SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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).

☑ 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)
Myles Edward H	Scholar Rock Holding Corp [SRRK]	☐ Director ☐ 10% Owner ☑ Officer (give title below) ☐ Other (specify below) COO & CFO
(Last) (First) (Middle) 301 BINNEY STREET	3. Date of Earliest Transaction (Month/Day/Year) 03/10/2025	
(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	03/10/2025		M[1]		21,690	A	$13.83	162,430[2]	D	
Common Stock	03/10/2025		M[1]		43,122	A	$18.08	205,552[3]	D	
Common Stock	03/10/2025		M[1]		24,915	A	$4.86	230,467[4]	D	
Common Stock	03/10/2025		M[1]		5,313	A	$10	235,780[5]	D	
Common Stock	03/10/2025		M[1]		17,857	A	$15.75	253,637[6]	D	
Common Stock	03/10/2025		S[1]		112,897	D	$35.82[7]	140,740[8]	D	
Common Stock	03/10/2025		S[1]		29,395	D	$34.87[9]	111,345[10]	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)	$13.83	03/10/2025		M[1]			21,690	(11)	07/16/2030	Common Stock	21,690	$0	0	D	
Stock Option (Right to Buy)	$18.08	03/10/2025		M[1]			43,122	(12)	02/14/2032	Common Stock	43,122	$0	14,378	D	
Stock Option (Right to Buy)	$4.86	03/10/2025		M[1]			24,915	(13)	06/16/2032	Common Stock	24,915	$0	12,462	D	
Stock Option (Right to Buy)	$10	03/10/2025		M[1]			5,313	(14)	02/13/2033	Common Stock	5,313	$0	42,500	D	
Stock Option (Right to Buy)	$15.75	03/10/2025		M[1]			17,857	(15)	02/12/2034	Common Stock	17,857	$0	53,573	D	

Explanation of Responses:

1. These transactions were effected by the Reporting Person pursuant to a Rule 10b5-1 trading plan adopted on November 19, 2024.
2. Consists of 51,085 shares of common stock and 111,345 restricted stock units ("RSUs").
3. Consists of 94,207 shares of common stock and 111,345 RSUs.
4. Consists of 119,122 shares of common stock and 111,345 RSUs.
5. Consists of 124,435 shares of common stock and 111,345 RSUs.

6. Consists of 142,292 shares of common stock and 111,345 RSUs.

7. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from $35.03 to $35.765, inclusive. Full information regarding the number of shares sold at each separate price can be furnished to the SEC staff upon request.

8. Consists of 29,395 shares of common stock and 111,345 RSUs.

9. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from $34.53 to $35.025, inclusive. Full information regarding the number of shares sold at each separate price can be furnished to the SEC staff upon request.

10. Consists of 111,345 RSUs.

11. 100% of the shares underlying the option are fully vested.

12. Options vest and become exercisable in sixteen quarterly installments over four years. Vesting commenced on January 1, 2022 and the first vesting event shall occur three months thereafter; provided the reporting person continues to have a service relationship with the Company on such vesting date.

13. Options vest and become exercisable in twelve quarterly installments over three years, with the first quarterly installment to vest on September 16, 2022 and each additional installment to vest quarterly thereafter, provided the individual continues to have a service relationship with the Company on such vesting date.

14. The shares underlying this option vest in sixteen quarterly installments over four years, with the first quarterly installment vested on April 1, 2023 and each additional installment to vest quarterly thereafter; provided the individual continues to have a service relationship with the Issuer on each such vesting date.

15. Options to vest in sixteen quarterly installments over four years, with the first quarterly installment to vest on April 1, 2024 and each additional installment to vest quarterly thereafter; provided the individual continues to have a service relationship with the Issuer on such vesting date.

/s/ Junlin Ho, Attorney-in-Fact for Edward H. Myles	03/12/2025
** 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.