As filed with the Securities and Exchange Commission on February 27, 2025

Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
Under
The Securities Act of 1933

SCHOLAR ROCK HOLDING CORPORATION
(Exact name of registrant as specified in its charter)

Delaware	**82-3750435**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)

301 Binney Street, 3rd Floor
Cambridge, MA 02142
(857) 259-3860
(Address of Principal Executive Offices)

Scholar Rock Holding Corporation 2018 Stock Option and Incentive Plan
Scholar Rock Holding Corporation 2018 Employee Stock Purchase Plan
Scholar Rock Holding Corporation 2022 Inducement Equity Plan
(Full Title of the Plans)

Jay T. Backstrom
President and Chief Executive Officer
301 Binney Street, 3rd Floor
Cambridge, MA 02142
(857) 259-3860
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copy to:

Junlin Ho
Scholar Rock Holding Corporation
301 Binney Street, 3rd Floor
Cambridge, MA 02142
(857) 259-3860

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐	Accelerated filer ☐
Non-accelerated filer ☒	Smaller reporting company ☒
	Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act. ☐

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed by Scholar Rock Holding Corporation (the "Registrant") to register 3,752,947 additional shares of common stock, par value $0.001 per share, reserved for issuance under the Scholar Rock Holding Corporation 2018 Stock Option and Incentive Plan, 353,614 additional shares of common stock, par value $0.001 per share, reserved for issuance under the Scholar Rock Holding Corporation 2018 Employee Stock Purchase Plan and 2,000,000 additional shares of common stock, par value $0.001 per share, reserved and available for issuance under the Scholar Rock Holding Corporation 2022 Inducement Equity Plan.

Pursuant to General Instruction E of Form S-8 regarding Registration of Additional Securities, the contents of the Registration Statements filed on Form S-8 (File No. 333-225192, File No. 333-238082, File No. 333-256065, File No. 333-263349, File No. 333-266658, File No. 333-268327, File No. 333-270318, File No. 333-278049 and File No. 333-283120) filed with the Securities and Exchange Commission on May 24, 2018, May 7, 2020, May 13, 2021, March 7, 2022, August 8, 2022, November 14, 2022, March 7, 2023, March 19, 2024 and November 12, 2024, respectively, are hereby incorporated by reference in this Registration Statement to the extent not replaced hereby.

Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Exhibit No.	Description
3.1	Amended and Restated Certificate of Incorporation (Incorporated by reference to Exhibit 3.2 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-224493)).
3.2	Amendment to Amended and Restated Certificate of Incorporation of Scholar Rock Holding Corporation (Incorporated by reference to Exhibit 3.1.1 to the Registrant's Form S-1/A filed on May 14, 2018 (File No. 333-224493)).
3.3	Amendment to Amended and Restated Certificate of Incorporation of Scholar Rock Holding Corporation (Incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on June 28, 2024 (File No.000-38501).
3.4	Amended and Restated By-laws (Incorporated by reference to Exhibit 3.4 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-224493)).
4.1	Specimen Stock Certificate evidencing shares of common stock (Incorporated by reference to Exhibit 4.2 to the Registrant's Form S-1/A filed on May 14, 2018 (File No. 333-224493)).
5.1*	Opinion of Goodwin Procter LLP.
23.1*	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm.
23.2*	Consent of Goodwin Procter LLP (included in Exhibit 5.1).
24.1*	Power of Attorney (included on signature page).
99.1	2018 Stock Option and Incentive Plan and forms of award agreements thereunder (Incorporated by reference to Exhibit 10.2 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-224493)).
99.2	2018 Employee Stock Purchase Plan (Incorporated by reference to Exhibit 10.4 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-224493)).
99.3	Scholar Rock Holding Corporation 2022 Inducement Equity Plan (Incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K, filed with the Securities and Exchange Commission on June 21, 2022 (File No. 000-38501)).
99.4	Amendment No.1 to Scholar Rock Holding Corporation 2022 Inducement Equity Plan, dated September 4, 2022 (Incorporated by reference to Exhibit 99.2 to the Registrant's Statement on Form S-8, filed with the Securities and Exchange Commission on November 14, 2022 (File No. 333-268327)).
99.5	Amendment No.2 to Scholar Rock Holding Corporation 2022 Inducement Equity Plan, dated February 3, 2023 (Incorporated by reference to Exhibit 10.7 to the Annual Report on Form 10-K, filed with the Securities and Exchange Commission on March 7, 2023 (File No. 000-38501).
99.6	Amendment No.3 to Scholar Rock Holding Corporation 2022 Inducement Equity Plan, dated January 25, 2024 (Incorporated by reference to Exhibit 10.8 to the Annual Report on Form 10-K, filed with the Securities and Exchange Commission on March 19, 2024 (File No. 000-38501).
99.7	Amendment No. 4 to Scholar Rock Holding Corporation 2022 Inducement Equity Plan, dated November 9, 2024 (Incorporated by reference to Exhibit 99.7 to the Registrant's Statement on Form S-8, filed with the Securities and Exchange Commission on November 12, 2024 (File No. 333-283120)).
99.8*	Amendment No. 5 to Scholar Rock Holding Corporation 2022 Inducement Equity Plan, dated February 6, 2025.
107*	Filing Fee Table

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cambridge, Commonwealth of Massachusetts, on the 27th day of February 2025.

SCHOLAR ROCK HOLDING CORPORATION
By: /s/ Jay T. Backstrom
Jay T. Backstrom
President and Chief Executive Officer
(Principal Executive Officer)

POWER OF ATTORNEY AND SIGNATURES

KNOW ALL BY THESE PRESENT, that each individual whose signature appears below hereby constitutes and appoints each of Jay T. Backstrom and Edward H. Myles as such person's true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for such person in such person's name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission granting unto each said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that any said attorney-in-fact and agent, or any substitute or substitutes of any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following person in the capacities and on the date indicated.

Signature	Title	Date
/s/ Jay T. Backstrom Jay T. Backstrom	President and Chief Executive Officer *(Principal Executive Officer)*	February 27, 2025
/s/ Edward H. Myles Edward H. Myles	Chief Operating Officer and Chief Financial Officer *(Principal Financial and Accounting Officer)*	February 27, 2025
/s/ David Hallal David Hallal	Chairman of the Board of Directors	February 27, 2025
/s/ Srinivas Akkaraju Srinivas Akkaraju, M.D., Ph.D.	Director	February 27, 2025
/s/ Richard Brudnick Richard Brudnick	Director	February 27, 2025
/s/ Kristina Burow Kristina Burow	Director	February 27, 2025
/s/ Jeffrey S. Flier Jeffrey S. Flier, M.D.	Director	February 27, 2025
/s/ Michael Gilman Michael Gilman, Ph.D.	Director	February 27, 2025
/s/ Katie Peng Katie Peng	Director	February 27, 2025
/s/ Joshua Reed Joshua Reed	Director	February 27, 2025
/s/ Akshay Vaishnaw Akshay Vaishnaw, M.D., Ph.D.	Director	February 27, 2025

Exhibit 5.1

February 27, 2025

Scholar Rock Holding Corporation
301 Binney Street
Cambridge, MA 02142

Re: Securities Being Registered under Registration Statement on Form S-8

We have acted as your counsel in connection with your filing of a Registration Statement on Form S-8 (the "Registration Statement") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), on or about the date hereof relating to an aggregate of 6,106,561 shares (the "Shares") of Common Stock, $0.001 par value per share ("Common Stock"), of Scholar Rock Holding Corporation, a Delaware corporation (the "Company"), that may be issued pursuant to the Company's 2018 Stock Option and Incentive Plan, 2018 Employee Stock Purchase Plan and 2022 Inducement Equity Plan, as amended (collectively, the "Plans").

The opinion set forth below is limited to the Delaware General Corporation Law.

We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinion set forth below. We have relied, without independent verification, on certificates of public officials and, as to matters of fact material to the opinion set forth below, on certificates of officers of the Company.

For purposes of the opinion set forth below, we have assumed that, at the time Shares are issued, the total number of then unissued Shares, when added to the number of shares of Common Stock issued, subscribed for, or otherwise committed to be issued, does not exceed the number of shares of Common Stock authorized by the Company's certificate of incorporation.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, upon issuance and delivery against payment therefor in accordance with the terms of the Plans, will be validly issued, fully paid and nonassessable.

This opinion letter and the opinion it contains shall be interpreted in accordance with the Core Opinion Principles as published in 74 Business Lawyer 815 (Summer 2019).

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the Registration Statement. In giving our consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Very truly yours,

/s/ Goodwin Procter LLP

GOODWIN PROCTER LLP

Exhibit 23.1

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2018 Stock Option and Incentive Plan, the 2018 Employee Stock Purchase Plan and the 2022 Inducement Equity Plan of Scholar Rock Holding Corporation of our report dated February 27, 2025, with respect to the consolidated financial statements of Scholar Rock Holding Corporation included in its Annual Report (Form 10-K) for the year ended December 31, 2024, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Boston, Massachusetts

February 27, 2025

FIFTH AMENDMENT
TO
SCHOLAR ROCK HOLDING CORPORATION
2022 INDUCEMENT EQUITY PLAN

A. The Scholar Rock Holding Corporation 2022 Inducement Equity Plan (the "Plan") is hereby amended by deleting the first sentence of Section 3(a) and substituting therefore the following:

> "The maximum number of shares of Stock reserved and available for issuance under the Plan shall be 7,000,000 shares, subject to adjustment as provided in Section 3(c)."

B. The effective date of this Fifth Amendment shall be February 6, 2025.

C. Except as amended herein, the Plan is confirmed in all other respects.

Approved by the Board of Directors on February 6, 2025.

Calculation of Filing Fee Table

Form S-8
(Form Type)

SCHOLAR ROCK HOLDING CORPORATION
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered[1]	Proposed Maximum Offering Price Per Share	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	2018 Stock Option and Incentive Plan Common Stock, $0.001 par value per share	457(h)[5]	3,752,947[2]	$38.92[5]	$146,064,697	$0.0001531	$22,363
Equity	2018 Employee Stock Purchase Plan Common Stock, $0.001 par value per share	457(a)[6]	353,614[3]	$33.08[6]	$11,697,551	$0.0001531	$1,791
Equity	2022 Inducement Equity Plan Common Stock, $0.001 par value per share	457(h)[5]	2,000,000 [4]	$38.92 [5]	$77,840,000 [2]	$0.0001531	$11,917
Total Offering Amounts			**6,106,561**		**$235,602,248**		**$36,071**
Total Fees Previously Paid							-
Total Fee Offsets							-
Net Fee Due							**$36,071**

(1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of common stock which become issuable under the above-named plans by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of our outstanding shares of common stock. Pursuant to Rule 416(c) under the Securities Act, this Registration Statement shall also cover an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plans described herein.

(2) Represents shares of common stock that were automatically added to the shares authorized for issuance under the 2018 Stock Option and Incentive Plan (the "2018 Plan") on January 1, 2025 pursuant to an "evergreen" provision contained in the 2018 Plan. Pursuant to such provision, the number of shares reserved for issuance under the 2018 Plan automatically increases on January 1st of each year, beginning with January 1, 2019, by four percent (4%) of the number of shares of the common stock issued and outstanding as of the immediately preceding December 31st or such lesser number of shares as approved by the Registrant's board of directors or the Registrant's compensation committee on or before the immediately preceding December 31st.

(3) Represents shares of common stock that were automatically added to the shares authorized for issuance under the 2018 Employee Stock Purchase Plan (the "2018 ESPP") on January 1, 2025 pursuant to an "evergreen" provision contained in the 2018 ESPP. Pursuant to such provision, the number of shares reserved for issuance under the

2018 ESPP automatically increases on January 1st of each year, beginning with January 1, 2019 and ending on January 1, 2028, by the lesser of (i) 353,614 shares of common stock, (ii) one percent (1%) of the number of shares of common stock issued and outstanding as of the immediately preceding December 31st or (iii) such lesser number of shares of common stock as approved by the administrator of the 2018 ESPP, which is a person or persons appointed by the Registrant's board of directors.

(4) Represents shares of common stock initially reserved for issuance pursuant to future awards under the Company's 2022 Inducement Equity Plan, as amended, consisting of 2,000,000 new shares.

(5) Estimated in accordance with Rule 457(h) solely for the purpose of calculating the registration fee on the basis of $38.92 per share, which is the average of the high and low prices of common stock on February 21, 2025, as reported on the Nasdaq Global Select Market

(6) Estimated in accordance with Rule 457(a) solely for the purpose of calculating the registration fee on the basis of eighty-five percent (85%) of $38.92 per share ($33.08 per share), which is the average of the high and low prices of common stock on February 21, 2025, as reported on the Nasdaq Global Select Market. Pursuant to the 2018 ESPP, the purchase price of the shares of common stock reserved for issuance thereunder will be at least eighty-five (85%) of the lower of the fair market value of a share of common stock on the first day of trading of the offering period or on the exercise date.