

Epizyme, Inc.
Form 4
June 07, 2013

FORM 4

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

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).

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)
06/05/2013

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)
Common Stock	06/05/2013		C	3,426,762 A	3,426,762	I	See Footnote (2)
Common Stock	06/05/2013		C	65,301 A	3,492,063	I	See Footnote (3)
Common Stock	06/05/2013		P	163,549 A	\$ 15 3,655,612	I	See Footnote (2)
Common Stock	06/05/2013		P	3,117 A	\$ 15 3,658,729	I	See Footnote (3)

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

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(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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Series B Preferred Stock	(1)	06/05/2013		C		10,280,288		(1)	(4)	Common Stock
Series B Preferred Stock	(1)	06/05/2013		C		195,904		(1)	(4)	Common Stock
Stock Option (right to buy)	\$ 25.73	06/05/2013		A		17,666		(5)	06/04/2023	Common Stock

Reporting Owners

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

Signatures

/s/ Carl
Goldfischer 06/07/2013

**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) Each share of Series B Preferred Stock was automatically converted into 1/3rd of a share of Common Stock upon the closing of the Issuer's initial public offering without payment of consideration.

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- (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) Not applicable.

- (5) Vests in full upon the earlier of (i) the expiration of the Dr. Goldfischer's initial term of office as a director of the Issuer, scheduled to occur on the 2015 annual meeting of the Issuer's stockholders and (ii) June 30, 2015. In the event of a change in control of the Issuer, the vesting schedule of the option will accelerate in full.

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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