



### **Item 3.03. Material Modification to Rights of Security Holders.**

As further described under Item 5.07 of this Current Report on Form 8-K, on June 27, 2024 at the 2024 Annual Meeting of Stockholders (the “Annual Meeting”) of Scholar Rock Holding Corporation (the “Company”), and upon the recommendation of the Board of Directors (the “Board”) of the Company, the Company’s stockholders approved an amendment to the Company’s Amended and Restated Certificate of Incorporation, as amended (the “Certificate of Incorporation”) to limit the liability of certain officers of the Company as permitted by recent amendments to Delaware law (the “Officer Exculpation Amendment”). The Officer Exculpation Amendment was previously approved by the Board, subject to stockholder approval.

The Officer Exculpation Amendment is described in detail under “Proposal 4 - Amend The Company’s Amended And Restated Certificate Of Incorporation To Limit The Liability Of Certain Officers Of The Company” beginning on page 19 of the Company’s definitive proxy statement filed with the Securities and Exchange Commission on April 29, 2024 (the “Proxy Statement”) in connection with the Annual Meeting. The text of the Officer Exculpation Amendment was included in Annex B of the Proxy Statement.

The Officer Exculpation Amendment became effective upon its filing with the Secretary of State of the State of Delaware on June 27, 2024.

The foregoing description of the Officer Exculpation Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the certificate of amendment, a copy of which is filed as Exhibit 3.1 to this Form 8-K and incorporated herein by reference.

### **Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

To the extent required by Item 3.03 of Form 8-K, the information contained in Item 5.03 of this Current Report on Form 8-K is incorporated herein by reference.

As further described under Item 5.07 of this Current Report on this Form 8-K, at the Annual Meeting, and upon the recommendation of the Board, the Company’s stockholders approved a Certificate of Amendment to the Company’s Certificate of Incorporation to increase the number of authorized shares of common stock, par value \$0.001 per share (“Common Stock”, such amendment, the “Authorized Shares Amendment”). The Authorized Shares Amendment was previously approved by the Board, subject to stockholder approval.

The Authorized Shares Amendment is described in detail under “Proposal 3 - Amend The Company’s Amended And Restated Certificate Of Incorporation To Increase The Number Of Authorized Shares Of Common Stock From 150,000,000 To 300,000,000” beginning on page 16 of the Proxy Statement in connection with the Annual Meeting. The text of the Authorized Shares Amendment was included in Annex A of the Proxy Statement.

The Authorized Shares Amendment became effective upon its filing with the Secretary of State of the State of Delaware on June 27, 2024.

The foregoing description of the Authorized Shares Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the certificate of amendment, a copy of which is filed as Exhibit 3.1 to this Form 8-K and incorporated herein by reference.

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

During the Annual Meeting, the Company’s stockholders considered and voted on the six proposals set forth below, each of which is described in greater detail in the Company’s Proxy Statement. The final voting results are set forth below.

#### Proposal 1 - Election of Directors

The stockholders elected each of the persons named below to serve as a Class III director of the Company for a three-year term that expires at the Company’s annual meeting of stockholders in 2027 and until their successors, if any,

---

are duly elected and qualified, subject to their earlier death, resignation or removal. The results of such vote were as follows:

<b>Director Name</b>	<b>Votes For</b>	<b>Votes Withheld</b>	<b>Broker Non-Votes</b>
Richard Brudnick	62,726,053	8,216,814	5,223,279
Jeffrey S. Flier, M.D.	56,709,862	14,233,005	5,223,279
Akshay Vaishnav, M.D., Ph.D.	64,032,596	6,910,271	5,223,279

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, 2024. The results of such vote were as follows:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>
76,077,049	81,644	7,453

Proposal 3 – Amendment of the Company’s Amended and Restated Certificate of Incorporation to Increase the Number of Authorized Shares of Common Stock

The stockholders approved an amendment to the Certificate of Incorporation to increase the number of authorized shares of common stock from 150,000,000 to 300,000,000. The results of such vote were as follows:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>
73,832,131	2,323,602	10,413

Proposal 4 – Amendment of the Company’s Amended and Restated Certificate of Incorporation to Limit the Liability of Certain Officers of the Company

The stockholders approved an amendment to the Certificate of Incorporation to limit the liability of certain officers of the Company as permitted by recent amendments to Delaware law. The results of such vote were as follows:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
61,173,475	9,760,918	8,474	5,223,279

Proposal 5 – Approval of the Compensation of the Company’s Named Executive Officers on a Non-Binding, Advisory Basis

The stockholders approved, on a non-binding, advisory basis, the compensation of the Company's named executive officers. The results of such vote were as follows:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
69,061,313	1,773,153	108,401	5,223,279

Proposal 6 – Approval of the Preferred Frequency for the Advisory Vote on the Compensation of the Company’s Named Executed Officers

The stockholders approved, on a non-binding, advisory basis, the preferred frequency of the advisory votes on compensation of the Company's named executive officers. The results of such vote were as follows:

<b>1 Year</b>	<b>2 Years</b>	<b>3 Years</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
70,755,855	14,133	55,268	117,611	5,223,279

---

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
3.1	<a href="#">Certificate of Amendment of the Amended and Restated Certificate of Incorporation of Scholar Rock Holding Corporation.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

**SIGNATURE**

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.

**Scholar Rock Holding Corporation**

Date: June 28, 2024

By: /s/ Junlin Ho

\_\_\_\_\_  
Junlin Ho  
General Counsel and Corporate Secretary



**CERTIFICATE OF AMENDMENT  
TO THE  
AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
SCHOLAR ROCK HOLDING CORPORATION**

(Pursuant to Section 242 of the  
General Corporation Law of the State of Delaware)

Scholar Rock Holding Corporation (the “Corporation”), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the “DGCL”), does hereby certify that:

1. The Corporation was originally incorporated on December 18, 2017 and an Amended and Restated Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on December 22, 2017 (the “Charter”). Pursuant to Section 242 of the DGCL, this Certificate of Amendment (this “Amendment”) amends certain provisions of the Charter.

2. This Amendment has been approved and duly adopted by the Corporation’s Board of Directors and stockholders in accordance with the provisions of Section 242 of the DGCL.

3. The Charter is hereby amended to amend the first paragraph of Article IV to be read in its entirety as follows:

“The total number of shares of capital stock which the Corporation shall have authority to issue is Three Hundred and Ten Million (310,000,000), of which (i) Three Hundred Million (300,000,000) shares shall be a class designated as common stock, par value \$0.001 per share (the “Common Stock”), and (ii) Ten Million (10,000,000) shares shall be a class designated as undesignated preferred stock, par value \$0.001 per share (the “Undesignated Preferred Stock”).”

4. The Charter is hereby amended by adding a new Article X to read in its entirety as follows:

“ARTICLE X

Officer Limitation of Liability.

1. Officers. To the fullest extent permitted by the DGCL, an Officer (as defined below) of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of his or her fiduciary duty as an officer of the Corporation, except for liability (a) for any breach of the Officer’s duty of loyalty to the Corporation or its stockholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) for any transaction from which the Officer derived an improper personal benefit, or (d) arising from any claim brought by or in the right of the Corporation. If the DGCL is amended after the effective date of this Certificate to authorize corporate action further eliminating or limiting the personal liability of Officers, then the liability of an Officer of the Corporation shall be eliminated or limited to

the fullest extent permitted by the DGCL, as so amended. For purposes of this Article X, “Officer” shall mean an individual who has been duly appointed as an officer of the Corporation and who, at the time of an act or omission as to which liability is asserted, is deemed to have consented to service of process to the registered agent of the Corporation as contemplated by 10 Del. C. § 3114(b).

2. Amendment or Modification. Any amendment, repeal or modification of this Article X by either of (i) the stockholders of the Corporation or (ii) an amendment to the DGCL, shall not adversely affect any right or protection existing at the time of such amendment, repeal or modification with respect to any acts or omissions occurring before such amendment, repeal or modification of a person serving as an Officer at the time of such amendment, repeal or modification.”

*[Signature Page Follows]*

---

IN WITNESS WHEREOF, this Amendment, having been duly adopted in accordance with Section 242 of the DGCL, has been duly executed by a duly authorized officer of the Corporation on this 27th day of June, 2024.

Scholar Rock Holding Corporation

By: /s/ Jay Backstrom

Name: Jay Backstrom

Title: President & Chief Executive Officer

---