
**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): April 25, 2019

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 April 25, 2019, the Board of Directors (the “Board”) of Scholar Rock Holding Corporation (the “Company”), upon the recommendation of its Nominating and Corporate Governance Committee, appointed Akshay Vaishnav, M.D., Ph.D. to join the Board, effective immediately following the Company’s next annual meeting of stockholders scheduled for May 21, 2019 (the “2019 Annual Meeting”). The Board determined that Dr. Vaishnav is independent under the listing standards of NASDAQ and the Company’s corporate governance guidelines. Dr. Vaishnav will serve as a Class III director with a term expiring at the annual meeting of stockholders to be held in 2021. Dr. Vaishnav was also appointed to serve as a member of the Board’s Nominating and Corporate Governance Committee and the Science, Innovation and Technology Committee.

Dr. Vaishnav has served on the Company’s Scientific Advisory Board (“SAB”) since May 2014 and will continue to serve on the SAB pursuant to an Agreement for Member of Scientific Advisory Board (the “SAB Agreement”) between the Company and Dr. Vaishnav, dated May 23, 2014, as amended from time to time. In connection with Dr. Vaishnav’s appointment to the Company’s Board, the SAB Agreement will be further amended to provide that Dr. Vaishnav will no longer receive compensation for his service as a member of the SAB, and that the vesting of all equity awards previously granted to Dr. Vaishnav in connection with his service on the SAB will be accelerated, such that all such equity awards will become fully vested following the 2019 Annual Meeting.

As a non-employee director, Dr. Vaishnav will receive cash compensation and an equity award for his Board service in accordance with the Company’s non-employee director compensation policy (the “Policy”), as amended from time to time. Dr. Vaishnav 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 Dr. Vaishnav and any other persons pursuant to which he was selected as a director. In addition, Dr. Vaishnav will enter 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.

Timothy A. Springer, Ph.D., is a member of the Board and serves as a Class I director. Dr. Springer will continue to serve as a member of the Board until the expiration of his term at the 2019 Annual Meeting and will not stand for re-election upon completion of his term. Dr. Springer’s departure is not the result of any disagreement with the Company on any matter relating to the Company’s operations, policies or practices. Following the expiration of his Board term, Dr. Springer will transition to a scientific advisory role with the Company.

Following the 2019 Annual Meeting, the Company’s Nominating and Corporate Governance Committee will consist of David Hallal (Chair), Jeffrey S. Flier and Dr. Vaishnav, and the Company’s Science, Innovation and Technology Committee will consist of Dr. Flier (Chair), Michael Gilman and Dr. Vaishnav.

On April 30, 2019, the Company issued a press release announcing the changes to the composition of its Board of Directors, effective upon the conclusion of the 2019 Annual Meeting. 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 April 30, 2019, 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: April 30, 2019

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

Scholar Rock Appoints Akshay Vaishnav, M.D., Ph.D. to Its Board of Directors

Timothy A. Springer, Ph.D. will transition to a scientific advisory role

CAMBRIDGE, Mass., April 30, 2019 (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 Akshay Vaishnav M.D., Ph.D. has been appointed to Scholar Rock's Board of Directors, effective May 21, 2019 and that Timothy A. Springer, Ph.D. will transition to a role of scientific advisor to Scholar Rock. Dr. Springer will not be standing for re-election at the Company's upcoming annual shareholder meeting.

Dr. Vaishnav has served on Scholar Rock's Scientific Advisory Board (SAB) since 2014 and will continue to play an active role on the Company's SAB. He is a highly accomplished and proven leader in the biopharmaceutical industry with over two decades of experience in building and leading global research and development organizations and executing clinical trials across multiple product candidates and therapeutic areas.

"Akshay's vast experience in leading successful global research and clinical development programs to regulatory approvals will be a valuable resource to our Board of Directors and management team, especially as we progress the Phase 2 proof-of-concept trial for SRK-015 in Spinal Muscular Atrophy as well as SRK-181 towards a Phase 1 trial in cancer immunotherapy," said David Hallal, Chairman of the Board of Scholar Rock. "On behalf of Scholar Rock's management and Board, I would like to welcome Akshay and extend our thanks to Tim for his significant guidance both scientifically and strategically over the years, helping Scholar Rock reach its discovery and clinical accomplishments to date."

"I am proud that the Scholar Rock team has executed so well on my founding vision that antibodies to TGF β prodomain-growth factor complexes could be therapeutics with greater specificity than previous generations of antibodies to mature growth factors," said Timothy Springer, PhD. "The team has now exemplified this concept with clinical- and development- stage antibodies to myostatin and TGF β 1, respectively and I look forward to Scholar Rock's continued progress towards bringing transformative therapies to patients. I am excited that Akshay, a talented physician-scientist and experienced executive, will be joining the Board and am delighted to continue my interactions with Scholar Rock as a scientific advisor."

"I have witnessed the tremendous potential of Scholar Rock's unique platform over the past few years as part of the SAB and it is an honor to join the Scholar Rock Board during this time of significant momentum," said Dr. Vaishnav. "As the Company continues to advance its pipeline across a wide range of therapeutic areas, I look forward to applying my experiences and insights to help bring these product candidates through development with the goal of meaningfully improving the lives of patients."

Dr. Vaishnav joined Alnylam Pharmaceuticals in 2006 and currently serves as President, Research and Development. Prior to Alnylam, he held various positions of increasing responsibility in clinical research. Dr. Vaishnav received a B.S. from University College Cardiff, U.K., an M.D. from the University of Wales College of Medicine, U.K., and a Ph.D. in molecular immunology from the University of London, U.K. He is a Fellow of the Royal College of Physicians, U.K. Dr. Vaishnav also serves on the Board of Directors for Editas Medicine, Inc.

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 (<https://www.linkedin.com/company/scholar-rock/>).

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 directors to influence Scholar Rock's progress, plans for existing directors, Scholar Rock's ability to develop its pipeline, including its product candidates, the potential of Scholar Rock's platform, 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 Annual Report on Form 10-K for the quarter and year ended December 31, 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.

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