

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): July 1, 2020**

**CAPSTAR FINANCIAL HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

**Tennessee**  
(State or other jurisdiction  
of incorporation)

**001-37886**  
(Commission  
File Number)

**81-1527911**  
(IRS Employer  
Identification No.)

**1201 Demonbreun Street, Suite 700**  
**Nashville, Tennessee**  
(Address of principal executive offices)

**37203**  
(Zip Code)

**(615) 732-6400**  
(Registrant's telephone number, including area code)

**Not Applicable**  
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
<b>Common Stock, par value \$1.00 per share</b>	<b>CSTR</b>	<b>The Nasdaq Global Select Market</b>

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

## **Item 2.01. Completion of Acquisition or Disposition of Assets.**

### FCB Merger

Effective July 1, 2020, pursuant to the Agreement and Plan of Merger, dated as of January 23, 2020 (the “FCB Merger Agreement”), by and between CapStar Financial Holdings, Inc., a Tennessee corporation (“CapStar”), and FCB Corporation, a Tennessee corporation (“FCB”), FCB was merged with and into CapStar, with CapStar continuing as the surviving entity (the “FCB Merger”). Immediately following the FCB Merger, The First National Bank of Manchester, a national banking association and a wholly owned subsidiary of FCB, merged with and into CapStar Bank, a Tennessee chartered bank and a wholly owned subsidiary of CapStar (the “FNBM Merger”), with CapStar Bank continuing as the surviving entity in the FNBM Merger.

On the terms and subject to the conditions set forth in the FCB Merger Agreement, at the effective time of the FCB Merger, shares of common stock, par value \$10.00 per share, of FCB (“FCB Common Stock”) issued and outstanding immediately prior to the completion of the FCB Merger (other than shares of FCB Common Stock owned or held by FCB, CapStar and their subsidiaries (in each case, other than shares of FCB Common Stock held in a fiduciary or agency capacity or in satisfaction of debts previously contracted)) were collectively converted into the right to receive in the aggregate 2,969,418 shares of common stock, par value \$1.00 per share, of CapStar (“CapStar Common Stock”), with cash (without interest) in lieu of fractional shares, and \$22,182,262.97 in cash, without interest.

### BOW Merger

Effective July 1, 2020, following the FCB Merger, pursuant to the Plan of Bank Merger, dated as of January 23, 2020 (the “BOW Merger Agreement,” and together with the FCB Merger Agreement, the “Merger Agreements”), by and among CapStar, CapStar Bank and The Bank of Waynesboro, a Tennessee chartered bank (“BOW”), BOW was merged with and into CapStar Bank, with CapStar Bank continuing as the surviving entity (the “BOW Merger,” and together with the FCB Merger, the “Mergers”).

On the terms and subject to the conditions set forth in the BOW Merger Agreement, at the effective time of the BOW Merger, shares of common stock, par value \$10.00 per share, of BOW (“BOW Common Stock”) issued and outstanding immediately prior to the completion of the BOW Merger (other than shares of BOW Common Stock owned or held by CapStar, CapStar Bank, BOW and their subsidiaries (in each case, other than shares of BOW Common Stock held in a fiduciary or agency capacity or in satisfaction of debts previously contracted)) were collectively converted into the right to receive in the aggregate 664,800 shares of CapStar Common Stock, with cash (without interest) in lieu of fractional shares, and \$5,096,990.31 in cash, without interest.

The foregoing descriptions of the Merger Agreements do not purport to be complete and are qualified in their entirety by reference to the full texts of the Merger Agreements, copies of which were attached as Exhibits 2.1 and 2.2 to CapStar’s Current Report on Form 8-K, filed with the U.S. Securities and Exchange Commission on January 29, 2020, and the terms of which are incorporated herein by reference.

## **Item 8.01. Other Events.**

On July 1, 2020, CapStar issued a press release announcing the completion of the Mergers, a copy of which is attached hereto as Exhibit 99.1.

## **Item 9.01. Financial Statements and Exhibits.**

(a) Financial statements of business acquired.

As permitted by Item 9.01(a)(4) of Form 8-K, the financial information required by this item is not being filed herewith. Historical financial information, to the extent required by this Item 9.01, will be filed no later than 71 days following the date that this Current Report on Form 8-K is required to be filed.

(b) Pro forma financial information.

As permitted by Item 9.01(a)(4) of Form 8-K, the financial information required by this item is not being filed herewith. Pro forma financial information, to the extent required by this Item 9.01, will be filed no later than 71 days following the date that this Current Report on Form 8-K is required to be filed.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
2.1	<a href="#"><u>Agreement and Plan of Merger, dated as of January 23, 2020, by and between CapStar Financial Holdings, Inc. and FCB Corporation (attached as Exhibit 2.1 to CapStar Financial Holdings, Inc.'s Form 8-K filed on January 29, 2020 and incorporated herein by reference)</u></a>
2.2	<a href="#"><u>Plan of Bank Merger, dated as of January 23, 2020, by and among CapStar Financial Holdings, Inc., CapStar Bank and The Bank of Waynesboro (attached as Exhibit 2.2 to CapStar Financial Holdings, Inc.'s Form 8-K filed on January 29, 2020 and incorporated herein by reference)</u></a>
99.1	<a href="#"><u>Press Release, dated as of July 1, 2020</u></a>

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**CAPSTAR FINANCIAL HOLDINGS, INC.**

By: /s/ Steve Groom

Name: Steve Groom

Title: Chief Risk Officer and General Counsel

Date: July 1, 2020

**CapStar Bank Completes Mergers with  
The First National Bank of Manchester and The Bank of Waynesboro**

*Two high performing institutions merge into growing Tennessee franchise*

**NASHVILLE, TN, July 1, 2020 (GLOBE NEWSWIRE)** - CapStar Financial Holdings, Inc. (“CapStar”, the “Company”) (NASDAQ: CSTR), the parent company of CapStar Bank, announced today that it completed its acquisition of FCB Corporation (“FCB”), including FCB’s two banking subsidiaries: The First National Bank of Manchester (“FNBM”) and The Bank of Waynesboro (“BOW”). FCB adds nine (9) branches in Cannon, Coffee, Lawrence, Rutherford and Wayne counties in Middle Tennessee, and approximately \$480 million in assets as of March 31, 2020, to CapStar.

“We are pleased to welcome the employees, customers and shareholders of FCB, The Bank of Waynesboro and The First National Bank of Manchester as we expand CapStar’s community banking mission and deepen our geographic footprint in Middle Tennessee,” said Timothy K. Schools, CapStar President and CEO. “The partnership follows our successful 2018 merger with Athens Federal in East Tennessee, and establishes our presence in several exciting new markets, including fast-growing Rutherford County (Murfreesboro).”

The mergers join three dynamic Tennessee financial institutions with common visions, compatible cultures and proven credit risk management practices. With more than 200 combined years of history, FNBM and BOW are established and highly profitable community banks with sound deposit market share, excess liquidity and capital to support growth. The combination will result in a strong financial institution with an expanded product set, attractive funding profile, and enhanced scale to drive efficiency, diversify risk and increase shareholder value.

Keefe, Bruyette & Woods, Inc. served as financial advisor and Wachtell, Lipton, Rosen, & Katz served as legal advisor to CapStar. ProBank Austin served as financial advisor and Butler Snow LLP served as legal advisor to FCB.

**ABOUT CAPSTAR FINANCIAL HOLDINGS, INC.**

CapStar Financial Holdings, Inc. is a bank holding company headquartered in Nashville, Tennessee and operates primarily through its wholly owned subsidiary, CapStar Bank, a Tennessee-chartered state bank. CapStar Bank is a commercial bank that seeks to establish and maintain comprehensive relationships with its clients by delivering customized and creative banking solutions and superior client service. As of March 31, 2020, on a consolidated basis, CapStar had total assets of \$2.07 billion, gross loans of \$1.45 billion, total deposits of \$1.76 billion, and shareholders’ equity of \$275.8 million. Visit [www.capstarbank.com](http://www.capstarbank.com) for more information.

## FORWARD-LOOKING STATEMENTS

All statements, other than statements of historical fact, included in this document are, or could be, “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995 and are made in reliance on the safe harbor protections provided thereunder. Forward-looking statements generally can be identified by various words such as “expects,” “intends,” “will,” “anticipates,” “believes,” “confident,” “continue,” “propose,” “seeks,” “could,” “may,” “should,” “estimates,” “forecasts,” “might,” “goals,” “objectives,” “targets,” “planned,” “projects,” and similar expressions. Forward-looking statements are subject to risks, uncertainties and assumptions that are difficult to predict with regard to timing, extent, likelihood and degree of occurrence, which could cause actual results to differ materially from anticipated results. Such risks, uncertainties and assumptions, include, among others, the timing and occurrence or non-occurrence of events that may be subject to circumstances beyond our control; general economic conditions and trends, either nationally or locally; conditions in the securities markets; changes in interest rates; changes in deposit flows, and in the demand for deposit, loan, and investment products and other financial services; changes in real estate values; changes in the quality or composition of our loan or investment portfolios; changes in competitive pressures among financial institutions or from non-financial institutions; the amount of costs, fees, expenses, and charges related to the Company’s completed acquisitions and our ability to realize anticipated revenue synergies and cost savings associated therewith within expected time frames, if at all; changes in management’s plans for the future; changes in legislation, regulations, and policies; other competitive, economic, political, and market factors affecting the Company’s business, operations, pricing, products, and services; and a variety of other matters which, by their nature, are subject to significant uncertainties and/or are beyond our control. These forward-looking statements are based on management’s current beliefs and assumptions and on information currently available to management. Any forward-looking statement made in this document speaks only as of the date on which it is made. The Company undertakes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future developments or otherwise. The Company cautions that these statements are subject to risks and uncertainties, many of which are outside of the Company’s control and could cause future events or results to be materially different from those stated or implied in this document, or to not occur at all, including among others, risk factors that are described in this document and in the Company’s Annual Report on Form 10-K, Quarterly Report on Form 10-Q, including the sections entitled “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” contained therein, and other filings with the U.S. Securities and Exchange Commission.

For more information, contact:  
Tim Schools  
President and Chief Executive Officer  
(615) 732-7449

