

Epizyme, Inc.
Form 4
August 18, 2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MOTT DAVID M

(Last) (First) (Middle)

**1954 GREENSPRING
DRIVE, SUITE 600**

(Street)

TIMONIUM, MD 21093

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Epizyme, Inc. [EPZM]

3. Date of Earliest Transaction
(Month/Day/Year)
08/14/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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)	(A) or (D)	Price	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)			
Common Stock	08/14/2014		J ⁽¹⁾	V	Amount		1,290,000	D	\$ 0	4,743,240	I	See Note 2 ⁽²⁾
Common Stock	08/14/2014		J ⁽³⁾				12,900	A	\$ 0	12,900	I	See Note 4 ⁽⁴⁾
Common Stock	08/14/2014		J ⁽⁵⁾				12,900	D	\$ 0	0	I	See Note 4 ⁽⁴⁾
Common Stock	08/14/2014		J ⁽⁶⁾				651	A	\$ 0	651	I	See Note 7 ⁽⁷⁾
Common Stock										406,500	I	See Note 8 ⁽⁸⁾

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MOTT DAVID M 1954 GREENSPRING DRIVE SUITE 600 TIMONIUM, MD 21093	X	X		

Signatures

/s/ Sasha Keough,
attorney-in-fact

08/18/2014

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) New Enterprise Associates 13, L.P. ("NEA 13") made a pro rata distribution for no consideration of an aggregate of 1,290,000 shares of Common Stock of the Issuer, to its general partner and its limited partners on August 14, 2014.
The Reporting Person is a director of NEA 13 GP, LTD, which is the sole general partner of NEA Partners 13, L.P. ("NEA Partners 13").
- (2) NEA Partners 13 is the sole general partner of NEA 13, which is the direct beneficial owner of the securities. The Reporting Person disclaims beneficial ownership, within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the NEA 13 shares in which the Reporting Person has no pecuniary interest.
- (3) NEA Partners 13 received 12,900 shares of Common Stock of the Issuer in the distribution by NEA 13 on August 14, 2014.

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- The Reporting Person is a director of NEA 13 GP, LTD, which is the sole general partner of NEA Partners 13, the director beneficial owner of the shares of Common Stock of the Issuer. The Reporting Person disclaims beneficial ownership, within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the NEA Partners 13 shares in which the Reporting Person has no pecuniary interest.
- (4)
- (5) NEA Partners 13 made a pro rata distribution for no consideration of an aggregate of 12,900 shares of Common Stock of the Issuer to its limited partners on August 14, 2014.
- (6) The David Mott Declaration of Trust dated May 31, 2001 as amended (the "Mott Trust") received 651 shares of Common Stock of the Issuer in the distribution by NEA Partners 13 on August 14, 2014.
- The shares are directly held by the Mott Trust. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of the shares held by the Mott Trust, except to the extent of his pecuniary interest therein.
- (7)
- The Reporting Person is a director of NEA 13 GP, LTD, which is the sole general partner of NEA Partners 13. NEA Partners 13 is the sole general partner of NEA 13, which is the sole member of Growth Equity Opportunities Fund II, LLC ("GEO II"), the direct beneficial owner of the securities. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the GEO II shares in which the Reporting Person has no pecuniary interest.
- (8)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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