

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>Polaris Venture Management Co. VI, L.L.C.</u>			2. Issuer Name and Ticker or Trading Symbol <u>Scholar Rock Holding Corp [SRRK]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input type="checkbox"/> Other (specify below) <input type="checkbox"/>			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>05/29/2018</u>			6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input type="checkbox"/> <input checked="" type="checkbox"/> Form filed by More than One Reporting Person			
<u>ONE MARINA PARK DRIVE, 10TH FLOOR</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)						
(Street)	<u>BOSTON</u>	<u>MA</u>	<u>02210</u>						
(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	05/29/2018		C		330,948	A	(1)	330,948	I	See Footnotes(2)(3)
Common Stock	05/29/2018		C		19,340	A	(1)	19,340	I	See Footnote(4)
Common Stock	05/29/2018		C		493,705	A	(1)	824,653	I	See Footnotes(2)(3)
Common Stock	05/29/2018		C		28,851	A	(1)	48,191	I	See Footnote(4)
Common Stock	05/29/2018		C		479,634	A	(1)	1,304,287	I	See Footnotes(2)(3)
Common Stock	05/29/2018		C		28,028	A	(1)	76,219	I	See Footnote(4)
Common Stock	05/29/2018		C		260,670	A	(1)	1,564,957	I	See Footnotes(2)(3)
Common Stock	05/29/2018		C		15,233	A	(1)	91,452	I	See Footnote(4)
Common Stock	05/29/2018		C		693,294	A	(1)	2,258,251	I	See Footnotes(2)(3)
Common Stock	05/29/2018		C		40,514	A	(1)	131,966	I	See Footnote(4)
Common Stock	05/29/2018		C		283,090	A	(1)	2,541,341	I	See Footnotes(2)(3)
Common Stock	05/29/2018		C		16,542	A	(1)	148,508	I	See Footnote(4)
Common Stock	05/29/2018		P		134,970	A	\$14	2,676,311	I	See Footnotes(2)(3)
Common Stock	05/29/2018		P		7,887	A	\$14	156,395	I	See Footnote(4)

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
Series A-1 Preferred Stock	(1)	05/29/2018		C			944,789	(1)	(1)	Common Stock	330,948	(1)	0	I	See Footnotes(2)(3)

**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				
Series A-1 Preferred Stock	(1)	05/29/2018		C			55,211	(1)	(1)	Common Stock	19,340	(1)	0	I	See Footnote ⁽⁴⁾
Series A-2 Preferred Stock	(1)	05/29/2018		C			1,409,429	(1)	(1)	Common Stock	493,705	(1)	0	I	See Footnotes ⁽²⁾⁽³⁾
Series A-2 Preferred Stock	(1)	05/29/2018		C			82,363	(1)	(1)	Common Stock	28,851	(1)	0	I	See Footnote ⁽⁴⁾
Series A-3 Preferred Stock	(1)	05/29/2018		C			1,369,259	(1)	(1)	Common Stock	479,634	(1)	0	I	See Footnotes ⁽²⁾⁽³⁾
Series A-3 Preferred Stock	(1)	05/29/2018		C			80,016	(1)	(1)	Common Stock	28,028	(1)	0	I	See Footnote ⁽⁴⁾
Series A-4 Preferred Stock	(1)	05/29/2018		C			744,162	(1)	(1)	Common Stock	260,670	(1)	0	I	See Footnotes ⁽²⁾⁽³⁾
Series A-4 Preferred Stock	(1)	05/29/2018		C			43,487	(1)	(1)	Common Stock	15,233	(1)	0	I	See Footnote ⁽⁴⁾
Series B Preferred Stock	(1)	05/29/2018		C			1,979,216	(1)	(1)	Common Stock	693,294	(1)	0	I	See Footnotes ⁽²⁾⁽³⁾
Series B Preferred Stock	(1)	05/29/2018		C			115,659	(1)	(1)	Common Stock	40,514	(1)	0	I	See Footnote ⁽⁴⁾
Series C Preferred Stock	(1)	05/29/2018		C			808,166	(1)	(1)	Common Stock	283,090	(1)	0	I	See Footnotes ⁽²⁾⁽³⁾
Series C Preferred Stock	(1)	05/29/2018		C			47,225	(1)	(1)	Common Stock	16,542	(1)	0	I	See Footnote ⁽⁴⁾

1. Name and Address of Reporting Person*

[Polaris Venture Management Co. VI, L.L.C.](#)

(Last) (First) (Middle)

ONE MARINA PARK DRIVE, 10TH FLOOR

(Street)

BOSTON MA 02210

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Polaris Venture Partners VI, L.P.](#)

(Last) (First) (Middle)

ONE MARINA PARK DRIVE, 10TH FLOOR

(Street)

BOSTON MA 02210

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Polaris Venture Partners Founders' Fund VI, L.P.](#)

(Last) (First) (Middle)

ONE MARINA PARK DRIVE, 10TH FLOOR

(Street)

BOSTON MA 02210

(City) (State) (Zip)

Explanation of Responses:

1. Each share of Preferred Stock automatically converted into Common Stock, for no additional payment or consideration, on a 2.8548-for-1 basis upon the closing of the Issuer's initial public offering on May 29, 2018 and had no expiration date.

2. 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. PVM VI is managed by its managing members, one of whom is Dr. Amir Nashat, 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 the Managing Members may each be deemed to have shared voting and dispositive power with respect to the shares held by PVP VI.

3. Each of PVM VI and the Managing Members disclaims beneficial ownership of these securities and this report shall not be deemed an admission that PVM VI or any of the 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.

4. The reportable securities are owned directly by Polaris Venture Partners Founders' Fund VI, L.P. ("PVPFF VI"). PVM VI is the general partner of PVPFF VI. PVM VI may be deemed to have sole voting and dispositive power with respect to the shares held by PVPFF VI and the Managing Members may each be deemed to have shared voting and dispositive power with respect to the shares held by PVPFF VI. Each of PVM VI and the Managing Members disclaims beneficial ownership of these securities and this report shall not be deemed an admission that PVM VI or any of the 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.

/s/ Max Eisenberg, Attorney-in-
Fact for Polaris Venture 05/31/2018
Management Co. VI, L.L.C.

/s/ Max Eisenberg, Attorney-in-
Fact for Polaris Venture 05/31/2018
Management Co. VI, L.L.C.,
general partner of Polaris
Venture Partners VI, L.P.

/s/ Max Eisenberg, Attorney-in-
Fact for Polaris Venture 05/31/2018
Management Co. VI, L.L.C.,
general partner of Polaris
Venture Partners Founders' Fund
VI, L.P.

** 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.