

Epizyme, Inc.
Form 4
March 11, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
Singer Andrew E.

(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)
03/09/2016

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)
EVP & CFO

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 Ownership (Instr. 4) |
|----------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$0.0001 | 03/09/2016 | | M | | 1,682 | A | 19,036 |
| Common Stock, par value \$0.0001 | 03/09/2016 | | M | | 777 | A | 19,813 |
| Common Stock, par value \$0.0001 | 03/09/2016 | | S ⁽²⁾ | | 906 | D | \$ 9.4 ⁽³⁾ 18,907 |

| | | | | | | | |
|---|------------|------------------|-----|---|-------------------------|--------|---|
| Common Stock, par value \$0.0001 | 03/09/2016 | S ⁽²⁾ | 100 | D | \$ 8.7 <u>(4)</u> | 18,807 | D |
|---|------------|------------------|-----|---|-------------------------|--------|---|

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

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SEC 1474
(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 or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Restricted Stock Units | <u>(1)</u> | 03/09/2016 | | M | 1,682 | <u>(5)</u> <u>(5)</u> | Common Stock | 1,682 |
| Restricted Stock Units | <u>(1)</u> | 03/06/2016 | | M | 777 | <u>(6)</u> <u>(6)</u> | Common Stock | 777 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| Singer Andrew E. C/O EPIZYME, INC. 400 TECHNOLOGY SQUARE CAMBRIDGE, MA 02139 | | | EVP & CFO | |

Signatures

/s/ Adriana Sullivan,
attorney-in-fact

03/11/2016

**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 restricted stock unit represents the contingent right to receive one share of Epizyme, Inc. common stock upon vesting.
- (2) The sale reported on this Form 4 was effected pursuant to a Rule 10b5-1 plan adopted by the Reporting Person to cover taxes associated with the vesting of his restricted stock.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$8.75 per share to \$9.74 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.

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$8.70 per share to \$8.74 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.

(5) This award, granted on February 9, 2016, pursuant to the Company's 2013 Stock Incentive plan, vests as to 25% of the total award on February 9, 2016, a year from the commencement of employment, with the remaining 75% vesting in 36 substantially equal monthly installments thereafter. Vested shares will be delivered to the reporting person.

(6) This award, granted on February 9, 2015, pursuant to the Company's 2013 Stock Incentive Plan, vests as to 25% of the total award on February 9, 2016, with the remaining 75% vesting in 36 substantially equal monthly installments thereafter. Vested shares will be delivered to the reporting person.

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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