

Epizyme, Inc.
Form 4
August 25, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
GOLDFISCHER CARL

(Last) (First) (Middle)
11 BELVEDERE AVE

(Street)
BELVEDERE, CA 94920

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/21/2014

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) | 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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$0.0001 per share | 08/21/2014 | | S | | 37,943 | D | \$ 33.0352 (1) |
| | | | | | | | 3,154,119 |
| | | | | | | | I |
| | | | | | | | See Footnote (2) |
| Common Stock, par value \$0.0001 per share | 08/21/2014 | | S | | 723 | D | \$ 33.0352 (1) |
| | | | | | | | 3,153,396 |
| | | | | | | | I |
| | | | | | | | See Footnote (3) |
| Common Stock, par | 08/22/2014 | | S | | 125,606 | D | \$ 32.4591 |
| | | | | | | | 3,027,790 |
| | | | | | | | I |
| | | | | | | | See Footnote |

Edgar Filing: Epizyme, Inc. - Form 4

| | | | | | | | | |
|------------|------------|--|---|---------|-----|------------|-----------|----------|
| value | | | | | (4) | | | (2) |
| \$0.0001 | | | | | | | | |
| per share | | | | | | | | |
| Common | | | | | | | | |
| Stock, par | | | | | | | | |
| value | 08/22/2014 | | S | 2,394 | D | \$ 32.4591 | 3,025,396 | I |
| \$0.0001 | | | | | | (4) | | See |
| per share | | | | | | | | Footnote |
| | | | | | | | | (3) |
| Common | | | | | | | | |
| Stock, par | | | | | | | | |
| value | 08/25/2014 | | S | 195,377 | D | \$ 35.1333 | 2,830,019 | I |
| \$0.0001 | | | | | | (5) | | See |
| per share | | | | | | | | Footnote |
| | | | | | | | | (2) |
| Common | | | | | | | | |
| Stock, par | | | | | | | | |
| value | 08/25/2014 | | S | 3,723 | D | \$ 35.1333 | 2,826,296 | I |
| \$0.0001 | | | | | | (5) | | See |
| per share | | | | | | | | Footnote |
| | | | | | | | | (3) |
| Common | | | | | | | | |
| Stock, par | | | | | | | | |
| value | 08/25/2014 | | S | 883 | D | \$ 36.4028 | 2,825,413 | I |
| \$0.0001 | | | | | | (6) | | See |
| per share | | | | | | | | Footnote |
| | | | | | | | | (2) |
| Common | | | | | | | | |
| Stock, par | | | | | | | | |
| value | 08/25/2014 | | S | 17 | D | \$ 36.4028 | 2,825,396 | I |
| \$0.0001 | | | | | | (6) | | See |
| per share | | | | | | | | Footnote |
| | | | | | | | | (3) |

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

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 control number.

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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

| | | | | |
|------|-------------|------------|-------|--------|
| | Date | Expiration | Title | Amount |
| | Exercisable | Date | | or |
| | | | | Number |
| Code | V | (A) | (D) | of |
| | | | | Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GOLDFISCHER CARL 11 BELVEDERE AVE BELVEDERE, CA 94920 | | X | | |

Signatures

/s/ Carl
Goldfischer 08/25/2014

**Signature of Date
Reporting Person

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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$32.75 per share to \$33.50 per share, inclusive. The Reporting Person undertakes to provide the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(2) Represents shares held by Bay City Capital Fund V, L.P. ("Fund V"); and indirect interests of Bay City Capital LLC ("BCC"), the manager of Bay City Capital Management V LLC ("Management V"), and Management V, the general partner of Fund V. Dr. Goldfischer is Managing Director of BCC. Dr. Goldfischer, BCC and Management V each disclaims beneficial ownership in such shares, except to the extent of their pecuniary interest therein.

(3) Represents shares held by Bay City Capital Fund V Co-Investment Fund, L.P. ("Co-Investment V"); and indirect interests of BCC, the manager of Management V, and Management V, the general partner of Co-Investment V. Dr. Goldfischer is Managing Director of BCC. Dr. Goldfischer, BCC and Management V each disclaims beneficial ownership in such shares, except to the extent of their pecuniary interest therein.

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$32.40 per share to \$33.00 per share, inclusive. The Reporting Person undertakes to provide the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$35.085 per share to \$35.96 per share, inclusive. The Reporting Person undertakes to provide the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$36.40 per share to \$36.405 per share, inclusive. The Reporting Person undertakes to provide the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.