

**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): May 5, 2020 (May 4, 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)

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

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
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 Principal Officers; Election of Directors; Appointment of Principal Officers.

On May 4, 2020, CapStar Financial Holdings, Inc. (“CapStar”), announced the hiring of Michael J. Fowler, as the Company’s new Chief Financial Officer. Mr. Fowler will succeed Mr. Anderson, CapStar’s current Chief Financial Officer. Mr. Anderson will remain with CapStar through June 30, 2020 to ensure a smooth transition of duties.

Mr. Anderson has indicated to CapStar that his transition is not the result of a dispute or disagreement with CapStar’s accounting principles or practices or financial statements and disclosures. Mr. Fowler will join CapStar subject to the legal close of the pending First Horizon National Corp. and IberiaBank Corporation merger.

Item 7.01 Regulation FD Disclosure.

On May 4, 2020 CapStar issued a press release announcing the transition of Mr. Anderson and the appointment of Mr. Fowler. A copy of the press release is furnished herewith as Exhibit 99.1.

Item 9.01 Financial Statement and Exhibits.

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	CapStar’s Press Release Dated May 4, 2020.

SIGNATURES

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/ Steve Groom
Steve Groom
Chief Risk Officer and
General Counsel

Date: May 5, 2020



CapStar Announces CFO Transition

NASHVILLE, Tenn., May 4, 2020 (GLOBE NEWSWIRE) -- CapStar Financial Holdings, Inc. ("CapStar") (NASDAQ: CSTR) announced today the hiring of Michael J. Fowler as Chief Financial Officer. He will report to Timothy K. Schools, CapStar's President and Chief Executive Officer. Fowler will succeed Robert B. Anderson who will remain with CapStar through June 30, 2020 to ensure a smooth transition.

"Mike's experiences will prove invaluable as we work to continue to enhance profitability, earnings consistency, and expand our growth opportunities," said Schools. "CapStar has a tremendous future and Mike's reputation nationally for balance sheet management and contribution to scaling growth-oriented regional banks will be a great asset."

"I would like to thank Rob for his many contributions over the last seven years," said Schools. "Rob managed our finances through our transition to a public company and his leadership has helped position us for future growth."

Mr. Fowler will join CapStar subject to the legal close of the pending First Horizon National Corp. and IBERIABANK Corporation merger where he has served as IBERIABANK's Executive Vice President Financial Risk since 2013. In his 40-year career, Mr. Fowler has held numerous senior executive financial roles within growth-oriented banks and is highly regarded within the industry for his balance sheet management experience. He holds a bachelor's degree in finance from Loyola University and a Master of Business Administration degree from McCombs School of Business at the University of Texas.

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. CapStar Bank is a bank that seeks to establish and maintain comprehensive relationships with its clients by delivering customized and creative banking solutions and superior client service. CapStar Bank was recognized by Greenwich Associates in 2020, an international marketing firm, as a national Customer Experience Leader for Small Business Banking, Middle Market Banking, and Retail Banking. Visit www.capstarbank.com for more information.

For more information:

Tim Schools
President and Chief Executive Officer, CapStar Bank
(615) 732-7449