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)
FLIER JEFFREY S.	Scholar Rock Holding Corp [SRRK]	☑ Director ☐ 10% Owner ☐ Officer (give title below) ☐ Other (specify below)
(Last) (First) (Middle): 301 BINNEY STREET	3. Date of Earliest Transaction (Month/Day/Year): 06/23/2025	
(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	06/23/2025		M		20,316(1)	A	$21.62	44,386(2)	D	
Common Stock	06/23/2025		S		17,550(1)	D	$32.1571(3)	26,836(4)	D	
Common Stock	06/23/2025		S		2,766(1)	D	$32.7358(5)	24,070(6)	D	
Common Stock	06/23/2025		S		11,136(1)	D	$33.2092(7)	11,136	I	By trust(8)

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)	$21.62	06/23/2025		M(1)			20,316	(9)	06/22/2028	Common Stock	20,316	$0	0	D	

Explanation of Responses:

1. This sale was effected pursuant to a Rule 10b5-1 trading plan adopted on February 27, 2025.

2. Consists of 36,754 shares of common stock and 7,632 restricted stock units (RSUs).

3. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from $31.645 to $32.609, inclusive. Full information regarding the number of shares sold at each separate price can be furnished to the SEC staff upon request.

4. Consists of 19,204 shares of common stock and 7,632 RSUs.

5. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from $32.640 to $32.830, inclusive. Full information regarding the number of shares sold at each separate price can be furnished to the SEC staff upon request.

6. Consists of 16,438 shares of common stock and 7,632 RSUs.

7. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from $32.830 to $33.790, inclusive. Full information regarding the number of shares sold at each separate price can be furnished to the SEC staff upon request.

8. Represents shares owned directly by The Jeffrey S. Flier Family Trust - 2014, for which the Reporting Person's spouse, Eleftheria Maratos-Flier, and Samuel C. Sichko are trustees. The Reporting Person disclaims Section 16 beneficial ownership of these securities, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for Section 16 or any other purpose.

9. No shares remain unvested under this stock option.

/s/ Junlin Ho, Attorney-in-Fact for Jeffrey S. Flier — 06/25/2025

** 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.