

<b>OMB APPROVAL</b>	
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* <u>Anderson Robert B.</u>  (Last) (First) (Middle) 1201 DEMONBREUN STREET, SUITE 700  (Street) NASHVILLE TN 37203  (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 10% Owner Officer (give title below) Other (specify below) X See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) 12/19/2017	
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>	12/19/2017		A		15,000	A	\$0.00	15,000	D	
Common Stock <sup>(2)</sup>								15,000	D	
Common Stock <sup>(3)</sup>								3,312	D	
Common Stock <sup>(4)</sup>								1,978	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					
Options (right to buy)	\$12.27							(5)	12/20/2022	Common Stock	50,000	50,000	D	
Options (right to buy)	\$11.41							(6)	02/27/2025	Common Stock	30,000	30,000	D	

**Explanation of Responses:**

- The reported item represents an award of restricted common stock which vests in three equal installments beginning on the first anniversary of the December 19, 2017 grant date.
- The reported item represents the unvested portion of an award of restricted stock granted on February 27, 2015. The 15,000 shares of restricted common stock under this award vest in full on the third anniversary of the grant date, or February 27, 2018.
- The reported item represents the unvested portion of an award of restricted stock granted on March 2, 2016. The remaining 3,312 shares of restricted common stock under this award vest in equal installments on the second and third anniversaries of the grant date, or March 2, 2018 and March 2, 2019, respectively.
- The reported item includes the unvested portion of an award of 100 shares of restricted stock granted on September 1, 2016. As of the date of this report, 33 shares have vested. The remaining shares of restricted common stock under this award vest on the second and third anniversaries of the grant date, or September 1, 2018 and September 1, 2019, respectively.
- These options vested in four equal annual installments beginning on the first anniversary of the December 10, 2012 grant date.
- These options vest in four equal annual installments beginning on the first anniversary of the February 27, 2015 grant date. As of the date of this report, 15,000 options have vested. The remaining 15,000 options vest on the third and fourth anniversaries of the grant date, or February 27, 2018 and February 27, 2019, respectively.

**Remarks:**

Chief Financial Officer and Chief Administrative Officer

/s/ Robert B. Anderson 01/08/2018

\*\* 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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