

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Nashat Amir</u>  (Last) (First) (Middle) C/O POLARIS PARTNERS ONE MARINA PARK DRIVE, 10TH FLOOR  (Street) BOSTON MA 02210  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Scholar Rock Holding Corp [ SRRK ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 11/17/2021	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/17/2021		J <sup>(1)</sup>		267,631	D	\$0.00	2,408,680	I	See Footnote <sup>(2)</sup>
Common Stock	11/17/2021		J <sup>(3)</sup>		55,667	A	\$0.00	55,667	I	See Footnote <sup>(4)</sup>
Common Stock	11/17/2021		J <sup>(5)</sup>		55,667	D	\$0.00	0	I	See Footnote <sup>(4)</sup>
Common Stock	11/17/2021		J <sup>(6)</sup>		7,420	A	\$0.00	7,420	D	
Common Stock	11/17/2021		J <sup>(7)</sup>		15,640	D	\$0.00	140,755	I	See Footnote <sup>(8)</sup>
Common Stock	11/17/2021		J <sup>(9)</sup>		182	A	\$0.00	182	I	See Footnote <sup>(10)</sup>
Common Stock	11/17/2021		J <sup>(11)</sup>		160	A	\$0.00	160	I	See Footnote <sup>(4)</sup>
Common Stock	11/17/2021		J <sup>(5)</sup>		160	D	\$0.00	0	I	See Footnote <sup>(4)</sup>
Common Stock	11/17/2021		J <sup>(6)</sup>		21	A	\$0.00	7,441	D	

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)					

Explanation of Responses:

- Represents a distribution, and not a purchase or sale, without additional consideration by Polaris Venture Partners VI, L.P. ("PVP VI") to its partners.
- The reportable securities are owned directly by PVP VI. Polaris Venture Management Co. VI, L.L.C. ("PVM VI") is the general partner of PVP VI and PVM VI is managed by its managing members, one of whom is the Reporting Person and a member of the Issuer's Board of Directors (collectively, the "Managing Members"). PVM VI may be deemed to have sole voting and dispositive power with respect to the shares held by PVP VI and each of the Reporting Person and the other Managing Members may be deemed to have shared voting and dispositive power with respect to the shares held by PVP VI. Each of the Reporting Person, PVM VI and the other Managing Members disclaims beneficial ownership of these securities and this report shall not be deemed an admission that the Reporting Person, PVM VI or any of the other Managing Members is a beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of their respective pecuniary interests therein.
- Represents a change in the form of ownership of PVM VI by virtue of the receipt of shares in the in-kind distribution of common stock of the Issuer for no consideration by PVP VI.
- The reportable securities are owned directly by PVM VI. PVM VI is the general partner of PVP VI and PVM VI is managed by the Managing Members. The Managing Members, one of whom is the Reporting Person who is a member of the Issuer's Board of Directors, may be deemed to have sole voting and dispositive power with respect to the shares held by PVM VI. Each of the Reporting Person and the other Managing Members disclaims beneficial ownership of these securities and this report shall not be deemed an admission that the Reporting Person or any of the other Managing Members is a beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of their respective pecuniary interests therein.
- Represents a distribution, and not a purchase or sale, without additional consideration by PVM VI to its members.
- Represents a change in the form of ownership of the Reporting Person by virtue of the receipt of shares as a result of the in-kind distribution of common stock of the Issuer for no consideration by PVM VI.
- Represents a distribution, and not a purchase or sale, without additional consideration by Polaris Venture Partners Founders' Fund VI, L.P. ("PVPFF VI") to its partners.

8. The reportable securities are owned directly by PVPFF VI. PVM VI is the general partner of PVPFF VI. PVM VI may be deemed to have sole voting and dispositive power with respect to the shares held by PVPFF VI and each of the Reporting Person and the other Managing Members may be deemed to have shared voting and dispositive power with respect to the shares held by PVPFF VI. Each of the Reporting Person, PVM VI and the other Managing Members disclaims beneficial ownership of these securities and this report shall not be deemed an admission that the Reporting Person, PVM VI or any of the other Managing Members is a beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of their respective pecuniary interests therein.

9. Represents a change in the form of ownership of the Reporting Person by virtue of the receipt of shares as a result of the in-kind distribution of common stock of the Issuer for no consideration by PVPFF VI.

10. The reportable securities are owned by North Star Profit Sharing Trust for the benefit of the Reporting Person.

11. Represents a change in the form of ownership of PVM VI by virtue of the receipt of shares as a result of the in-kind distribution of common stock of the Issuer for no consideration by PVPFF VI.

**Remarks:**

/s/ Lauren Crockett, Attorney-  
in-Fact for Amir Nashat

11/19/2021

\*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* 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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