SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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).

☑ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Qatanani Mo	Scholar Rock Holding Corp [SRRK]	☐ Director ☐ 10% Owner ☑ Officer (give title below) ☐ Other (specify below) CHIEF SCIENTIFIC OFFICER
(Last) (First) (Middle) 301 BINNEY STREET	3. Date of Earliest Transaction (Month/Day/Year) 02/18/2025	
(Street) CAMBRIDGE MA 02142	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) ☑ Form filed by One Reporting Person ☐ Form filed by More than One Reporting Person
(City) (State) (Zip)		

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	02/18/2025		S		4,135(1)	D	$36.829	131,286(2)	D	
Common Stock	02/19/2025		M(3)		16,818	A	$4.86	148,104(4)	D	
Common Stock	02/19/2025		M(3)		2,562	A	$7.62	150,666(5)	D	
Common Stock	02/19/2025		M(3)		11,250	A	$10	161,916(6)	D	
Common Stock	02/19/2025		M(3)		17,678	A	$15.75	179,594(7)	D	
Common Stock	02/19/2025		S(3)		39,967	D	$37.198(8)	139,627(9)	D	
Common Stock	02/19/2025		S(3)		8,341	D	$37.5601(10)	131,286(11)	D	
Common Stock	02/19/2025		S(3)		20,202	D	$37.7437(12)	111,084(13)	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	Amount or Number of Shares				
Stock Option (Right to Buy)	$4.86	02/19/2025		M(3)			16,818	(14)	06/16/2032	Common Stock	16,818	$0	5,607	D	
Stock Option (Right to Buy)	$7.62	02/19/2025		M(3)			2,562	(15)	10/10/2032	Common Stock	2,562	$0	2,563	D	
Stock Option (Right to Buy)	$10	02/19/2025		M(3)			11,250	(16)	02/13/2033	Common Stock	11,250	$0	25,313	D	
Stock Option (Right to Buy)	$15.75	02/19/2025		M(3)			17,678	(17)	02/12/2034	Common Stock	17,678	$0	76,607	D	

Explanation of Responses:

1. Represents the number of shares required to be sold by the reporting person to cover the tax withholding obligation in connection with the vesting of restricted stock units ("RSU") on February 15, 2025. This sale is mandated by the Issuer's election under its equity incentive plans to require the reporting person to fund this tax withholding obligation by completing a "sell to cover" transaction with a brokerage firm designated by the Issuer. This sale does not represent a discretionary trade by the reporting person. The shares vested pursuant to awards that were granted on February 13, 2023. Each RSU represents the contingent right to receive upon vesting of the RSU, one share of the Issuer's common stock. The shares subject to these RSU awards vest annually over four years, subject to a continued service relationship with the Issuer on the applicable vesting date.

2. Consists of 40,461 shares of common stock and 90,825 RSUs.

3. These transactions were effected by the Reporting Person pursuant to a Rule 10b5-1 trading plan adopted on October 17, 2024.

4. Consists of 57,279 shares of common stock and 90,825 RSUs.

5. Consists of 59,841 shares of common stock and 90,825 RSUs.

6. Consists of 71,091 shares of common stock and 90,825 RSUs.

7. Consists of 88,769 shares of common stock and 90,825 RSUs.

8. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from $36.52 to $37.515, inclusive. Full information regarding the number of shares sold at each separate price can be furnished to the SEC staff upon request.

9. Consists of 48,802 shares of common stock and 90,825 RSUs.

10. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from $37.52 to $37.6097, inclusive. Full information regarding the number of shares sold at each separate price can be furnished to the SEC staff upon request.

11. Consists of 40,461 shares of common stock and 90,825 RSUs.

12. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from $37.61 to $38.2, inclusive. Full information regarding the number of shares sold at each separate price can be furnished to the SEC staff upon request.

13. Consists of 20,259 shares of common stock and 90,825 RSUs.

14. 3,738 shares remain unvested under this stock option. The first vesting event occurred on September 16, 2022 and the remainder vest in eleven quarterly installments thereafter; provided the reporting person continues to have a service relationship with the Issuer on such vesting date.

15. 2,243 shares remain unvested under this stock option. The first vesting event occurred on January 5, 2023 and the remainder vest in fifteen quarterly installments thereafter; provided the reporting person continues to have a service relationship with the Issuer on such vesting date.

16. 22,500 shares remain unvested under this stock option. The first vesting event occurred on April 1, 2023 and the remainder vest in fifteen quarterly installments thereafter; provided the reporting person continues to have a service relationship with the Issuer on such vesting date.

17. 70,714 shares remain unvested under this stock option. The first vesting event occurred on April 1, 2024 and the remainder vest in fifteen quarterly installments thereafter; provided the reporting person continues to have a service relationship with the Issuer on such vesting date.

/s/ Junlin Ho, Attorney-in-Fact for Mo Qatanani	02/20/2025
** 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.