

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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>Hogan Dandridge W.</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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) 02/27/2018	
6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 ⁽¹⁾⁽²⁾	02/27/2018		F		3,807	D	\$19.65	15,498	D	
Common Stock ⁽³⁾	03/02/2018		F		679	D	\$17.92	14,819	D	
Common Stock	08/22/2018		G	V	1,123	D	\$0.00	13,696	D	
Common Stock ⁽⁴⁾								2,290	D	
Common Stock								1,200	I	Held in IRA

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					
Options	\$12.27							(5)	12/01/2022	Common Stock	50,000	50,000	D	
Options	\$11.41							(6)	02/27/2025	Common Stock	30,000	30,000	D	

Explanation of Responses:

- The reported item represents the number of shares withheld by the issuer on February 27, 2018 to cover tax withholding obligations in connection with the vesting of 15,000 shares granted pursuant to an award of restricted stock on February 27, 2015.
- The reported item includes the unvested portion of an award of 100 shares of restricted stock granted on September 1, 2016. As of the date of this report, 33 shares have vested. The remaining shares of restricted common stock under this award vest on the second and third anniversaries of the grant date, or September 1, 2018 and September 1, 2019, respectively.
- The reported item represents the number of shares withheld by the issuer on March 2, 2018 to cover tax withholding obligations in connection with the vesting of 2,289 shares granted pursuant to an award of restricted stock on March 2, 2016. Following the reported transactions in this Form 4, the reporting person directly owns 14,819 shares of common stock not subject to restriction or vesting.
- The reported item represents the unvested portion of an initial award of 6,869 shares of restricted stock that vests in three equal annual installments beginning on the first anniversary of the March 2, 2016, grant date. As of the date of this report, 4,579 shares have vested. The remaining 2,290 shares of restricted stock under this award vest on the third anniversary of the grant date or March 2, 2019.
- These options vested in four equal annual installments beginning one year after the December 1, 2012 grant date.
- These options vest in four equal annual installments beginning one year after the February 27, 2015 grant date.

Remarks:

President and Chief Operating Officer, CapStar Bank

/s/ Dandridge W. Hogan

08/24/2018

** 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.