SEC Form 4

FORM 4

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Smith Stephen Buford	CapStar Financial Holdings, Inc. [CSTR]	X Director ☐ 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 09/09/2019	☐ Officer (give title below) ☐ Other (specify below)
1201 DEMONBREUN STREET, SUITE 700 (Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
NASHVILLE TN 37203 (City) (State) (Zip)		X Form filed by One Reporting Person ☐ Form filed by More than One Reporting Person

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	09/09/2019		P		3,245	A	$15.41	42,002	D	
Common Stock[1]								1,605	D	
Common Stock[2]								488	D	
Common Stock[3]								198	D	
Common Stock								3,000	I	Matthew Carlton Smith Family Trust
Common Stock								3,000	I	Stephen B. Smith Jr. Family Trust

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	Title	Amount or Number of Shares				

Explanation of Responses:

1. The reported item represents an award of restricted stock which vests in three equal installments beginning on the first anniversary of the March 6, 2019 grant date.

2. The reported item represents an award of restricted stock which vests in three equal installments beginning on the first anniversary of the March 6, 2018 grant date. As of the date of this report 244 shares have vested. The remaining 488 shares of restricted stock under this award vest in equal installments on the second and third anniversaries of the grant date, or March 6, 2020 and March 6, 2021, respectively.

3. The reported item represents the unvested portion of an award of restricted stock on February 28, 2017. As of the date of this report 397 shares have vested. The remaining 198 shares of restricted stock under this award vest on the third anniversary of the grant date, or February 28, 2020.

Remarks:

/s/ Rob Anderson, as Attorney-in-Fact for Stephen B. Smith   09/11/2019

** Signature of Reporting Person   Date