

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>POLLEY DALE W</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 Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/09/2019</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 ⁽¹⁾	09/09/2019		P		6,489	A	\$15.41	31,489	I	CHARLES SCHWAB & CO INC CUST DALE W POLLEY IRA ROLLOVER
Common Stock								8,367	D	
Common Stock ⁽²⁾								1,908	D	
Common Stock ⁽³⁾								1,178	D	
Common Stock ⁽⁴⁾								287	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					

Explanation of Responses:

- Since the date of the reporting person's last report, 25,000 shares previously owned through the Equity Trust Co DBA Sterling Trust Cust FBO Dale Polley IRA account were rolled over into the CHARLES SCHWAB & CO INC CUST DALE W POLLEY IRA ROLLOVER account. Accordingly, the transfer of shares to the CHARLES SCHWAB & CO INC CUST DALE W POLLEY IRA ROLLOVER account effected only a change in the form of beneficial ownership without changing the reporting person's pecuniary interest in such shares and is therefore exempt from Section 16 of the Securities Exchange Act of 1934, as amended, pursuant to Rule 16a-13 promulgated thereunder.
- 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.
- 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. As of the date of this report, 588 shares have vested. The remaining 1,178 shares of restricted stock under this award vest in equal installments on the second and third anniversaries of the March 6, 2018 grant date, or March 6, 2020 and March 6, 2021, respectively.
- The reported item represents an award of restricted stock which vests in three equal installments beginning on the first anniversary of the February 28, 2017, grant date. As of the date of this report 576 shares have vested. The remaining 287 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 Dale W. Polley 09/11/2019

** 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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