SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 9)*

Scholar Rock Holding Corporation

(Name of Issuer)

Common Stock, par value $0.001 per share

(Title of Class of Securities)

80706P103

(CUSIP Number)

12/31/2024

(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)
- ☑ Rule 13d-1(c)
- ☐ Rule 13d-1(d)

SCHEDULE 13G

CUSIP No. 80706P103

1	Names of Reporting Persons Redmile Group, LLC
2	Check the appropriate box if a member of a Group (see instructions) ☐ (a) ☐ (b)
3	Sec Use Only
4	Citizenship or Place of Organization DELAWARE

Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 0.00
	6	Shared Voting Power 9,885,124.00
	7	Sole Dispositive Power 0.00
	8	Shared Dispositive Power 9,885,124.00
9		Aggregate Amount Beneficially Owned by Each Reporting Person 9,885,124.00
10		Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) ☐
11		Percent of class represented by amount in row (9) 9.9 %
12		Type of Reporting Person (See Instructions) IA, OO

Comment for Type of Reporting Person: Redmile Group, LLC's beneficial ownership of the Issuer's common stock ("Common Stock") is comprised of 4,549,881 shares of Common Stock owned by certain private investment vehicles managed by Redmile Group, LLC (the "Redmile Funds"), including RedCo II Master Fund, L.P. ("RedCo II"). Subject to the Beneficial Ownership Blocker (as defined below), Redmile Group, LLC may also be deemed to beneficially own 9,355,102 shares of Common Stock issuable upon exercise of certain Warrants to Purchase Common Stock (the "Warrants"). Pursuant to the terms of the Warrants, the Issuer may not effect any exercise of any Warrant, and a holder of a Warrant does not have the right to exercise any portion of the Warrant held by such holder, to the extent that, after giving effect to the attempted exercise set forth in a notice of exercise, such holder, together with such holder's affiliates and any other person whose beneficial ownership of Common Stock would be aggregated with such holder's for the purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the applicable regulations of the Securities and Exchange Commission (the "SEC"), including any "group" of which such holder is a member, would beneficially own a number of shares of Common Stock in excess of the Beneficial Ownership Limitation (the "Beneficial Ownership Blocker"). The "Beneficial Ownership Limitation" is 9.99% of the shares of Common Stock then issued and outstanding, which percentage may be changed at a holder's election upon 61 days' notice to the Issuer. The 9,885,124 shares of Common Stock reported as beneficially owned by Redmile Group, LLC in this Schedule 13G represents 9.99% of the outstanding shares of Common Stock (calculated in accordance with the footnote below). The reported securities may be deemed beneficially owned by Redmile Group, LLC as investment manager of the Redmile Funds. The reported securities may also be deemed beneficially owned by Jeremy C. Green as the principal of Redmile Group, LLC. Redmile Group, LLC and Mr. Green each disclaim beneficial ownership of these shares, except to the extent of its or his pecuniary interest in such shares, if any. Percentage based on (i) 93,614,951 shares of Common Stock outstanding as of November 7, 2024, as reported by the Issuer in its Form 10-Q for the quarterly period ended September 30, 2024 filed with the SEC on November 12, 2024 (the "Form 10-Q"), plus (ii) 5,335,243 shares of Common Stock issuable upon exercise of certain of the Warrants, which due to the Beneficial Ownership Limitation is the maximum number of shares that could be issued upon exercise of the Warrants.

SCHEDULE 13G

CUSIP No. 80706P103

1		Names of Reporting Persons Jeremy C. Green
2		Check the appropriate box if a member of a Group (see instructions) ☐ (a) ☐ (b)

3	Sec Use Only	
4	Citizenship or Place of Organization UNITED KINGDOM	
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 0.00
	6	Shared Voting Power 9,885,124.00
	7	Sole Dispositive Power 0.00
	8	Shared Dispositive Power 9,885,124.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person 9,885,124.00	
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) ☐	
11	Percent of class represented by amount in row (9) 9.9 %	
12	Type of Reporting Person (See Instructions) HC, IN	

Comment for Type of Reporting Person: Jeremy C. Green's beneficial ownership of Common Stock is comprised of 4,549,881 shares of Common Stock owned by the Redmile Funds, including RedCo II. Subject to the Beneficial Ownership Blocker, Mr. Green may also be deemed to beneficially own 9,355,102 shares of Common Stock issuable upon exercise of the Warrants. Pursuant to the terms of the Warrants, the Issuer may not effect any exercise of any Warrant, and a holder of a Warrant does not have the right to exercise any portion of the Warrant held by such holder, if the Beneficial Ownership Blocker applies. The 9,885,124 shares of Common Stock reported as beneficially owned by Mr. Green in this Schedule 13G represents 9.99% of the outstanding shares of Common Stock (calculated in accordance with the footnote below). The reported securities may be deemed beneficially owned by Redmile Group, LLC as investment manager of the Redmile Funds. The reported securities may also be deemed beneficially owned by Jeremy C. Green as the principal of Redmile Group, LLC. Redmile Group, LLC and Mr. Green each disclaim beneficial ownership of these shares, except to the extent of its or his pecuniary interest in such shares, if any. Percentage based on (i) 93,614,951 shares of Common Stock outstanding as of November 7, 2024, as reported by the Issuer in the Form 10-Q, plus (ii) 5,335,243 shares of Common Stock issuable upon exercise of certain of the Warrants, which due to the Beneficial Ownership Limitation is the maximum number of shares that could be issued upon exercise of the Warrants.

SCHEDULE 13G

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1	Names of Reporting Persons RedCo II Master Fund, L.P.	
2	Check the appropriate box if a member of a Group (see instructions) ☐ (a) ☐ (b)	
3	Sec Use Only	
4	Citizenship or Place of Organization CAYMAN ISLANDS	
Number of Shares	5	Sole Voting Power

Beneficially Owned by Each Reporting Person With:	6	Shared Voting Power 6,794,658.00
	7	Sole Dispositive Power 0.00
	8	Shared Dispositive Power 6,794,658.00
9		Aggregate Amount Beneficially Owned by Each Reporting Person 6,794,658.00
10		Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) ☐
11		Percent of class represented by amount in row (9) 6.9 %
12		Type of Reporting Person (See Instructions) PN, FI

Comment for Type of Reporting Person: RedCo II's beneficial ownership of the Issuer's Common Stock is comprised of 1,459,415 shares of Common Stock. Subject to the Beneficial Ownership Blocker, RedCo II also beneficially owns 9,355,102 shares of Common Stock issuable upon exercise of the Warrants directly held by RedCo II. Pursuant to the terms of the Warrants, the Issuer may not effect any exercise of any Warrant, and a holder of a Warrant does not have the right to exercise any portion of the Warrant held by such holder, if the Beneficial Ownership Blocker applies. The shares of Common Stock reported as beneficially owned by RedCo II in this Schedule 13G represent the shares of Common Stock held directly by RedCo II and the 5,335,243 shares of Common Stock that could be issued to RedCo II upon exercise of certain of the Warrants directly held by RedCo II under the Beneficial Ownership Blocker. Percentage based on: (i) 93,614,951 shares of Common Stock outstanding as of November 7, 2024, as reported by the Issuer in the Form 10-Q plus (ii) 5,335,243 shares of Common Stock issuable upon exercise of certain of the Warrants, which due to the Beneficial Ownership Limitation is the maximum number of shares that could be issued upon exercise of the Warrants.

SCHEDULE 13G

Item 1.		
	(a)	Name of issuer: Scholar Rock Holding Corporation
	(b)	Address of issuer's principal executive offices: 301 Binney Street, 3rd Floor, Cambridge, MA 02142
Item 2.		
	(a)	Name of person filing: Redmile Group, LLC Jeremy C. Green RedCo II Master Fund, L.P.
	(b)	Address or principal business office or, if none, residence: Redmile Group, LLC One Letterman Drive Building D, Suite D3-300 The Presidio of San Francisco San Francisco, California 94129 Jeremy C. Green c/o Redmile Group, LLC (NY Office) 45 W. 27th Street, Floor 11 New York, NY 10001 RedCo II Master Fund, L.P. c/o Redmile Group, LLC One Letterman Drive Building D, Suite D3-300 The Presidio of San Francisco San Francisco, California 94129
	(c)	Citizenship: Redmile Group, LLC: Delaware Jeremy C. Green: United Kingdom RedCo II Master Fund, L.P.: Cayman Islands
	(d)	Title of class of securities: Common Stock, par value $0.001 per share

(e) CUSIP No.:

80706P103

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

(a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);

(b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);

(c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);

(d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);

(e) ☐ An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);

(f) ☐ An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);

(g) ☐ A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);

(h) ☐ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

(i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j) ☐ A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:

(k) ☐ Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K).

Item 4. Ownership

(a) Amount beneficially owned:

Redmile Group, LLC - 9,885,124 (1) Jeremy C. Green - 9,885,124 (1) RedCo II Master Fund, L.P. - 6,794,658 (3)

(b) Percent of class:

Redmile Group, LLC - 9.9% (2) Jeremy C. Green - 9.9% (2) RedCo II Master Fund, L.P. - 6.9% (2) %

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

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

Redmile Group, LLC - 0 Jeremy C. Green - 0 RedCo II Master Fund, L.P. - 0

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

Redmile Group, LLC - 9,885,124 (1) Jeremy C. Green - 9,885,124 (1) RedCo II Master Fund, L.P. - 6,794,658 (3)

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

Redmile Group, LLC - 0 Jeremy C. Green - 0 RedCo II Master Fund, L.P. - 0

(iv) Shared power to dispose or to direct the disposition of:

Redmile Group, LLC - 9,885,124 (1) Jeremy C. Green - 9,885,124 (1) RedCo II Master Fund, L.P. - 6,794,658 (3) (1) Redmile Group, LLC's and Jeremy C. Green's beneficial ownership of Common Stock is comprised of 4,549,881 shares of Common Stock owned by the Redmile Funds, including RedCo II. Subject to the Beneficial Ownership Blocker, Redmile Group, LLC and Mr. Green may also be deemed to beneficially own 9,355,102 shares of Common Stock issuable upon exercise of the Warrants. Pursuant to the terms of the Warrants, the Issuer may not effect any exercise of any Warrant, and a holder of a Warrant does not have the right to exercise any portion of the Warrant held by such holder, if the Beneficial Ownership Blocker applies. The 9,885,124 shares of Common Stock reported as beneficially owned by Redmile Group, LLC and Mr. Green in this Schedule 13G represents 9.99% of the outstanding shares of Common Stock (calculated in accordance with footnote (2) below). The reported securities may be deemed beneficially owned by Redmile Group, LLC as investment manager of the Redmile Funds. The reported securities may also be deemed beneficially owned by Jeremy C. Green as the principal of Redmile Group, LLC. Redmile Group, LLC and Mr. Green each disclaim beneficial ownership of these shares, except to the extent of its or his pecuniary interest in such shares, if any. (2) Percentage based on (i) 93,614,951 shares of Common Stock outstanding as of November 7, 2024, as reported by the Issuer in the Form 10-Q, plus (ii) 5,335,243 shares of Common Stock issuable upon exercise of certain of the Warrants, which due to the Beneficial Ownership Limitation is the maximum number of shares that could be issued upon exercise of the Warrants. (3) RedCo II's beneficial ownership of the Issuer's Common Stock is comprised of 1,459,415 shares of Common Stock. Subject to the Beneficial Ownership Blocker, RedCo II also beneficially owns 9,355,102 shares of Common Stock issuable upon exercise of the Warrants directly held by RedCo II. Pursuant to the terms of the Warrants, the Issuer may not effect any exercise of any Warrant, and a holder of a Warrant does not have the right to exercise any portion of the Warrant held by such holder, if the Beneficial Ownership Blocker applies. The shares of Common Stock reported as beneficially owned by RedCo

II in this Schedule 13G represent the shares of Common Stock held directly by RedCo II and the 5,335,243 shares of Common Stock that could be issued to RedCo II upon exercise of certain of the Warrants directly held by RedCo II under the Beneficial Ownership Blocker.

Item 5. Ownership of 5 Percent or Less of a Class.

Item 6. Ownership of more than 5 Percent on Behalf of Another Person.

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

If a parent holding company has filed this schedule, pursuant to Rule 13d-1(b)(ii)(G), so indicate under Item 3(g) and attach an exhibit stating the identity and the Item 3 classification of the relevant subsidiary. If a parent holding company has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identification of the relevant subsidiary.

See the response to Item 4.

Item 8. Identification and Classification of Members of the Group.

Not Applicable

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certifications:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under ?? 240.14a-11.

SIGNATURE

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.

Redmile Group, LLC

Signature: /s/ Jeremy C. Green
Name/Title: Managing Member
Date: 02/14/2025

Jeremy C. Green

Signature: /s/ Jeremy C. Green
Name/Title: Jeremy C. Green
Date: 02/14/2025

RedCo II Master Fund, L.P.

Signature: /s/ Jeremy C. Green
Name/Title: Managing Member of RedCo II (GP), LLC, general partner of RedCo II Master Fund, L.P.
Date: 02/14/2025