## SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

# Schedule 13G

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b) (Amendment No. 1)

## **Scholar Rock Holding Corporation**

(Name of Issuer)

Common Stock, par value \$0.001 per share (Title of Class of Securities)

> 80706P103 (CUSIP Number)

**December 31, 2021** (Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- □ Rule 13d-1(b)
- $\Box$  Rule 13d-1(c)
- ⊠ Rule 13d-1(d)
- \* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

CUSI	P #80706P103			Page 2 of 13			
1	NAME OF I	REPO	ORTING PERSONS				
	Polaris Venture Partners VI, L.P.						
2	2   CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP     (a) □   (b) ⊠						
	., .						
3	SEC USE O	NLY					
4	CITIZENSH	IP C	DR PLACE OF ORGANIZATION				
	Delaware						
		5	SOLE VOTING POWER				
N	UMBER OF		2,408,680 (1)				
	SHARES	6	SHARED VOTING POWER				
	NEFICIALLY WNED BY		0				
R	EACH EPORTING	7	SOLE DISPOSITIVE POWER				
	PERSON WITH		2,408,680 (1)				
	WIIH	8	SHARED DISPOSITIVE POWER				
			0				
9	AGGREGAT	ΓΕΑ	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
10	2,408,680 (1		THE ACCRECATE AMOUNT IN DOU/ (A) EVEL UDES CERTAIN (MARES				
10	CHECK BU	X IF	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES				
11	Image: 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9						
11		JFC	LASS REPRESENTED BY AMOUNT IN ROW 9				
12	6.9% (2) TYPE OF REPORTING PERSON						
14	-	LFU					
	PN						

(1) All such are held of record by PVP VI (as defined in Item 2(a) below). PVM VI (as defined in Item 2(a) below), the general partner of PVP VI, may be deemed to have voting, investment and dispositive power with respect to these securities. David Barrett, Brian Chee, Jonathan A. Flint, Terrance G. McGuire, Amir Nashat, a member of the Issuer's board of directors, and Bryce Youngren are the managing members of PVM VI and may each be deemed to share voting, investment and dispositive power with respect to these securities.

Based on 35,108,133 shares of the Issuer's Common Stock outstanding as of November 4, 2021, as reported by the Issuer in its Form 10-Q for the (2) quarter ended September 30, 2021, filed with the US Securities and Exchange Commission on November 9, 2021 (the "Form 10-Q").

CUSI	SIP #80706P103     Page 3 of 1						
1	NAME OF I	REPO	ORTING PERSONS				
	Polaris Venture Partners Founders' Fund VI, L.P.						
2		EAI 5) 🗵	PPROPRIATE BOX IF A MEMBER OF A GROUP				
3	SEC USE O	NLY					
4	CITIZENSH	IP C	OR PLACE OF ORGANIZATION				
	Delaware						
		5	SOLE VOTING POWER				
N	UMBER OF		140,755 (1)				
	SHARES	6	SHARED VOTING POWER				
	NEFICIALLY WNED BY		0				
	EACH	7	SOLE DISPOSITIVE POWER				
	EPORTING PERSON		140,755 (1)				
	WITH	8	SHARED DISPOSITIVE POWER				
			0				
9	AGGREGAT	ΓΕ Α	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	140,755 (1)						
10		CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES					
		OF C	LASS REPRESENTED BY AMOUNT IN ROW 9				
	0.4% (2)						
12							
	PN						
	111						

(1) All such are held of record by PVPFF VI (as defined in Item 2(a) below). PVM VI, the general partner of PVPFF VI, may be deemed to have voting, investment and dispositive power with respect to these securities. David Barrett, Brian Chee, Jonathan A. Flint, Terrance G. McGuire, Amir Nashat, a member of the Issuer's board of directors, and Bryce Youngren are the managing members of PVM VI and may each be deemed to share voting, investment and dispositive power with respect to these securities.

Based on 35,108,133 shares of the Issuer's Common Stock outstanding as of November 4, 2021, as reported by the Issuer in the Form 10-Q. (2)

CUSI	JSIP #80706P103 Page 4 of 13						
1	NAME OF I	REP	ORTING PERSONS				
	Polaris Venture Management Co VI, L.L.C.						
2	CHECK TH	E Al	PPROPRIATE BOX IF A MEMBER OF A GROUP				
	(a) 🗌 (l	b) 🗵					
3	SEC USE O	NLY	·				
4	CITIZENSU		DR PLACE OF ORGANIZATION				
4	CHIZENSE		JR PLACE OF ORGANIZATION				
	Delaware	-					
		5	SOLE VOTING POWER				
N	UMBER OF		2,549,435 (1)				
	SHARES NEFICIALLY	6	SHARED VOTING POWER				
	WNED BY		0				
R	EACH EPORTING	7	SOLE DISPOSITIVE POWER				
	PERSON		2,549,435 (1)				
	WITH	8	SHARED DISPOSITIVE POWER				
			0				
9	AGGREGA	ГЕ А	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	2,549,435 (1	.)					
10	CHECK BO	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES					
11	PERCENT (	OF C	LASS REPRESENTED BY AMOUNT IN ROW 9				
	7.3% (2)						
12		EPO	RTING PERSON				
	00						
<u> </u>							

CUSI	P#80706P103			Page 5 of 13		
1	NAME OF REPORTING PERSONS					
	David Barrett					
2		EAI b) 🗵	PPROPRIATE BOX IF A MEMBER OF A GROUP			
	(a) 🗆 (i	0) 🗠	Let a set			
3	SEC USE O	NLY	·			
4	CITIZENSE	IIP C	DR PLACE OF ORGANIZATION			
	United State	s				
		5	SOLE VOTING POWER			
N	UMBER OF		0			
	SHARES	6	SHARED VOTING POWER			
	NEFICIALLY WNED BY		2,549,435 (1)			
D	EACH EPORTING	7	SOLE DISPOSITIVE POWER			
	PERSON		0			
	WITH	8	SHARED DISPOSITIVE POWER			
			2,549,435 (1)			
9	AGGREGA	ΓΕ Α	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	2,549,435 (1					
10	10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES					
11	PERCENT (	OF C	CLASS REPRESENTED BY AMOUNT IN ROW 9			
	7.3% (2)					
12	TYPE OF REPORTING PERSON					
	IN					

CUSI	P #80706P103			Page 6 of 13				
1	NAME OF REPORTING PERSONS							
	Brian Chee							
2	2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP							
	(a) 🗆 (	U) 🗠	1					
3	SEC USE O	NLY						
4	CITIZENSE	HIP C	DR PLACE OF ORGANIZATION					
	United State	S						
		5	SOLE VOTING POWER					
N	UMBER OF		0					
	SHARES	6	SHARED VOTING POWER					
	NEFICIALLY WNED BY		2,549,435 (1)					
	EACH	7	SOLE DISPOSITIVE POWER					
	EPORTING PERSON		0					
	WITH	8	SHARED DISPOSITIVE POWER					
			2,549,435 (1)					
9	AGGREGA	ΓE A	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
	2,549,435 (1	.)						
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHAR		THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES						
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9								
	7.3% (2)							
12		EPO	RTING PERSON					
	IN	IN						
LI								

CUSI	P#80706P103			Page 7 of 13			
1	NAME OF REPORTING PERSONS						
	Jonathan A.						
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) □ (b) ⊠						
	(a) 🗆 (i	0) 🗠					
3	SEC USE O	NLY	7				
4	CITIZENSH	IIP C	DR PLACE OF ORGANIZATION				
	United State	s					
		5	SOLE VOTING POWER				
N	UMBER OF		0				
	SHARES	6	SHARED VOTING POWER				
	NEFICIALLY WNED BY		2,549,435 (1)				
	EACH	7	SOLE DISPOSITIVE POWER				
	EPORTING PERSON		0				
	WITH	8	SHARED DISPOSITIVE POWER				
			2,549,435 (1)				
9	AGGREGA	ГЕ А	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	2,549,435 (1	)					
10		HECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES					
11							
	7 20/ (2)						
12	7.3% (2) TYPE OF R	EPO	PRTING PERSON				
	IN						

(1) 2,408,680 of such shares are held of record by PVP VI and 140,755 of such shares are held of record by PVPFF VI. PVM VI, the general partner of each of PVP VI and PVPFF VI, may be deemed to have voting, investment and dispositive power with respect to these securities. David Barrett, Brian Chee, Jonathan A. Flint, Terrance G. McGuire, Amir Nashat, a member of the Issuer's board of directors, and Bryce Youngren are the managing members of PVM VI and may each be deemed to share voting, investment and dispositive power with respect to these securities.

Based on 25,237,160 shares of Common Stock outstanding as of November 1, 2018, as reported by the Issuer in its Form 10-Q for the quarter (2) ended September 30, 2018, filed with the Securities and Exchange Commission on November 8, 2018.

CUSI	P #80706P103			Page 8 of 13		
1	NAME OF REPORTING PERSONS					
	Terrance G.					
2		EAI	PPROPRIATE BOX IF A MEMBER OF A GROUP			
	., .					
3	SEC USE O	NLY				
4	CITIZENSH	IIP C	DR PLACE OF ORGANIZATION			
	United State					
		5	SOLE VOTING POWER			
	UMBER OF		0			
	SHARES NEFICIALLY	6	SHARED VOTING POWER			
C	WNED BY EACH	7	2,549,435 (1) SOLE DISPOSITIVE POWER			
	EPORTING	/	SOLE DISPOSITIVE POWER			
	PERSON WITH	8	0 SHARED DISPOSITIVE POWER			
		0				
9	AGGREGA	ΓΕ Α	2,549,435 (1) MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	2,549,435 (1	`				
10			THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES			
11		OF C	CLASS REPRESENTED BY AMOUNT IN ROW 9			
	7.3% (2)					
12						
	IN					

CUSII	CUSIP #80706P103     Page 9 of 13						
1	NAME OF I	REPO	ORTING PERSONS				
	Amir Nashat						
2		EAI 5) 🗵	PPROPRIATE BOX IF A MEMBER OF A GROUP				
3	SEC USE O		7				
5							
4	CITIZENSH	IP C	DR PLACE OF ORGANIZATION				
	United State	-					
		5	SOLE VOTING POWER				
N	UMBER OF		50,915 (1)				
	SHARES NEFICIALLY	6	SHARED VOTING POWER				
	WNED BY		2,549,435 (2)				
	EACH EPORTING	7	SOLE DISPOSITIVE POWER				
	PERSON WITH	8	50,915 (1) SHARED DISPOSITIVE POWER				
		0	SHARED DISPOSITIVE POWER				
9	ACCRECA	FF A	2,549,435 (2) MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
5							
10	2,600,350 (1 CHECK BO		THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES				
_							
11	Image: 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9						
	7 40/ (2)						
12	7.4% (3) TYPE OF R	EPO	PRTING PERSON				
	IN						
	,						

Consists of (i) 7,441 shares held of record directly by Amir Nashat and (ii) 43,474 shares subject to stock option awards that have been granted to (1) Amir Nashat in his capacity as a director of the Issuer and that are exercisable as of or within 60 days of December 31, 2021.

2,408,680 of such shares are held of record by PVP VI, 140,755 of such shares are held of record by PVPFF VI. PVM VI, the general partner of (2)each of PVP VI and PVPFF VI, may be deemed to have voting, investment and dispositive power with respect to the shares held by PVP VI and PVPFF VI. David Barrett, Brian Chee, Jonathan A. Flint, Terrance G. McGuire, Amir Nashat, a member of the Issuer's board of directors, and Bryce Youngren are the managing members of PVM VI and may each be deemed to share voting, investment and dispositive power with respect to these securities.

Based on 35,159,048 shares of the Issuer's Common Stock, calculated as follows: (i) 35,108,133 shares of the Issuer's Common Stock outstanding (3) as of November 4, 2021, as reported by the Issuer in the Form 10-Q plus (ii) 50,915 shares of the Issuer's Common Stock subject to stock option awards that have been granted to Amir Nashat in his capacity as a director of the Issuer and that are exercisable as of or within 60 days of December 31, 2021.

CUSI	P #80706P103			Page 10 of 13		
1	NAME OF REPORTING PERSONS					
	Bryce Youngren					
2	CHECK TH		PROPRIATE BOX IF A MEMBER OF A GROUP			
	., .	ĺ				
3	SEC USE O	NLY				
4	CITIZENSH	HIP C	OR PLACE OF ORGANIZATION			
	United State	S				
		5	SOLE VOTING POWER			
N	UMBER OF		0			
	SHARES NEFICIALLY	6	SHARED VOTING POWER			
	WNED BY		2,549,435 (1)			
R	EACH EPORTING	7	SOLE DISPOSITIVE POWER			
	PERSON WITH		0			
	**1111	8	SHARED DISPOSITIVE POWER			
9	ACCRECA		2,549,435 (1) MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
9	AGGREGA	IE A	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
10	2,549,435 (1 CHECK BO		THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES			
10						
11	11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9					
	7 20/ (2)					
12	7.3% (2) TYPE OF R	EPO	RTING PERSON			
	IN					
	11.1					

(1) 2,408,680 of such shares are held of record by PVP VI and 140,755 of such shares are held of record by PVPFF VI. PVM VI, the general partner of each of PVP VI and PVPFF VI, may be deemed to have voting, investment and dispositive power with respect to these securities. David Barrett, Brian Chee, Jonathan A. Flint, Terrance G. McGuire, Amir Nashat, a member of the Issuer's board of directors, and Bryce Youngren are the managing members of PVM VI and may each be deemed to share voting, investment and dispositive power with respect to these securities.

Based on 35,108,133 shares of the Issuer's Common Stock outstanding as of November 4, 2021, as reported by the Issuer in the Form 10-Q. (2)

#### SCHEDULE 13G

#### CUSIP #80706P103

Introductory Note: This Amendment No. 1 (the "Amendment") amends and supplements the Schedule 13G originally filed by the Reporting Persons with the United States Securities and Exchange Commission (the "Commission") on February 14, 2019 (the "Original Schedule 13G"). Only those items that are hereby reported are amended; all other items reported in the Original Schedule 13G remain unchanged. Information given in response to each item shall be deemed incorporated by reference in all other items, as applicable. Capitalized terms not defined in this Amendment have the meanings ascribed to them in the Original Schedule 13G.

ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

301 Binney Street, 3rd Floor

Cambridge, MA 02142

#### ITEM 4. OWNERSHIP

The approximate percentages of Common Stock reported as beneficially owned by the Reporting Persons are based upon 35,108,133 shares of the Issuer's Common Stock outstanding as of November 4, 2021, as reported on the Form 10-Q.

The following information with respect to the ownership of the common stock of the Issuer by the Reporting Persons filing this Statement is provided as of December 31, 2021:

(a) Amount beneficially owned:

See Row 9 of cover page for each Reporting Person.

(b) Percent of Class:

See Row 11 of cover page for each Reporting Person.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

See Row 5 of cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

(iv) <u>Shared power to dispose or to direct the disposition of</u>:

See Row 8 of cover page for each Reporting Person.

#### SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 11, 2022

#### POLARIS VENTURE PARTNERS VI, L.P.

By: Polaris Venture Management Co. VI, L.L.C.

By: \*

Authorized Signatory

POLARIS VENTURE PARTNERS FOUNDERS' FUND VI, L.P.

By: Polaris Venture Management Co. VI, L.L.C.

By: \*

Authorized Signatory

### POLARIS VENTURE MANAGEMENT CO. VI, L.L.C.

By: \*

Authorized Signatory

## JONATHAN A. FLINT

By: \*

Jonathan A. Flint

#### TERRANCE G. MCGUIRE

By: \*

Terrance G. McGuire

#### BRYCE YOUNGREN

By: \*

Bryce Youngren

#### DAVID BARRETT

By: \*

David Barrett

#### BRIAN CHEE

By: \*

Brian Chee

AMIR NASHAT

By: \* Amir Nashat

\*By: /s/ Lauren Crockett

Name: Lauren Crockett Attorney-in-Fact

[This Schedule 13G was executed pursuant to a Power of Attorney. Note that copies of the applicable Powers of Attorney are already on file with the appropriate agencies.]