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)
Burow Kristina	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) 05/29/2025	
(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	05/29/2025		S		1,000(1)	D	$29.2419(2)	25,471(3)	D	
Common Stock	05/29/2025		S		4,400(1)	D	$29.8338(4)	21,071(5)	D	
Common Stock								2,345,711(6)	I	See footnote(7)

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				

Explanation of Responses:

1. This sale was effected pursuant to a Rule 10b5-1 trading plan adopted on February 27, 2025 to cover tax withholding obligations upon the vesting and settlement of RSUs.

2. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from $28.57 to $29.49, inclusive. Full information regarding the number of shares sold at each separate price can be furnished to the SEC staff upon request.

3. Consists of 17,839 shares of common stock and 7,632 RSUs.

4. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from $29.59 to $30.18, inclusive. Full information regarding the number of shares sold at each separate price can be furnished to the SEC staff upon request.

5. Consists of 13,439 shares of common stock and 7,632 RSUs.

6. The shares are held by ARCH Venture Fund VIII, L.P. ("ARCH VIII"). ARCH Venture Partners VIII, L.P. ("GPLP"), as the sole general partner of ARCH VIII, may be deemed to beneficially own the shares held by ARCH VIII. ARCH Venture Partners VIII, LLC ("GPLLC"), as the sole general partner of GPLP, may be deemed to beneficially own the shares held by GPLP. The GPLP and GPLLC disclaim beneficial ownership of such securities, except to the extent of any pecuniary interest therein.

7. The managing directors of the GPLLC are Keith L. Crandell, Clinton Bybee and Robert Nelsen, and they may be deemed to beneficially own the shares held by ARCH VIII. Messrs. Crandell, Bybee and Nelsen disclaim beneficial ownership of such shares, except to the extent of any pecuniary interest therein. The Reporting Person is a managing director of the GPLP. The Reporting Person owns an interest in the GPLP but does not have voting or investment control over the shares held by ARCH VIII. The Reporting Person disclaims ownership of such shares, except to the extent of her pecuniary interest therein.

/s/ Junlin Ho, Attorney-in-Fact for Kristina Burow — 05/30/2025

** 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.