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

SCHEDULE 13D/A

**Under the Securities Exchange Act of 1934
(Amendment No. 9)***

CAPSTAR FINANCIAL HOLDINGS, INC.
(Name of Issuer)

Common Stock, par value \$1.00 per share
(Title of Class of Securities)

14070T102
(CUSIP Number)

Gaylon M. Lawrence, Jr.
1201 Demonbreun St., Suite 1460
Nashville, TN 37203

With a copy to:

Patrick A. Scruggs
1201 Demonbreun St., Suite 1460
Nashville, TN 37203
615-257-7081

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

N/A
(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1.	NAMES OF REPORTING PERSONS Gaylon M. Lawrence, Jr.	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC USE ONLY	
4.	SOURCE OF FUNDS (see instructions) PF	
5.	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6.	CITIZENSHIP OR PLACE OF ORGANIZATION U.S.	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER 1,156,675 shares of common stock
	8.	SHARED VOTING POWER None
	9.	SOLE DISPOSITIVE POWER 1,156,675 shares of common stock
	10.	SHARED DISPOSITIVE POWER None
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,156,675 shares of common stock	
12.	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) <input type="checkbox"/>	
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 6.3% (based on 18,357,921 shares outstanding)	
14.	TYPE OF REPORTING PERSON (see instructions) IN	

This Amendment No. 9 (“Amendment No. 9”) amends and supplements the Statement on Schedule 13D filed by Gaylon M. Lawrence, Jr. (the “Reporting Person”) with the Securities and Exchange Commission (“SEC”) on March 5, 2019 (“Amendment No. 8”), which amended and supplemented earlier filings on February 7, 2019 (“Amendment No. 7”), November 9, 2018 (“Amendment No. 6”), February 8, 2018 (“Amendment No. 5”), October 17, 2017 (“Amendment No. 4”), October 4, 2017 (“Amendment No. 3”), September 13, 2017 (“Amendment No. 2”), August 25, 2017 (“Amendment No. 1”) and August 11, 2017 (the “Original Schedule 13D,” and together with Amendment No. 1, Amendment No. 2, Amendment No. 3, Amendment No. 4, Amendment No. 5, Amendment No. 6, Amendment No. 7, Amendment No. 8 and this Amendment No. 9, the “Schedule 13D”) with respect to the shares of common stock, par value \$1.00 per share (“Common Stock”) of CapStar Financial Holdings, Inc. (the “Issuer”). Capitalized terms used herein and not otherwise defined in this Amendment No. 9 shall have the meanings set forth in the Original Schedule 13D. This Amendment No. 9 amends Items 4 and 5(a), as set forth below.

Item 4. Purpose of Transaction.

The second paragraph of Item 4 of the Schedule 13D is hereby amended and restated in its entirety as set forth in the following paragraph:

On November 6, 2018, the Board of Governors of the Federal Reserve (the “Board”) issued a letter, in which the Board determined not to disapprove the Reporting Person’s Interagency Notice of Change in Control (the “Notice”) for the Reporting Person to acquire up to 15% of the Issuer’s Common Stock. Under the Board’s policies, the consummation period to acquire up to 15% of the Issuer’s Common Stock cannot be extended beyond one calendar year from the date the Notice was acted on by the Board. As a result, the consummation period under the Notice has expired, and if the Reporting Person seeks to acquire in excess of 9.99% of the Issuer’s Common Stock, the Reporting Person will be required to file a new Interagency Notice of Change in Control with the Board. The Reporting Person does not presently intend to file a new Interagency Notice of Change in Control with the Board. Depending on overall market conditions, other investment opportunities available to the Reporting Person, and the availability of the Issuer’s securities at prices that would make the purchase or sale of the Issuer’s securities desirable, the Reporting Person may acquire additional securities of the Issuer (up to 9.99% of the Issuer’s Common Stock). The Reporting Person may also retain or sell all or a portion of the securities then held, in the open market or in privately negotiated transactions.

Item 4 of the Schedule 13D is hereby further amended by amending and restating in its entirety as follows the paragraph that was added in Amendment No. 5 after the third paragraph of Item 4 of the Schedule 13D and which was later amended and restated in Amendment No. 6:

On October 31, 2017, the Issuer announced that it filed a lawsuit (the “Litigation”) against the Reporting Person in the United States District Court for the Middle District of Tennessee alleging violations of Section 13(d) of the Securities Exchange Act of 1934, the federal Change in Bank Control Act, and Tennessee Code Section 45-2-107. The Reporting Person opposes the Litigation, vigorously denies that he violated any laws, and expressly maintains he complied with his legal obligations. On September 24, 2018, the court entered an order partially granting and partially denying Reporting Person’s motion to dismiss. The court dismissed Issuer’s claim under the Change in Bank Control Act as well as its claim for monetary damages under Section 13(d). The court denied Reporting Person’s motion to dismiss with respect to Issuer’s claims for injunctive relief under Section 13(d) and under Tennessee Code Section 45-2-107. On November 19, 2019, the Reporting Person filed a motion for partial summary judgment seeking dismissal of the Issuer’s claims under Tennessee Code Section 45-2-107. The Reporting Person continues to vigorously defend those claims. The Issuer and the Reporting Person have been conducting discovery, which is ongoing.

Item 5. Interest in Securities of the Issuer.

Paragraph (a) of Item 5 of the Schedule 13D is hereby amended and restated in its entirety as follows:

- (a) As of the filing date of this Amendment No. 9, the Reporting Person is the beneficial owner and has sole voting and dispositive power over 1,156,675 shares of Common Stock which represents approximately 6.3% of the 18,357,921 shares of Common Stock outstanding as of October 31, 2019, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarter ended September 30, 2019, filed with the SEC on November 6, 2019.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

GAYLON M. LAWRENCE, JR.

/s/ Jason West

Jason West, Attorney-in-Fact*

November 19, 2019

Date

* Pursuant to a power of attorney, dated as of October 13, 2017, which was filed as Exhibit F to Amendment No. 4.