

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>Green Louis A. III</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>03/06/2018</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 <sup>(1)</sup>	03/06/2018		A		762	A	\$0.00	762	D	
Common Stock <sup>(2)</sup>								475	D	
Common Stock								97,905	D	
Common Stock								911	I	E. Kendall Green
Common Stock								759	I	FCC Cust Helen S. Green IRA
Common Stock								574	I	Deutsche Bank Cust Helen S. Green IRA
Common Stock								1,204	I	L. Anderson Green IV
Common Stock								217	I	Morgan Stanley Cust FBO Louis Anderson Green IV Roth IRA
Common Stock								820	I	FCC Cust Louis A. Green Roth IRA
Common Stock								600	I	Louis A. Green IV

**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								3,597	I	FCC Cust Helen S. Green SEP IRA
Common Stock								2,186	I	FCC Cust Louis A. Green III IRA
Common Stock								600	I	Kendall Green Schell
Common Stock								194	I	Miller Zatarain Green
Common Stock								194	I	Merrill McLean Green L A Green IV Cust
Common Stock <sup>(3)</sup>								375	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:**

- 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.
- The reported item represents the unvested portion of an award of restricted common stock granted on February 28, 2017. As of the date of this report, 237 shares have vested. The remaining 475 shares of restricted common stock under this award vest on the second and third anniversaries of the February 28, 2017 grant date, or February 28, 2019 and February 28, 2020, respectively.
- 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, 750 shares have vested. The remaining 375 shares of restricted common stock under this award vest on the third anniversary of the March 3, 2016 grant date, or March 3, 2019.

**Remarks:**

/s/ Rob Anderson, as Attorney-in-Fact for Louis A. Green III 03/08/2018

\*\* 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.**