008, grant date. This items reflects a reduced number of options held, due to an administrative oversight in a previous filing.

6. These options vested in four equal annual installments beginning one year after the January 20, 2010, grant date.

**Remarks:**

/s/ Rob Anderson, as Attorney-  
in-Fact for L. Earl Bentz 02/05/2018

\*\* 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.

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