

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 23, 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))

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, par value \$0.001 per share	SRRK	The Nasdaq Global Market

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 5.07. Submission of Matters to a Vote of Security Holders.**

On May 21, 2019, Scholar Rock Holding Corporation (the “Company”) held its annual meeting of stockholders (the “Annual Meeting”) to consider and vote on the two proposals set forth below, each of which is described in greater detail in the Company’s definitive proxy statement filed with the U.S. Securities and Exchange Commission on April 30, 2019. The final voting results are set forth below.

**Proposal 1 – Election of Directors**

The stockholders elected each of the two persons named below to serve as a Class I director of the Company for a three-year term that expires at the Company’s annual meeting of stockholders in 2022 and until his successor has been duly elected and qualified, subject to his earlier death, resignation or removal. The results of such vote were as follows:

<b>Director Name</b>	<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>
Nagesh K. Mahanthappa, Ph.D.	18,547,169	1,514,528	3,236
Edward H. Myles	20,053,090	8,517	3,326

**Proposal 2 – Ratification of Appointment of Independent Registered Public Accounting Firm**

The stockholders ratified the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2019. The results of such vote were as follows:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>
20,062,882	2,051	0

**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.

Date: May 23, 2019

**Scholar Rock Holding Corporation**

By: /s/ Junlin Ho

Junlin Ho  
VP, Head of Corporate Legal

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