

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 *
BARRETT M JAMES

(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)			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	08/14/2014		J ⁽¹⁾		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⁾		325	A	\$ 0	325	I	See Note 7 ⁽⁷⁾
Common Stock	08/15/2014		S		325	D	\$ 35.6694 ⁽⁸⁾	0	I	See Note 7 ⁽⁷⁾

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Common Stock	08/14/2014	J ⁽⁹⁾	325	A	\$ 0	325	D	
Common Stock	08/15/2014	S	325	D	\$ 35.9251 (10)	0	D	
Common Stock	08/14/2014	J ⁽¹¹⁾	3,411	A	\$ 0	3,411	I	See Note 12 ⁽¹²⁾
Common Stock	08/15/2014	S	3,027	D	\$ 36.45 (13)	384	I	See Note 12 ⁽¹²⁾
Common Stock	08/15/2014	S	384	D	\$ 36.94 (14)	0	I	See Note 12 ⁽¹²⁾
Common Stock						406,500	I	See Note 15 ⁽¹⁵⁾

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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				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
BARRETT M JAMES 1954 GREENSPRING DRIVE SUITE 600 TIMONIUM, MD 21093	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"). 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.
- (2) NEA Partners 13 received 12,900 shares of Common Stock of the Issuer in the distribution by NEA 13 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, 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.
- (3) 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.
- (4) The Barrett 2006 Family Trust received 325 shares of Common Stock of the Issuer in the distribution by NEA Partners 13 on August 14, 2014.

The securities are directly held by the Barrett 2006 Family 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 such portion of the securities of the Issuer held by the Barrett 2006 Family Trust in which the Reporting Person has no pecuniary interest.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$35.66 to \$35.71, inclusive. The Reporting Person undertakes to provide to 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 (8) to this Form 4.
- (6) M. James Barrett and April Barrett received 325 shares of Common Stock of the Issuer in the distribution by NEA Partners 13 on August 14, 2014.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$35.77 to \$36.01, inclusive. The Reporting Person undertakes to provide to 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 (10) to this Form 4.
- (7) New Enterprise Associates, LLC ("NEA LLC") received 3,411 shares of Common Stock of the Issuer in the distribution by NEA Partners 13 on August 14, 2014.

The Reporting Person is a member of the Board of Directors of NEA LLC, which is the direct beneficial owner of the shares. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the 1934 Act, as amended, or otherwise of the shares held by NEA LLC, except to the extent of his pecuniary interest therein.
- (8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$35.74 to \$36.73, inclusive. The Reporting Person undertakes to provide to 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 (13) to this Form 4.
- (9) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$36.74 to \$37.21, inclusive. The Reporting Person undertakes to provide to 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 (14) to this Form 4.
- (10)
- (11)
- (12)
- (13)
- (14)
- (15)

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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. 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.

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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