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

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**FORM 8-K**

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**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): October 1, 2018**

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**CAPSTAR FINANCIAL HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

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**Tennessee**  
(State or other jurisdiction  
of incorporation)

**001-37886**  
(Commission  
File Number)

**81-1527911**  
(IRS Employer  
Identification No.)

**1201 Demonbreun Street  
Suite 700  
Nashville, Tennessee**  
(Address of principal executive offices)

**37203**  
(Zip Code)

**Registrant's telephone number, including area code (615) 732-6400**

**Not Applicable**  
(Former Name or Former Address, if Changed Since Last Report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2). Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 2.01. Completion of Acquisition or Disposition of Assets.**

Effective October 1, 2018, pursuant to the Agreement and Plan of Merger, dated as of June 11, 2018 (the "Merger Agreement"), by and between CapStar Financial Holdings, Inc., a Tennessee corporation ("CapStar"), and Athens Bancshares Corporation, a Tennessee corporation ("Athens"), Athens was merged with and into CapStar, with CapStar continuing as the surviving entity (the "Merger"). Immediately following the Merger, Athens Federal Community Bank, National Association, a wholly owned subsidiary of Athens, merged with and into CapStar Bank, a wholly owned subsidiary of CapStar (the "Bank Merger"), with CapStar Bank continuing as the surviving entity in the Bank Merger.

On the terms and subject to the conditions set forth in the Merger Agreement, at the effective time of the Merger (the "Effective Time"), each share of common stock, par value \$0.01, of Athens ("Athens Common Stock") issued and outstanding immediately prior to the completion of the merger (other than dissenting shares and shares of Athens common stock owned directly or indirectly by Athens, CapStar and their wholly owned subsidiaries (in each case, other than shares of Athens common stock held in a fiduciary capacity or in connection with debts previously contracted) was converted into the right to receive 2.864 shares (the "Exchange Ratio") of voting common stock, par value \$1.00 per share, of CapStar ("CapStar Common Stock"), with cash paid in lieu of fractional shares.

At the Effective Time, each outstanding and unexercised Athens stock option granted under the Athens Bancshares Corporation 2010 Equity Incentive Plan (the "Athens Equity Plan") that was held by an employee or service provider of Athens who had terminated service prior to the Effective Time was cancelled and converted into the right to receive the cash value of the merger consideration (determined in accordance with the terms of the Merger Agreement), less the applicable option exercise price and less applicable withholding taxes. Except as described in the prior sentence, each outstanding and unexercised Athens stock option granted under the Athens Equity Plan was converted into an option to purchase shares of CapStar Common Stock, with the number of shares and exercise price adjusted to reflect the Exchange Ratio in accordance with the terms of the Merger Agreement.

The foregoing description of the Merger Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Merger Agreement, a copy of which was attached as Exhibit 2.1 to CapStar's Form 8-K filed with the U.S. Securities and Exchange Commission on June 14, 2018 and the terms of which are incorporated herein by reference.

**Item 8.01. Other Events.**

On October 1, 2018, CapStar issued a press release announcing the completion of the Merger, a copy of which is attached hereto as Exhibit 99.1.

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**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
2.1	<a href="#"><u>Agreement and Plan of Merger, dated as of June 11, 2018, by and between CapStar Financial Holdings, Inc. and Athens Bancshares Corporation (attached as Exhibit 2.1 to CapStar Financial Holdings, Inc.'s Form 8-K filed on June 14, 2018 and incorporated herein by reference)</u></a>
99.1	<a href="#"><u>Press Release, dated as of October 1, 2018</u></a>

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**CAPSTAR FINANCIAL HOLDINGS, INC.**

By: /s/ Robert B. Anderson

Name: Robert B. Anderson

Title: Chief Financial Officer and  
Chief Administrative Officer

Date: October 1, 2018



For more information, contact:  
 Rob Anderson (615) 732-6470  
 randerson@capstarbank.com

### **CapStar Financial Holdings, Inc. Closes Merger with Athens Bancshares Corporation**

**NASHVILLE, TENN. (October 1, 2018)** — CapStar Financial Holdings, Inc. (“CapStar”) (NASDAQ: CTSR), the parent company of CapStar Bank, announced today that it has completed its merger with Athens Bancshares Corporation (“Athens”). Athens Federal Community Bank, National Association (“Athens Federal”), Athens’ wholly owned bank subsidiary, has also been merged into CapStar Bank.

The Athens merger adds eight (8) branches in Southeast Tennessee, \$463 million in assets and \$403 million in deposits to CapStar.

“The completion of this transaction results in a notable expansion of CapStar’s community banking business and geographic footprint along the attractive Eastern Tennessee corridor. Just as importantly, the acquisition is aligned with CapStar’s deep commitment to building a high performing bank in Tennessee,” said Claire W. Tucker, President and Chief Executive Officer of CapStar. “I’m pleased to welcome Athens Federal customers and employees to CapStar. I’m confident the combined organization will bring even stronger value to our shareholders, our customers and the communities we serve.”

The merger combines two growing Tennessee financial institutions with a common vision, compatible cultures and proven credit risk management practices. Athens Federal is an established and highly profitable community bank with dominant deposit market share, excess liquidity and capital to support growth. The combination will create a strong financial institution with an expanded product set, attractive funding profile and enhanced scale to drive efficiency. The complementary strengths of Athens Federal’s strong retail presence combined with CapStar’s commercial and business banking expertise will open additional financial solutions to current and future customers.

CapStar and Athens have played an active role in supporting their communities historically and will continue this commitment in the markets the combined companies will serve. As a sign of this commitment, CapStar will contribute \$1.5 million to the Athens Federal Foundation over the next four years.

#### **About CapStar**

CapStar Financial Holdings, Inc. is a bank holding company headquartered in Nashville, Tennessee, and operates primarily through its wholly owned subsidiary, CapStar Bank, a Tennessee-chartered state bank.

#### **Forward Looking Statements**

This press release contains “forward-looking statements” within the meaning of the federal securities laws, including Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements are typically identified by words such as “believe,” “expect,” “anticipate,” “intend,” “seek,” “plan,” “will,” “would,” “target,” “outlook,” “estimate,” “forecast,” “project” and other similar words and expressions or negatives of these words. Forward-looking statements are subject to numerous assumptions, risks and uncertainties, which change over time and are beyond CapStar’s control. Because forward-looking statements are by their nature, to different degrees, uncertain and subject to assumptions, actual results or future events could differ, possibly materially, from those that CapStar anticipated in the forward-looking statements, and future results could differ materially from historical performance. Factors that could cause or contribute to such differences include, but are not limited to, those included under Item 1A “Risk Factors” in CapStar’s Annual Report on Form 10-K for the year ended December 31, 2017 and those disclosed in CapStar’s other periodic reports filed with the Securities and Exchange Commission (the “SEC”). While the lists of factors presented in CapStar’s periodic reports are considered representative, no such lists should be considered to be a complete statement of all potential risks and uncertainties. Unlisted factors may present significant additional obstacles to the realization of forward-looking statements. For any forward-looking statements made in this press release or in any documents, CapStar claims the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995. Forward-looking statements speak only as of the date they are made. CapStar does not undertake any obligation to update any forward-looking statement to reflect circumstances or events that occur after the date on which the forward-looking statement is made.

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