

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>Tucker Claire 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)  <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)  See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) 03/15/2018	
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>	03/15/2018		X		40,000	A	\$10	115,159	D	
Common Stock	03/15/2018		F		25,265	D	\$19.61	89,894	D	
Common Stock <sup>(2)</sup>								1,013	D	
Common Stock								2,500	I	Reece W. Tucker <sup>(3)</sup>
Common Stock								25,000	I	Charles H. Sr. and Ruth E. Whitfield, as joint tenants <sup>(3)</sup>

**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
Employee Stock Option (right to buy)	\$10	03/15/2018		X			40,000	(4)	11/13/2018	Common Stock	40,000	\$0.00	105,000	D	

**Explanation of Responses:**

- Of the 40,000 shares acquired, the issuer withheld 25,265 shares to pay the purchase price and taxes for the options resulting in the issuance of 14,735 shares. Following these reported transactions, the reporting person directly owns 89,894 shares of common stock not subject to restriction or vesting.
- The reported item represents the unvested portion of an initial award of 2,837 shares of restricted stock which vests in approximately three equal installments beginning on the first anniversary of the March 2, 2016 grant date. As of the date of this report, 1,891 of those shares have vested. The reported item also includes an award of 100 shares of restricted stock which vests in approximately three equal installments beginning on the first anniversary of the September 1, 2016 grant date. As of the date of this report, 33 of those shares have vested.
- The reporting person disclaims beneficial ownership of these securities except to the extent of her pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.
- The reported item represents an initial award of an option to purchase a total of 210,000 shares of common stock which vested and became exercisable in four equal annual installments beginning on the first anniversary of the November 13, 2008 grant date.

**Remarks:**

President and Chief Executive Officer of CapStar Financial Holdings, Inc

/s/ Rob Anderson, as Attorney-  
in-Fact for Claire W. Tucker

03/19/2018

\*\* 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.**