

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
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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 *
BAY CITY CAPITAL LLC

(Last) (First) (Middle)

750 BATTERY STREET, SUITE 400

(Street)

SAN FRANCISCO, CA 94111

(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 ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X 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 Beneficial 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 Footnotes (2) (3) |
| Common Stock, par value \$0.0001 per share | 08/21/2014 | | S | | 723 | D | \$ 33.0352 (1) |
| | | | | | | | 3,153,396 |
| | | | | | | | I |
| | | | | | | | See Footnotes (2) (4) |
| Common Stock, par | 08/22/2014 | | S | | 125,606 | D | \$ 32.4591 |
| | | | | | | | 3,027,790 |
| | | | | | | | I |
| | | | | | | | See Footnotes |

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| | | | | | | | | |
|------------|------------|---|---------|---|------------|-----------|---|-----------|
| value | | | | | (5) | | | (2) (3) |
| \$0.0001 | | | | | | | | |
| per share | | | | | | | | |
| Common | | | | | | | | |
| Stock, par | | | | | | | | See |
| value | 08/22/2014 | S | 2,394 | D | \$ 32.4591 | 3,025,396 | I | Footnotes |
| \$0.0001 | | | | | (5) | | | (2) (4) |
| per share | | | | | | | | |
| Common | | | | | | | | |
| Stock, par | | | | | | | | See |
| value | 08/25/2014 | S | 195,377 | D | \$ 35.1333 | 2,830,019 | I | Footnotes |
| \$0.0001 | | | | | (6) | | | (2) (3) |
| per share | | | | | | | | |
| Common | | | | | | | | |
| Stock, par | | | | | | | | See |
| value | 08/25/2014 | S | 3,723 | D | \$ 35.1333 | 2,826,296 | I | Footnotes |
| \$0.0001 | | | | | (6) | | | (2) (4) |
| per share | | | | | | | | |
| Common | | | | | | | | |
| Stock, par | | | | | | | | See |
| value | 08/25/2014 | S | 883 | D | \$ 36.4028 | 2,825,413 | I | Footnotes |
| \$0.0001 | | | | | (7) | | | (2) (3) |
| per share | | | | | | | | |
| Common | | | | | | | | |
| Stock, par | | | | | | | | See |
| value | 08/25/2014 | S | 17 | D | \$ 36.4028 | 2,825,396 | I | Footnotes |
| \$0.0001 | | | | | (7) | | | (2) (4) |
| per share | | | | | | | | |

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

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|--------------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BAY CITY CAPITAL LLC 750 BATTERY STREET SUITE 400 SAN FRANCISCO, CA 94111 | | X | | |
| Bay City Capital Fund V, L.P. 750 BATTERY STREET SUITE 400 SAN FRANCISCO, CA 94111 | | X | | |
| Bay City Capital Fund V Co-Investment Fund, L.P. 750 BATTERY STREET SUITE 400 SAN FRANCISCO, CA 94111 | | X | | |
| Bay City Capital Management V LLC 750 BATTERY STREET SUITE 400 SAN FRANCISCO, CA 94111 | | 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) Bay City Capital LLC, a Delaware limited liability company ("BCC"), Bay City Capital Management V LLC, a Delaware limited liability company ("Management V"), Bay City Capital Fund V, L.P., a Delaware limited partnership ("Fund V"), and Bay City Capital Fund V Co-Investment Fund, L.P., a Delaware limited partnership ("Co-Investment V"), are deemed to be a "group" for the purpose of Section 13(d) under the Securities Exchange Act of 1934. Management V is the general partner of Fund V and Co-Investment V and has sole voting and dispositive power with respect to the securities held by Fund V and Co-Investment V. BCC, the manager of Management V, is also an advisor to Fund V and Co-Investment V and has sole voting and dispositive power with respect to the securities held by Fund V and Co-Investment V.

(3)

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Represent securities held by Fund V, including indirect interests of BCC and Management V. BCC and Management V each disclaims beneficial ownership with respect to these securities, except to the extent of their pecuniary interest therein.

- (4) Represent securities held by Co-Investment V, including indirect interests of BCC and Management V. BCC and Management V each disclaims beneficial ownership with respect to these securities, except to the extent of their pecuniary interest therein.

- (5) 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.

- (6) 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.

- (7) 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.

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