

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Nashat Amir</u>  (Last) (First) (Middle) C/O POLARIS PARTNERS ONE MARINA PARK DRIVE, 10TH FLOOR  (Street) BOSTON MA 02210  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 05/23/2018	3. Issuer Name and Ticker or Trading Symbol <u>Scholar Rock Holding Corp [ SRRK ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Series A-1 Preferred Stock	(1)	(1)	Common Stock 330,948	(1)	I	See Footnotes <sup>(2)(3)</sup>
Series A-1 Preferred Stock	(1)	(1)	Common Stock 19,340	(1)	I	See Footnotes <sup>(4)</sup>
Series A-2 Preferred Stock	(1)	(1)	Common Stock 493,705	(1)	I	See Footnotes <sup>(2)(3)</sup>
Series A-2 Preferred Stock	(1)	(1)	Common Stock 28,851	(1)	I	See Footnotes <sup>(4)</sup>
Series A-3 Preferred Stock	(1)	(1)	Common Stock 479,634	(1)	I	See Footnotes <sup>(2)(3)</sup>
Series A-3 Preferred Stock	(1)	(1)	Common Stock 28,028	(1)	I	See Footnotes <sup>(4)</sup>
Series A-4 Preferred Stock	(1)	(1)	Common Stock 260,670	(1)	I	See Footnotes <sup>(2)(3)</sup>
Series A-4 Preferred Stock	(1)	(1)	Common Stock 15,233	(1)	I	See Footnotes <sup>(4)</sup>
Series B Preferred Stock	(1)	(1)	Common Stock 693,294	(1)	I	See Footnotes <sup>(2)(3)</sup>
Series B Preferred Stock	(1)	(1)	Common Stock 40,514	(1)	I	See Footnotes <sup>(4)</sup>
Series C Preferred Stock	(1)	(1)	Common Stock 283,090	(1)	I	See Footnotes <sup>(2)(3)</sup>
Series C Preferred Stock	(1)	(1)	Common Stock 16,542	(1)	I	See Footnotes <sup>(4)</sup>

Explanation of Responses:

- Each share of Preferred Stock is convertible on a 2.8548-for-1 basis into Common Stock at any time at the election of the Reporting Person and will automatically convert upon the closing of the Issuer's initial public offering into the number of shares of the Issuer's Common Stock shown in column 3 without payment or further consideration.
- The reportable securities are owned directly by Polaris Venture Partners VI, L.P. ("PVP VI"). Polaris Venture Management Co. VI, L.L.C. ("PVM VI") is the general partner of PVP VI and PVM VI is managed by its managing members, one of whom is the Reporting Person and a member of the Issuer's Board of Directors (collectively, the "Managing Members"). PVM VI may be deemed to have sole voting and dispositive power with respect to the shares held by PVP VI and each of the Reporting Person and the other Managing Members may be deemed to have shared voting and dispositive power with respect to the shares held by PVP VI.
- Each of the Reporting Person, PVM VI and the other Managing Members disclaims beneficial ownership of these securities and this report shall not be deemed an admission that the Reporting Person, PVM VI or any of the other members Managing Members is a beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of their respective pecuniary interests therein.
- The reportable securities are owned directly by Polaris Venture Partners Founders' Fund VI, L.P. ("PVPF VI"). PVM VI is the general partner of PVPF VI. PVM VI may be deemed to have sole voting and dispositive power with respect to the shares held by PVPF VI and each of the Reporting Person and the other Managing Members may be deemed to have shared voting and dispositive power with respect to the shares held by PVPF VI. Each of the Reporting Person, PVM VI and the other Managing Members disclaims beneficial ownership of these securities and this report shall not be deemed an admission that the Reporting Person, PVM VI or any of the other Managing Members is a beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of their respective pecuniary interests therein.

Remarks:

Exhibit 24 - Power of Attorney

/s/ Junlin Ho, Attorney-in-Fact for Amir Nashat 05/23/2018

\*\* Signature of Reporting Person Date

\* If the form is filed by more than one reporting person, see Instruction 5 (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.**

**LIMITED POWER OF ATTORNEY**

The undersigned hereby constitutes and appoints each of Laurie Burlingame, Junlin Ho, and Stephen Fox, and any designee thereof, signing singly, and with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of **Scholar Rock Holding Corporation** (the "Company"), from time to time the following U.S. Securities and Exchange Commission ("SEC") forms: (i) Form ID, including any attached documents, to effect the assignment of codes to the undersigned to be used in the transmission of information to the SEC using the EDGAR System; (ii) Form 3, Initial Statement of Beneficial Ownership of Securities, including any attached documents; (iii) Form 4, Statement of Changes in Beneficial Ownership of Securities, including any attached documents; (iv) Form 5, Annual Statement of Beneficial Ownership of Securities in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder, including any attached documents; (v) Schedule 13D, (vi) Schedule 13G and (vii) amendments of each thereof, in accordance with the Securities Exchange Act of 1934, as amended, and the rules thereunder, including any attached documents;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5, Schedule 13D, Schedule 13G or any amendment(s) thereto, and timely file such form(s) with the SEC and any securities exchange, national association or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact, acting singly, full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 or Regulation 13D-G of the Securities Exchange Act of 1934, as amended. The undersigned hereby agrees to indemnify the attorney-in-fact and the Company from and against any demand, damage, loss, cost or expense arising from any false or misleading information provided by the undersigned to the attorney-in-fact.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file such forms with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact. This Power of Attorney supersedes any prior power of attorney in connection with the undersigned's capacity as an officer and/or director of the Company. This Power of Attorney shall expire as to any individual attorney-in-fact if such attorney-in-fact ceases to be an executive officer of the Company.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of March 23, 2018.

/s/ Amir Nashat

By: Amir Nashat

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