

Epizyme, Inc.
Form 4
August 18, 2014

FORM 4

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

OMB APPROVAL

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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 *
Viswanathan Ravi

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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⁾		433	A	\$ 0
							433
							I
							See Note 7 ⁽⁷⁾
Common Stock	08/18/2014		S		433	D	\$ 35.5565
							0
							I
							See Note 7 ⁽⁷⁾

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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.

- (3) 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.

- (5) 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.

- (6) MV Holdings 2009 Revocable Trust received 433 shares of Common Stock of the Issuer in the distribution by NEA Partners 13 on August 14, 2014.

The shares are directly held by the MV Holdings 2009 Revocable 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 shares of the Issuer held by the MV Holdings 2009 Revocable Trust in which the Reporting Person has no pecuniary interest.

- (8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$35.55 to \$35.57, 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.

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. 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.