

OMB APPROVAL	
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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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Tietz Christopher G</u>			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) Chief Credit Officer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/18/2021</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>1201 DEMONBREUN ST SUITE 700</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>NASHVILLE TN 37203</u>								
(City) (State) (Zip)								

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⁾	02/18/2021		P		214	A	\$0.00 ⁽²⁾	1,329	I	By 401(K) Plan
Common Stock								34,496	D	
Common Stock ⁽³⁾								1,873	D	
Common Stock ⁽⁴⁾								786	D	
Common Stock ⁽⁵⁾								550	D	
Common Stock ⁽⁶⁾								2,836	D	
Common Stock ⁽⁷⁾								3,629	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					
Employee Stock Option (right to buy)	\$13.22							(8)	03/02/2026	Common Stock	25,000	25,000	D	

Explanation of Responses:

- The reported item reflects the reporting person's interest in equivalent shares held by the unitized stock fund in the issuer's 401(k) plan ("Plan"). The unitized stock fund consists of approximately 95% of the issuer's common stock and approximately 5% cash or cash equivalents. The number of shares attributed to the reporting person as a Plan participant and expressed as equivalent shares has been calculated based on the \$15.44 closing price of the issuer's common stock as of February 17, 2021 and may change from time to time without the volition of the reporting person depending on the fair market value of the issuer's common stock and the amount of cash in the fund
- Transaction represents individual's re-balancing of 401(K) allocation, which comprised purchases of stock at varying prices.
- The reported item represents an award of restricted stock which vests in two equal installments beginning on the first anniversary of the January 31, 2020 grant date. As of the date of this report, 1,872 shares have vested. The remaining 1,873 shares of restricted common stock under this award vest on the second anniversary of the grant date, or January 31, 2022.
- The reported item represents an award of restricted stock which vests in three equal installments beginning on the first anniversary of the January 23, 2019 grant date. As of the date of this report, 1,571 shares have vested. The remaining 786 shares of restricted common stock under this award vest on the third anniversary of the grant date, or January 23, 2022.
- The reported item represents an award of restricted stock which vests in three equal installments beginning on the first anniversary of the April 25, 2018 grant date. As of the date of this report, 1,100 shares have vested. The remaining 550 shares of restricted common stock under this award vest on the third anniversary of the grant date, or April 25, 2021.
- The reported item represents an award of restricted stock, which vests in two approximately equal installments on December 31, 2021, and December 31, 2022.
- The reported item represents an award of restricted stock, which vests in three approximately equal installments on December 31, 2021, December 31, 2022, and December 31, 2023.
- The reported item represents an award of options which vests in four equal annual installments beginning on the first anniversary of the March 2, 2016 grant date.

Remarks:

/s/ Denis Duncan, as Attorney-in-Fact for Christopher G. Tietz 02/18/2021

** 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.