

**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**  
(State or other jurisdiction of  
incorporation or organization)

**82-3750435**  
(I.R.S. Employer  
Identification Number)

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

**Scholar Rock Holding Corporation 2022 Inducement Equity Plan**  
(Full Title of the Plans)

**Jay T. Backstrom  
President and Chief Executive Officer  
301 Binney Street, 3<sup>rd</sup> 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  
General Counsel**  
Scholar Rock Holding Corporation  
301 Binney Street, 3<sup>rd</sup> 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   
Non-accelerated filer

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.

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## EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed by Scholar Rock Holding Corporation (the “Registrant”) to register 1,000,000 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 (the “2022 IEP”).

Pursuant to General Instruction E of Form S-8 regarding Registration of Additional Securities, the contents of the Registration Statement on (File No. [333-266658](#)) filed with the Securities and Exchange Commission on August 8, 2022, is hereby incorporated by reference in this Registration Statement to the extent not replaced hereby.

### Part II

#### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

##### Item 3. Incorporation of Documents by Reference.

The following documents have been previously filed by the Registrant with the Commission and are hereby incorporated by reference into this Registration Statement and shall be deemed a part hereof:

(a) The Registrant’s Annual Report on [Form 10-K](#) for the year ended December 31, 2021, filed with the Commission on March 7, 2022 (including the sections of the Registrant’s Definitive Proxy Statement on [Schedule 14A](#), filed with the Commission on April 13, 2022 and relating to its May 26, 2022 annual meeting of stockholders, that are incorporated by reference therein (other than information furnished rather than filed));

(b) The Registrant’s Quarterly Reports on Form 10-Q filed with the Commission on [May 16, 2022](#), [August 8, 2022](#) and [November 14, 2022](#) pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”);

(c) The description of the Registrant’s common stock contained in the Registrant’s registration statement on [Form 8-A filed with the SEC on May 21, 2018](#), including any amendments or reports filed for the purposes of updating this description; and

All reports and other documents subsequently filed with the Commission by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered herein have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents, excluding any information furnished under Item 7.01 or Item 2.02 of any Current Report on Form 8-K (and corresponding information furnished under Item 9.01 or included as an exhibit thereto). Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or replaces such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

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**Item 8. Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
3.1	<a href="#"><u>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)).</u></a>
3.2	<a href="#"><u>Amendment to Amended and Restated Certificate of Incorporation of the Registrant (Incorporated by reference to exhibit number 3.1.1 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-224493)).</u></a>
3.3	<a href="#"><u>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)).</u></a>
4.1	<a href="#"><u>Investors' Rights Agreement among the Registrant and certain of its stockholders, dated December 22, 2017 (Incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-224493)).</u></a>
5.1*	<a href="#"><u>Opinion of Goodwin Procter LLP.</u></a>
23.1*	<a href="#"><u>Consent of Ernst &amp; Young LLP, Independent Registered Public Accounting Firm.</u></a>
23.2*	<a href="#"><u>Consent of Goodwin Procter LLP (included in Exhibit 5.1).</u></a>
24.1*	Power of Attorney (included on signature page).
99.1	<a href="#"><u>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.)</u></a>
99.2*	<a href="#"><u>Amendment to Scholar Rock Holding Corporation 2022 Inducement Equity Plan, dated September 4, 2022</u></a>
107*	<a href="#"><u>Filing Fee Table</u></a>

\* Filed herewith.

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## 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 14th day of November, 2022.

### 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.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
<u>/s/ JAY T. BACKSTROM</u> Jay T. Backstrom	President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	November 14, 2022
<u>/s/ EDWARD H. MYLES</u> Edward H. Myles	Chief Operating Officer and Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	November 14, 2022
<u>/s/ DAVID HALLAL</u> David Hallal	Chairman of the Board of Directors	November 14, 2022
<u>/s/ SRINIVAS AKKARAJU</u> Srinivas Akkaraju, M.D., Ph.D.	Director	November 14, 2022
<u>/s/ KRISTINA BUROW</u> Kristina Burow	Director	November 14, 2022
<u>/s/ JEFFREY S. FLIER</u> Jeffrey S. Flier, M.D.	Director	November 14, 2022
<u>/s/ MICHAEL GILMAN</u> Michael Gilman, Ph.D.	Director	November 14, 2022
<u>/s/ AMIR NASHAT</u> Amir Nashat, Sc.D.	Director	November 14, 2022
<u>/s/ JOSHUA REED</u> Joshua Reed	Director	November 14, 2022
<u>/s/ AKSHAY VAISHNAW</u> Akshay Vaishnav, M.D., Ph.D.	Director	November 14, 2022

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Goodwin Procter LLP  
100 Northern Avenue  
Boston, MA 02210

goodwinlaw.com  
+1 617 570 1000

November 14, 2022

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 counsel to you 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 1,000,000 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 2022 Inducement Equity Plan (the "Plan").

We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinions 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.

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

For purposes of the opinion set forth below, we have assumed that no event occurs that causes the number of authorized shares of Common Stock available for issuance by the Company to be less than the number of then unissued Shares.

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.

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

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**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2022 Inducement Equity Plan of Scholar Rock Holding Corporation of our report dated March 7, 2022, 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, 2021, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Boston, Massachusetts  
November 14, 2022

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**FIRST 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 2,000,000 shares, subject to adjustment as provided in Section 3(c).”

B. The effective date of this First Amendment shall be September 4, 2022.

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

Approved by the Board of Directors on September 4, 2022.

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**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

<u>Security Type</u>	<u>Security Class Title</u>	<u>Fee Calculation Rule</u>	<u>Amount Registered<sup>(1)</sup></u>	<u>Proposed Maximum Offering Price Per Share</u>	<u>Maximum Aggregate Offering Price<sup>(3)</sup></u>	<u>Fee Rate</u>	<u>Amount of Registration Fee</u>
Equity	Common Stock, \$0.001 par value per share:—2022 Inducement Equity Plan	457(h)	1,000,000 <sup>(2)</sup>	\$ 7.81 <sup>(3)</sup>	\$ 7,810,000	\$0.0001102	\$ 861
<b>Total Offering Amounts</b>			<u>1,000,000</u>	<u>\$ 7.81 <sup>(3)</sup></u>	<u>\$ 7,810,000</u>		<u>\$ 861</u>
<b>Total Fees Previously Paid</b>							-
<b>Total Fee Offsets</b>							-
<b>Net Fee Due</b>							<u>\$861</u>

- (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 initially reserved for issuance pursuant to future awards under the Company’s 2022 Inducement Equity Plan, as amended, consisting of 1,000,000 new shares.
- (3) Estimated in accordance with Rule 457(h) solely for the purpose of calculating the registration fee on the basis of \$7.81 per share, which is the average of the high and low prices of common stock on November 9, 2022, as reported on the NASDAQ Global Market.
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