

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

1. Name and Address of Reporting Person* <u>Nashat Amir</u>  (Last) (First) (Middle) <u>C/O POLARIS PARTNERS</u> <u>ONE MARINA PARK DRIVE, 10TH FLOOR</u>  (Street) <u>BOSTON MA 02210</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Scholar Rock Holding Corp [ SRRK ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/22/2022</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

**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	06/22/2022		P		1,131,850	A	\$4.9 <sup>(1)</sup>	3,540,530	I	See Footnote <sup>(2)(3)</sup>
Common Stock	06/22/2022		P		66,142	A	\$4.9 <sup>(1)</sup>	206,897	I	See Footnote <sup>(4)</sup>
Common Stock								7,441	D	

**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
Common Warrant (right to buy)	\$7.35	06/22/2022		P		282,962		06/22/2022	12/31/2025	Common Stock	282,962	\$4.9 <sup>(1)</sup>	282,962	I	See Footnote <sup>(2)(3)</sup>
Common Warrant (right to buy)	\$7.35	06/22/2022		P		16,536		06/22/2022	12/31/2025	Common Stock	16,536	\$4.9 <sup>(1)</sup>	16,536	I	See Footnote <sup>(4)</sup>

**Explanation of Responses:**

- The securities were purchased at a combined public offering price of \$4.90 per share of common stock, and such combined offering price included accompanying Common Warrants.
- The 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.
- (Continued from Footnote 2) 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 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.

**Remarks:**

/s/ Lauren Crockett, Attorney-in-Fact for Amir Nashat 06/24/2022  
 \*\* 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.