# UNITED STATES
# SECURITIES AND EXCHANGE COMMISSION
**WASHINGTON, D.C. 20549**

# SCHEDULE 14A INFORMATION

**Proxy Statement Pursuant to Section 14(a) of the**
**Securities Exchange Act of 1934**
(Amendment No. )

Filed by the Registrant ☒
Filed by a Party other than the Registrant ☐

Check the appropriate box:

☐ Preliminary Proxy Statement
☐ Confidential, for Use of the SEC Only (As Permitted by Rule 14a-6(e)(2))
☐ Definitive Proxy Statement
☒ Definitive Additional Materials
☐ Soliciting Material Pursuant to § 240.14a-12

# SCHOLAR ROCK HOLDING CORPORATION
**(Name of Registrant as Specified in Its Charter)**

**(Name of Person(s) Filing Proxy Statement, if other than the Registrant)**

Payment of Filing Fee (Check the appropriate box):

☒ No fee required.
☐ Fee paid previously with preliminary materials.
☐ Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.

**SUPPLEMENT TO DEFINITIVE PROXY STATEMENT**
**FOR THE SPECIAL MEETING OF STOCKHOLDERS**
**TO BE HELD ON MAY 22, 2025**
**EXPLANATORY NOTE**

On April 11, 2025, Scholar Rock Holding Corporation (the "Company"), filed with the Securities and Exchange Commission (the "SEC") a definitive proxy statement on Schedule 14A (the "Proxy Statement") relating to the Company's Annual Meeting of Stockholders (the "Annual Meeting") to be held on May 22, 2025 at 12:00 noon Eastern Time. As previously disclosed, the board of directors of the Company has fixed the close of business on March 26, 2025, as the record date (the "Record Date") for determining stockholders entitled to vote at the Annual Meeting and at any adjournment(s) or postponement(s) thereof. Capitalized terms used in this supplement to the Proxy Statement (the "Supplement") without definition have the same meanings as set forth in the Proxy Statement.

**WITHDRAWAL OF NOMINEE FOR ELECTION TO THE BOARD OF DIRECTORS**

As noted in the Current Report on Form 8-K filed by the Company on April 28, 2025 (the "Form 8-K"), subsequent to the filing of the Proxy Statement, Jay T. Backstrom transitioned from the Company's Chief Executive Officer and President, to Senior Advisor effective as of April 27, 2025, and resigned as a director of the Board and all committees thereto, effective as of April 27, 2024. Following Dr. Backstrom's resignation, the Board has reduced its size to nine directors.

Among other items in the Proxy Statement, the Company asked its stockholders to vote on the election of three director nominees to the Board, which included Dr. Backstrom. In connection with his resignation from the Board, Dr. Backstrom's name has been withdrawn as a director nominee for re-election to the Board at the Annual Meeting. The Board has not nominated a substitute director for election at the Annual Meeting in lieu of Dr. Backstrom, and accordingly, two director nominees will be considered for election at the Annual Meeting.

The Board continues to recommend a vote "FOR" each of the remaining two director nominees: Srinivas Akkaraju, M.D., Ph.D. and M.P.H. and Joshua Reed, each of whom are current members of the Board.

In connection with Dr. Backstrom's departure, the Board appointed David Hallal, current Chairman of the Board, as the Company's Chief Executive Officer effective as of April 27, 2025. The Board also appointed Akshay Vaishnaw, a current member of the Board, as President of Research & Development for the Company, R. Keith Woods as the Company's Chief Operating Officer and Vikas Sinha as the Company's Chief Financial Officer in each case effective on April 27, 2025. For more information, please see the Form 8-K.

**SUBMISSION OF PROXIES; VOTING**

Due to Dr. Backstrom's departure, Dr. Backstrom will no longer serve as a proxy holder at the Annual Meeting. Junlin Ho was also designated by the Board to vote the shares represented by proxy at the Annual Meeting, with the power to appoint her substitute. As set forth in the Proxy Statement, Ms. Ho will vote the shares represented by each valid and timely received proxy in accordance with the stockholder's instructions, or if no instructions are specified, in accordance with the recommendations of the Board as described in the Proxy Statement. If any other matter properly comes before the Annual Meeting, Ms. Ho will vote on that matter in her discretion.

If you have already voted, you are not required to take any action, unless you would like to change your vote. Your previously submitted proxy will be voted at the Annual Meeting in the same manner as you instructed previously. If you have already voted and submit a new proxy, your new proxy will supersede the one you previously submitted.

This Supplement should be read in conjunction with the Proxy Statement. Except as specifically amended or supplemented by the information contained herein, this Supplement does not otherwise modify, amend or supplement the Proxy Statement, and the information contained in the Proxy Statement should be considered in voting your shares. If you have already returned your proxy card or provided voting instructions, you do not need to take any action unless you wish to change your vote. Information on how to vote your shares and revoke already submitted proxies is available in the Proxy Statement.

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE SPECIAL MEETING OF STOCKHOLDERS TO BE HELD ON MAY 22, 2025:**

The Proxy Statement is available for viewing, printing and downloading at *www.scholarrock.com.*