
**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): November 19, 2018

Scholar Rock Holding Corporation

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction of Incorporation)

001-38501
(Commission File Number)

82-3750435
(I.R.S. Employer Identification Number)

620 Memorial Drive, 2nd Floor, Cambridge, MA 02139
(Address of Principal Executive Offices) (Zip Code)

(857) 259-3860
(Registrant's telephone number, including area code)

(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:

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2). 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 November 19, 2018, the Board of Directors (the "Board") of Scholar Rock Holding Corporation (the "Company"), upon the recommendation of its Nominating and Corporate Governance Committee, expanded the size of the Board from seven to eight members and elected Edward Myles to fill the newly created vacancy effective immediately. The board determined that Mr. Myles is independent under the listing standards of NASDAQ and the Company's corporate governance guidelines. The Board also determined that Mr. Myles qualifies as an "audit committee financial expert" as that term is defined in Item 407(d)(5) of Regulation S-K. Mr. Myles will serve as a Class 1 director with a term expiring at the annual meeting of stockholders to be held in 2019. Mr. Myles was also appointed to serve as the Chairman of the Board's Audit Committee ("Audit Committee") and as a member of the Board's Compensation Committee ("Compensation Committee"). Following the appointment of Mr. Myles, the Company's Audit Committee consists of Mr. Myles (Chair), Michael Gilman and Amir Nashat and the Company's Compensation Committee consists of Kristina Burow (Chair), David Hallal and Mr. Myles.

In accordance with the Company's non-employee director compensation program, Mr. Myles will receive an annual cash retainer of \$35,000 for service on the Board, which is payable quarterly in arrears. In addition, Mr. Myles will receive an annual cash retainer of \$15,000 for service as Chairman of the Audit Committee and \$5,000 for service as a member of the Compensation Committee. In connection with his election to the Board, on November 19, 2018, Mr. Myles received a stock option to purchase 20,316 shares of common stock of the Company at an exercise price per share equal to the closing price per share of the Common Stock on the NASDAQ Global Market (the "Fair Market Value") on November 19, 2018. This option vests monthly over three years, subject to continued service through such date.

Mr. Myles is not a party to any transaction with the Company that would require disclosure under Item 404(a) of Regulation S-K, and there are no arrangements or understandings between Mr. Myles and any other persons pursuant to which he was selected as a director.

In addition, Mr. Myles has entered into an indemnification agreement with the Company consistent with the form of the existing indemnification agreement entered into between the Company and its non-employee directors.

On November 19, 2018, the Company issued a press release announcing the appointment of Mr. Myles to the Board. A copy of this press release is furnished as Exhibit 99.1 to this report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

[99.1](#) [Press Release issued by the Company on November 19, 2018, furnished hereto.](#)

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.

Scholar Rock Holding Corporation

Date: November 19, 2018

By: /s/ Junlin Ho
Junlin Ho
VP, Head of Corporate Legal

Scholar Rock Announces the Addition of Edward (Ted) Myles to Its Board of Directors

CAMBRIDGE, Mass., Nov. 19, 2018 (GLOBE NEWSWIRE) – Scholar Rock Holding Corporation (NASDAQ: SRRK), a clinical-stage biopharmaceutical company focused on the treatment of serious diseases in which protein growth factors play a fundamental role, today announced that Edward (Ted) Myles, a financial and operational leader with deep experience across the biotechnology and pharmaceutical industries, has been appointed to the Company's Board of Directors. Mr. Myles will serve as chair of the Company's audit committee and as a member of the compensation committee.

"We are very pleased to welcome Ted to Scholar Rock's Board of Directors as we further enhance the breadth of industry expertise of the Board," said David Hallal, Chairman of the Board. "Ted brings more than 20 years of experience and insights into building operational functions and developing financial strategies at every stage, from early discovery to commercial stage companies, which will be invaluable to the Board and management as Scholar Rock progresses its robust, highly innovative pipeline and continues to successfully grow as a public company."

"I am honored to be joining the Scholar Rock Board and to be part of such a dynamic team," said Mr. Myles. "This is an exciting and transformative time for Scholar Rock and I look forward to applying my financial expertise and deep industry knowledge to support the continued execution of the Company's strategy and advancement of a broad pipeline of novel product candidates focused on addressing neuromuscular disorders, cancer, fibrosis, and anemia."

Since 2016, Mr. Myles has served as Executive Vice President and Chief Financial Officer of AMAG Pharmaceuticals, Inc. Prior to joining AMAG, he served as Chief Financial Officer and Chief Operating Officer at Ocata Therapeutics, Inc. before its acquisition by Astellas Pharma, Inc. His prior leadership positions include Chief Financial Officer and Vice President of Operations at PrimeraDx, Inc. and Controller of EMD Pharmaceuticals (now EMD Serono, a part of Merck KGaA). Earlier in his career, Mr. Myles was an associate in the healthcare investment banking group at SG Cowen Securities Corporation and was a senior associate in the audit practice of Coopers & Lybrand LLP. Mr. Myles holds a Master of Business Administration from John M. Olin School of Business at Washington University and Bachelor of Science in Business Administration from the University of Hartford.

About Scholar Rock

Scholar Rock is a clinical-stage biopharmaceutical company focused on the discovery and development of innovative medicines for the treatment of serious diseases in which signaling by protein growth factors plays a fundamental role. Scholar Rock is creating a pipeline of novel product candidates with the potential to transform the lives of patients suffering from a wide range of serious diseases, including neuromuscular disorders, cancer, fibrosis and anemia. Scholar Rock's newly elucidated understanding of the molecular mechanisms of growth factor activation enabled it to develop a proprietary platform for the discovery and development of monoclonal antibodies that locally and selectively target these signaling proteins at the cellular level. By developing product candidates that act in the disease microenvironment, the Company intends to avoid the historical challenges associated with inhibiting growth factors for therapeutic effect. Scholar Rock believes its focus on biologically validated growth factors may facilitate a more efficient development path. For more information, please visit www.ScholarRock.com or follow Scholar Rock on Twitter (@ScholarRock) and LinkedIn.

Scholar Rock® is a registered trademark of Scholar Rock, Inc.

Forward-Looking Statements

This press release contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, including, but not limited to, statements regarding the ability of new Board members to influence Scholar Rock's progress, Scholar Rock's ability to develop its pipeline, and Scholar Rock's growth expectations. The use of words such as "may," "might," "will," "should," "expect," "plan," "anticipate," "believe," "estimate," "project," "intend," "future," "potential," or "continue," and other similar expressions are intended to identify such forward-looking statements. All such forward-looking statements are based on management's current expectations of future events and are subject to a number of risks and uncertainties that could cause actual results to differ materially and adversely from those set forth in or implied by such forward-looking statements. These risks and uncertainties include those risks more fully discussed in the section entitled "Risk Factors" in Scholar Rock's Quarterly Report on Form 10-Q for the quarter ended September 30, 2018, as well as discussions of potential risks, uncertainties, and other important factors in Scholar Rock's subsequent filings with the Securities and Exchange Commission. Any forward-looking statements represent Scholar Rock's views only as of today and should not be relied upon as representing its views as of any subsequent date. All information in this press release is as of the date of the release, and Scholar Rock undertakes no duty to update this information unless required by law.

Scholar Rock Contact:
Investors/Media
Catherine Hu
chu@scholarrock.com
917-601-1649

Media Contact:
The Yates Network
Kathryn Morris
kathryn@theyatesnetwork.com
914-204-6412