
**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): December 6, 2019 (December 4, 2019)

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)

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

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
Common Stock, \$1.00 par value per share	CSTR	Nasdaq Global Select Market

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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On December 4, 2019, Richard E. Thornburgh provided written notice to CapStar Financial Holdings, Inc. (the “**Company**”) of his intent to resign from the boards of directors (the “**Boards**”) of the Company and CapStar Bank (the “**Bank**”) effective December 15, 2019. As the director nominated by the funds managed by Corsair Investments, L.P. (“**Corsair**”) pursuant to the Second Amended and Restated Shareholders’ Agreement, dated as of August 22, 2016, among the Company, the Bank, Corsair and the other shareholders named therein, Mr. Thornburgh has served as a director since 2008. Mr. Thornburgh’s resignation follows the previously reported exit of Corsair from its position in the Company through the sale of all of Corsair’s shares of Company common stock. Mr. Thornburgh did not resign due to any disagreement with the Company regarding any matter relating to the Company’s operations, policies or practices, and the Boards expressed their appreciation to Mr. Thornburgh for his years of dedicated service.

Item 7.01. Regulation FD Disclosure.

The disclosure under Item 5.02 of this Current Report on Form 8-K is incorporated by reference into this Item 7.01.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, 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/ Robert B. Anderson

Robert B. Anderson
Chief Financial Officer and
Chief Administrative Officer

Date: December 6, 2019