

| 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>Carven Gregory John</u> | | | 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) Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) _____ Head of Research | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) <u>01/26/2021</u> | | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | |
| 301 BINNEY STREET | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | |
| (Street) <u>CAMBRIDGE MA 02142</u> | | | | | | | | |
| (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 | 01/26/2021 | | M ⁽¹⁾ | | 5,655 | A | \$14 | 50,870 | D | |
| Common Stock | 01/26/2021 | | M ⁽¹⁾ | | 5,245 | A | \$15.11 | 56,115 | D | |
| Common Stock | 01/26/2021 | | M ⁽¹⁾ | | 20,000 | A | \$5.77 | 76,115 | D | |
| Common Stock | 01/27/2021 | | M ⁽¹⁾ | | 6,619 | A | \$15.11 | 82,734 | D | |
| Common Stock | 01/26/2021 | | S ⁽¹⁾ | | 4,676 | D | \$57.9143 ⁽⁵⁾ | 78,058 | D | |
| Common Stock | 01/26/2021 | | S ⁽¹⁾ | | 13,368 | D | \$58.7948 ⁽⁶⁾ | 64,690 | D | |
| Common Stock | 01/26/2021 | | S ⁽¹⁾ | | 9,249 | D | \$59.6927 ⁽⁷⁾ | 55,441 | D | |
| Common Stock | 01/26/2021 | | S ⁽¹⁾ | | 8,417 | D | \$60.6503 ⁽⁸⁾ | 47,024 | D | |
| Common Stock | 01/26/2021 | | S ⁽¹⁾ | | 1,064 | D | \$61.5159 ⁽⁹⁾ | 45,960 | D | |
| Common Stock | 01/27/2021 | | S ⁽¹⁾ | | 5,400 | D | \$55.8666 ⁽¹⁰⁾ | 40,560 | D | |
| Common Stock | 01/27/2021 | | S ⁽¹⁾ | | 12,139 | D | \$56.7189 ⁽¹¹⁾ | 28,421 | D | |
| Common Stock | 01/27/2021 | | S ⁽¹⁾ | | 1,561 | D | \$57.7912 ⁽¹²⁾ | 26,860 | 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) | \$14 | 01/26/2021 | | M ⁽¹⁾ | | | 5,655 | (2) | 05/23/2028 | Common Stock | 5,655 | \$0 | 4,399 | D | |
| Stock Option (Right to Buy) | \$15.11 | 01/26/2021 | | M ⁽¹⁾ | | | 5,245 | (3) | 01/31/2029 | Common Stock | 5,245 | \$0 | 22,935 | D | |
| Stock Option (Right to Buy) | \$5.77 | 01/26/2021 | | M ⁽¹⁾ | | | 20,000 | (4) | 02/20/2028 | Common Stock | 20,000 | \$0 | 20,283 | D | |
| Stock Option (Right to Buy) | \$15.11 | 01/27/2021 | | M ⁽¹⁾ | | | 6,619 | (3) | 01/31/2029 | Common Stock | 6,619 | \$0 | 16,316 | D | |

Explanation of Responses:

- This transaction was effected pursuant to a trading plan intended to comply with Rule 10b5-1 of the Securities Exchange Act of 1934.
- This option vests quarterly over four (4) years on a quarterly basis through May 29, 2022.
- This option vests quarterly over four (4) years on a quarterly basis through December 31, 2022.
- This option vests quarterly over four (4) years through February 13, 2022.
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$57.28 to \$58.26. Full information regarding the number of shares sold at each separate price can be furnished to the SEC staff upon request.

6. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$58.28 to \$59.26. Full information regarding the number of shares sold at each separate price can be furnished to the SEC staff upon request.
7. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$59.26 to \$60.25. Full information regarding the number of shares sold at each separate price can be furnished to the SEC staff upon request.
8. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$60.28 to \$61.25. Full information regarding the number of shares sold at each separate price can be furnished to the SEC staff upon request.
9. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$61.35 to \$61.89. Full information regarding the number of shares sold at each separate price can be furnished to the SEC staff upon request.
10. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$55.30 to \$56.29. Full information regarding the number of shares sold at each separate price can be furnished to the SEC staff upon request.
11. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$56.31 to \$57.17. Full information regarding the number of shares sold at each separate price can be furnished to the SEC staff upon request.
12. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$57.39 to \$58.28. Full information regarding the number of shares sold at each separate price can be furnished to the SEC staff upon request.

/s/ Junlin Ho, Attorney-in-Fact 01/28/2021
for Gregory J. Carven

** 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.