

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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* <b>SPRINGER TIMOTHY A</b>  (Last) (First) (Middle) <b>C/O SCHOLAR ROCK HOLDING CORPORATION</b> <b>620 MEMORIAL DRIVE, 2ND FLOOR</b>  (Street) <b>CAMBRIDGE MA 02139</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>Scholar Rock Holding Corp [ SRRK ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <b>05/29/2018</b>	
	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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/29/2018		C		350,287	A	(1)	1,138,433	D	
Common Stock	05/29/2018		C		522,556	A	(1)	1,660,989	D	
Common Stock	05/29/2018		C		507,662	A	(1)	2,168,651	D	
Common Stock	05/29/2018		C		733,808	A	(1)	2,902,459	D	
Common Stock	05/29/2018		C		299,632	A	(1)	3,202,091	D	
Common Stock	05/29/2018		P		71,428	A	\$14	3,273,519	D	
Common Stock	05/29/2018		C		275,903	A	(1)	275,903	I	By TAS Partners, LLC <sup>(2)</sup>

**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)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series A-1 Preferred	(1)	05/29/2018		C		1,000,000		(1)	(1)	Common Stock	350,287	(1)	0	D	
Series A-2 Preferred	(1)	05/29/2018		C		1,491,792		(1)	(1)	Common Stock	522,556	(1)	0	D	
Series A-3 Preferred	(1)	05/29/2018		C		1,449,275		(1)	(1)	Common Stock	507,662	(1)	0	D	
Series B Preferred	(1)	05/29/2018		C		2,094,875		(1)	(1)	Common Stock	733,808	(1)	0	D	
Series C Preferred	(1)	05/29/2018		C		855,391		(1)	(1)	Common Stock	299,632	(1)	0	D	
Series A-4 Preferred	(1)	05/29/2018		C		787,649		(1)	(1)	Common Stock	275,903	(1)	0	I	By TAS Partners, LLC <sup>(2)</sup>

**Explanation of Responses:**

- Each share of Preferred Stock automatically converted into Common Stock, for no payment or additional consideration, on a 2.8548-for-1 basis at the closing of the Issuer's initial public offering on May 29, 2018 and had no expiration date.
- Timothy Springer is the Managing Member of TAS Partners, LLC.

/s/ Junlin Ho, Attorney-in-Fact 05/31/2018  
for Timothy Springer

\*\* 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.