

Epizyme, Inc.
Form 4
August 05, 2014

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 *
Rhodes Jason P

(Last) (First) (Middle)
C/O EPIZYME, INC., 400
TECHNOLOGY SQUARE
(Street)

CAMBRIDGE, MA 02139

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/04/2014

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)
President, CFO and Treasurer

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)
Common Stock, par value \$0.0001 per share	08/04/2014		M ⁽¹⁾	8,000 A	\$ 3.54 78,000	D	
Common Stock, par value \$0.0001 per share	08/04/2014		M ⁽¹⁾	34,000 A	\$ 0.6 112,000	D	
Common Stock, par value \$0.0001 per share	08/04/2014		S ⁽¹⁾	11,600 D	\$ 29.2609 100,400	D	

value (2)
 \$0.0001
 per share
 Common
 Stock, par
 value 08/04/2014 S(1) 18,400 D \$ 30.0488 82,000 D
 \$0.0001 (3)
 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. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 3.54	08/04/2014		M(1)	8,000	(4) 01/24/2023	Common Stock	8,000
Stock Option (Right to Buy)	\$ 0.6	08/04/2014		M(1)	34,000	(5) 03/10/2021	Common Stock	34,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rhodes Jason P C/O EPIZYME, INC. 400 TECHNOLOGY SQUARE CAMBRIDGE, MA 02139			President, CFO and Treasurer	

Signatures

/s/ Stephen Garbacz,
attorney-in-fact

08/05/2014

__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) The exercise and sale reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.575 per share to \$29.55 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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$29.61 per share to \$30.49 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.
- (3) This option was granted on January 25, 2013 with respect to 310,833 shares of Common Stock, with 25% vesting on January 25, 2014 and the remaining 75% vesting in 36 substantially equal monthly installments thereafter.
- (4) This option was granted on March 11, 2011 with respect to 108,819 shares of Common Stock, with 25% vesting on March 11, 2012 and the remaining 75% vesting in 36 substantially equal monthly installments thereafter.
- (5)

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.