

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

<p>1. Name and Address of Reporting Person*</p> <p><u>POLLEY DALE W</u></p> <hr/> <p>(Last) (First) (Middle)</p> <p>1201 DEMONBREUN STREET, SUITE 700</p> <hr/> <p>(Street)</p> <p>NASHVILLE TN 37203</p> <hr/> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><u>CapStar Financial Holdings, Inc. [CSTR]</u></p> <hr/> <p>3. Date of Earliest Transaction (Month/Day/Year)</p> <p>03/04/2020</p> <hr/> <p>4. If Amendment, Date of Original Filed (Month/Day/Year)</p>	<p>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input checked="" type="checkbox"/> Director 10% Owner</p> <p>Officer (give title below) Other (specify below)</p> <hr/> <p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p>Form filed by More than One Reporting Person</p>
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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⁾	03/04/2020		A		4,309	A	\$0.00	4,309	D	
Common Stock								9,879	D	
Common Stock ⁽²⁾								1,272	D	
Common Stock ⁽³⁾								589	D	
Common Stock								31,489	I	CHARLES SCHWAB & CO INC CUST DALE W POLLEY IRA ROLLOVER

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)
						Date Exercisable	Expiration Date					

Explanation of Responses:

- The reported item represents an award of restricted stock which vests in three approximately equal installments beginning on the first anniversary of the March 4, 2020 grant date.
- The reported item represents an award of restricted stock which vests in three equal installments beginning on the first anniversary of the March 6, 2019 grant date. As of the date of this report, 636 shares have vested. The remaining 1,272 shares of restricted stock under this award vest in equal installments on the second and third anniversaries of the grant date, or March 6, 2021 and March 6, 2022, respectively.
- The reported item represents an award of restricted stock which vests in three approximately equal installments beginning on the first anniversary of the March 6, 2018 grant date. As of the date of this report, 1,177 shares have vested. The remaining 589 shares of restricted stock under this award vest on the third anniversary of the March 6, 2018 grant date, or March 6, 2021.

Remarks:

/s/ Rob Anderson, as
 Attorney-in-Fact for Dale W. Polley 03/06/2020

** 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.