

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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* Nashat Amir (Last) (First) (Middle) C/O POLARIS PARTNERS ONE MARINA PARK DRIVE, 10TH FLOOR (Street) BOSTON MA 02210 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol Scholar Rock Holding Corp [SRRK]	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) 05/29/2018	

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		330,948	A	(1)	330,948	I	See Footnotes(2)(3)
Common Stock	05/29/2018		C		19,340	A	(1)	19,340	I	See Footnote(4)
Common Stock	05/29/2018		C		493,705	A	(1)	824,653	I	See Footnotes(2)(3)
Common Stock	05/29/2018		C		28,851	A	(1)	48,191	I	See Footnote(4)
Common Stock	05/29/2018		C		479,634	A	(1)	1,304,287	I	See Footnotes(2)(3)
Common Stock	05/29/2018		C		28,028	A	(1)	76,219	I	See Footnote(4)
Common Stock	05/29/2018		C		260,670	A	(1)	1,564,957	I	See Footnotes(2)(3)
Common Stock	05/29/2018		C		15,233	A	(1)	91,452	I	See Footnote(4)
Common Stock	05/29/2018		C		693,294	A	(1)	2,258,251	I	See Footnotes(2)(3)
Common Stock	05/29/2018		C		40,514	A	(1)	131,966	I	See Footnote(4)
Common Stock	05/29/2018		C		283,090	A	(1)	2,541,341	I	See Footnotes(2)(3)
Common Stock	05/29/2018		C		16,542	A	(1)	148,508	I	See Footnote(4)
Common Stock	05/29/2018		P		134,970	A	\$14	2,676,311	I	See Footnotes(2)(3)
Common Stock	05/29/2018		P		7,887	A	\$14	156,395	I	See Footnote(4)

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
Series A-1 Preferred Stock	(1)	05/29/2018		C			944,789	(1)	(1)	Common Stock	330,948	(1)	0	I	See Footnotes(2)(3)

**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 Stock	(1)	05/29/2018		C			55,211	(1)	(1)	Common Stock	19,340	(1)	0	I	See Footnote ⁽⁴⁾
Series A-2 Preferred Stock	(1)	05/29/2018		C			1,409,429	(1)	(1)	Common Stock	493,705	(1)	0	I	See Footnotes ⁽²⁾⁽³⁾
Series A-2 Preferred Stock	(1)	05/29/2018		C			82,363	(1)	(1)	Common Stock	28,851	(1)	0	I	See Footnote ⁽⁴⁾
Series A-3 Preferred Stock	(1)	05/29/2018		C			1,369,259	(1)	(1)	Common Stock	479,634	(1)	0	I	See Footnotes ⁽²⁾⁽³⁾
Series A-3 Preferred Stock	(1)	05/29/2018		C			80,016	(1)	(1)	Common Stock	28,028	(1)	0	I	See Footnote ⁽⁴⁾
Series A-4 Preferred Stock	(1)	05/29/2018		C			744,162	(1)	(1)	Common Stock	260,670	(1)	0	I	See Footnotes ⁽²⁾⁽³⁾
Series A-4 Preferred Stock	(1)	05/29/2018		C			43,487	(1)	(1)	Common Stock	15,233	(1)	0	I	See Footnote ⁽⁴⁾
Series B Preferred Stock	(1)	05/29/2018		C			1,979,216	(1)	(1)	Common Stock	693,294	(1)	0	I	See Footnotes ⁽²⁾⁽³⁾
Series B Preferred Stock	(1)	05/29/2018		C			115,659	(1)	(1)	Common Stock	40,514	(1)	0	I	See Footnote ⁽⁴⁾
Series C Preferred Stock	(1)	05/29/2018		C			808,166	(1)	(1)	Common Stock	283,090	(1)	0	I	See Footnotes ⁽²⁾⁽³⁾
Series C Preferred Stock	(1)	05/29/2018		C			47,225	(1)	(1)	Common Stock	16,542	(1)	0	I	See Footnote ⁽⁴⁾

Explanation of Responses:

- Each share of Preferred Stock automatically converted into Common Stock, for no additional payment or consideration, on a 2.8548-for-1 basis upon the closing of the Issuer's initial public offering on May 29, 2018 and had no expiration date.
- The reportable securities are owned directly by Polaris Venture Partners VI, L.P. ("PVP VI"). Polaris Venture Management Co. VI, L.L.C. ("PVM VI") is the general partner of PVP VI and PVM VI is managed by its managing members, one of whom is the Reporting Person and a member of the Issuer's Board of Directors (collectively, the "Managing Members"). PVM VI may be deemed to have sole voting and dispositive power with respect to the shares held by PVP VI and each of the Reporting Person and the other Managing Members may be deemed to have shared voting and dispositive power with respect to the shares held by PVP VI.
- Each of the Reporting Person, PVM VI and the other Managing Members disclaims beneficial ownership of these securities and this report shall not be deemed an admission that the Reporting Person, PVM VI or any of the other Managing Members is a beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of their respective pecuniary interests therein.
- The reportable securities are owned directly by Polaris Venture Partners Founders' Fund VI, L.P. ("PVPFF VI"). PVM VI is the general partner of PVPFF VI. PVM VI may be deemed to have sole voting and dispositive power with respect to the shares held by PVPFF VI and each of the Reporting Person and the other Managing Members may be deemed to have shared voting and dispositive power with respect to the shares held by PVPFF VI. Each of the Reporting Person, PVM VI and the other Managing Members disclaims beneficial ownership of these securities and this report shall not be deemed an admission that the Reporting Person, PVM VI or any of the other Managing Members is a beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of their respective pecuniary interests therein.

/s/ Junlin Ho, Attorney-in-Fact
for Amir Nashat

05/31/2018

** 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.

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