

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

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>Flynn Thomas R.</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		2,116	A	\$0.00	2,116	D	
Common Stock								152,807	D	
Common Stock ⁽²⁾								1,111	D	
Common Stock ⁽³⁾								312	D	
Common Stock								333,796	I	Bill R. & Katherine Flynn ⁽⁴⁾
Common Stock								132,897	I	Timothy Flynn ⁽⁴⁾
Common Stock								6,350	I	UTMA on behalf of minor child
Common Stock								6,350	I	UTMA on behalf of minor child

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					

Explanation of Responses:

1. 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.
2. 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, 2019 grant date. As of the date of this report, 550 shares have vested. The remaining 1,111 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.
3. The reported item represents an award of restricted stock which vests in three equal installments beginning on the first anniversary of the March 6, 2018 grant date. As of the date of this report, 624 shares have vested. The remaining 312 shares of restricted stock under this award vest on the third anniversary of the grant date, or March 6, 2021.
4. The reporting person disclaims beneficial ownership of these securities except to the extent of his 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.

Remarks:

/s/ Rob Anderson, as
 Attorney-in-Fact for Thomas R. Flynn 03/06/2020

** Signature of Reporting Person Date

* 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.

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