

<b>OMB APPROVAL</b>	
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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>WILT TOBY S</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 <input type="checkbox"/> Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/01/2018</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	08/01/2018		X		9,000	A	\$10	288,013	D	
Common Stock <sup>(1)</sup>								920	D	
Common Stock <sup>(2)</sup>								554	D	
Common Stock <sup>(4)</sup>								508	D	
Common Stock								70,786	I	WF Partners
Common Stock								26,250	I	Joanne Wilt Banks <sup>(3)</sup>
Common Stock								4,800	I	Pershing LLC Cust Mark Banks IRA <sup>(3)</sup>
Common Stock								5,700	I	Mark R. Banks <sup>(3)</sup>
Common Stock								21,273	I	Wilt Fleming TR UA JAN 21 00 Samuel M. Fleming Charitable Lead Annuity Trust <sup>(3)</sup>
Common Stock								13,125	I	Dallas Hagedwood Wilt <sup>(3)</sup>
Common Stock								14,700	I	Lucianne Forcum Wilt Family Limited Partnership <sup>(3)</sup>
Common Stock								5,250	I	James F. & Elissa Watkins, as joint tenants <sup>(3)</sup>

**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								31,500	I	Lucianne Forcum Wilt <sup>(3)</sup>
Common Stock								21,000	I	Samuel Fleming Wilt <sup>(3)</sup>
Common Stock								16,295	I	Toby Stack Wilt, Jr. <sup>(3)</sup>

**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
Option (right to buy)	\$10	08/01/2018		X		9,000	(5)	11/13/2018	Common Stock	9,000	\$0.00	3,000	D	
Option (right to buy)	\$10						(6)	01/20/2020	Common Stock	6,000		6,000	D	

**Explanation of Responses:**

- The reported item represents an award of restricted stock which vests in three approximately equal installments beginning on the first anniversary of the March 6, 2018 grant date.
- The reported item represents the unvested portion of an award of restricted stock granted on February 28, 2017. As of the date of this report, 277 shares have vested. The remaining 554 shares of restricted stock under this award vest in equal installments on the second and third anniversaries of the grant date, or February 28, 2019 and February 28, 2020, respectively.
- The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.
- The reported item represents the unvested portion of an award of restricted common stock granted on March 3, 2016. As of the date of this report, 1017 shares have vested. The remaining 508 shares of restricted common stock under this award vest on the third anniversary of the March 3, 2016 grant date, or March 3, 2019.
- These options vested in four equal annual installments beginning one year after the November 13, 2008 grant date.
- 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 Toby S. Wilt 08/03/2018

\*\* 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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