

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
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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>Tietz Christopher G</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)  See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) 01/31/2020	
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>	01/31/2020		A		1,872	A	\$15.14	28,788	D	
Common Stock <sup>(2)</sup>	01/31/2020		A		3,745	A	\$15.14	3,745	D	
Common Stock <sup>(3)</sup>								1,572	D	
Common Stock <sup>(4)</sup>								1,100	D	
Common Stock <sup>(5)</sup>								836	I	By 401(k) Plan

**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					
Employee Stock Option (right to buy)	\$13.22							(6)	03/02/2026	Common Stock	25,000	25,000	D	

**Explanation of Responses:**

- The reported item represents an award of restricted common stock which is fully vested upon issuance.
- The reported items represents an award of restricted common stock which vests in two approximately equal installments beginning on the first anniversary of the January 31, 2020 grant date.
- The reported item represents an award of restricted stock which vests in three equal installments beginning on the first anniversary of the January 23, 2019 grant date. As of the date of this report, 785 shares have vested. The remaining 1,572 shares of restricted common stock under this award vest on the second and third anniversaries of the grant date, or January 23, 2021 and January 23, 2022, respectively.
- The reported item represents an award of restricted stock which vests in three equal installments beginning on the first anniversary of the April 25, 2018 grant date. As of the date of this report, 550 shares have vested. The remaining 1,100 shares of restricted common stock under this award vest on the second and third anniversaries of the grant date, or April 25, 2020 and April 25, 2021, respectively.
- The reported item reflects the reporting person's interest in equivalent shares held by the unitized stock fund in the issuer's 401(k) plan ("Plan"). The unitized stock fund consists of approximately 95% of the issuer's common stock and approximately 5% cash or cash equivalents. The number of shares attributed to the reporting person as a Plan participant and expressed as equivalent shares has been calculated based on the \$15.15 closing price of the issuer's common stock as of February 3, 2020 and may change from time to time without the volition of the reporting person depending on the fair market value of the issuer's common stock and the amount of cash in the fund.
- The reported item represents an award of options which vests in four equal annual installments beginning on the first anniversary of the March 2, 2016 grant date.

**Remarks:**

Chief Credit Officer of CapStar Bank

/s/ Christopher G. Tietz

02/04/2020

\*\* 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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