

Epizyme, Inc.
Form S-1MEF
February 04, 2014

As filed with the Securities and Exchange Commission on February 4, 2014

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-1

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

Epizyme, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

2834
(Primary Standard Industrial
Classification Code Number)
400 Technology Square

26-1349956
(I.R.S. Employer
Identification Number)

Cambridge, Massachusetts 01239

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(617) 229-5872

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

copies to:

David E. Redlick, Esq.

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Brent B. Siler, Esq.

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Cooley LLP

60 State Street

101 California Street, 5th Floor

Boston, Massachusetts 02109

San Francisco, California 94111

(617) 526-6000

(415) 693-2000

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. x 333-193569

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer
 Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

CALCULATION OF REGISTRATION FEE

	Number of	Proposed Maximum Offering Price	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Class of Securities to be Registered	Shares to be Registered (1)	Per Share(2)	Offering Price	Registration Fee
Common Stock, par value \$0.0001 per share	345,000	\$29.25	\$10,091,250	\$1,300

(1) Includes shares that the underwriters have the option to purchase to cover over-allotments, if any.

(2) Estimated in accordance with Rule 457(a) of the Securities Act of 1933.

EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

This registration statement is being filed with respect to the registration of additional shares of common stock, par value \$0.0001 per share, of Epizyme, Inc., a Delaware corporation, pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The contents of the earlier registration statement on Form S-1 (File No. 333-193569), which was declared effective by the Commission on February 4, 2014, are incorporated in this registration statement by reference.

The required opinions and consents are listed on an Exhibit Index attached hereto and filed herewith.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant 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 this 4th day of February, 2014.

Epizyme, Inc.

By: /s/ Robert J. Gould
Name: Robert J. Gould, Ph.D.
Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Robert J. Gould	Director, Chief Executive Officer	February 4, 2014
Robert J. Gould, Ph.D.	(Principal Executive Officer)	
/s/ Jason P. Rhodes	President and Chief Financial Officer	February 4, 2014
Jason P. Rhodes	(Principal Financial and Accounting Officer)	
*	Director	February 4, 2014
Carl Goldfischer, M.D.		
*	Director	February 4, 2014
Thomas Daniel, M.D.		
*	Director	February 4, 2014
David M. Mott		
*	Director	February 4, 2014
Richard F. Pops		
*	Director	February 4, 2014
Beth Seidenberg, M.D.		
*	Director	February 4, 2014
Kazumi Shiosaki, Ph.D.		

* By: /s/ Robert J. Gould
Robert J. Gould, Ph.D., Attorney-in-Fact

EXHIBIT INDEX

Exhibit No.	Description
5	Opinion of WilmerHale
23.1	Consent of WilmerHale (included in Exhibit 5)
23.2	Consent of Ernst & Young LLP
24.1*	Powers of Attorney

* Filed as Exhibit 24.1 to the Registrant's Registration Statement on Form S-1 (File No. 333-193569) filed with the Commission on January 27, 2014.