

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>Cunningham Jeffrey L</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>11/07/2018</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	11/07/2018		X		34,568	A	\$4.02	83,880	D	
Common Stock	11/07/2018		X		124,512	A	\$4.02	208,392	D	
Common Stock								17,897	I	By Athens Employee Stock Ownership Plan ⁽¹⁾
Common Stock								89,559	I	By Athens 401(k) Plan ⁽²⁾

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
Stock Option (right to purchase) ⁽³⁾	\$4.02	11/07/2018		X			34,568	12/15/2011	12/15/2020	Common Stock	34,568	\$0.00	124,512	D	
Stock Option (right to purchase) ⁽³⁾	\$4.02	11/07/2018		X			124,512	12/15/2011	12/15/2020	Common Stock	124,512	\$0.00	0	D	

Explanation of Responses:

- Pursuant to the Agreement and Plan of Merger, dated June 11, 2018 (the "Merger Agreement"), by and between CapStar Financial Holdings, Inc. ("CapStar") and Athens Baneshares Corporation ("Athens"), each share held in the Athens Employee Stock Option Plan ("ESOP") was converted into the right to receive 2,864 shares of CapStar common stock. As of the date of this Form 4, the final number of ESOP shares allocable to the reporting person are not yet available. Accordingly, set forth above is the estimate of the number of shares of CapStar common stock known to be beneficially owned by the reporting person at this time. The reporting person will report the final stock ownership numbers once they are determined. Additionally, although the ESOP has technically been terminated, the ESOP shares have not yet been transferred to a new account due to administrative processing of transfer documentation.
- Pursuant to the Merger Agreement, each share held in the Athens 401(k) Plan was also converted into the right to receive 2,864 shares of CapStar common stock. Although the Athens 401(k) has technically been terminated, as of the date of this Form 4, the 89,559 shares in the 401(k) Plan have not yet been transferred to a new account due to administrative processing of transfer documentation.
- These options vested in approximately five equal installments beginning on the first anniversary of the December 15, 2010 grant date.

Remarks:

/s/ Rob Anderson, as Attorney-
in-Fact for Jeffrey L. Cunningham 11/09/2018

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.