

Epizyme, Inc.
Form 4
January 10, 2017

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 *
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)
01/09/2017

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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount (A) or (D)	Price		
Common stock, par value \$0.0001	01/09/2017		M		1,682	A	<u>(1)</u> 33,506	D
Common stock, par value \$0.0001	01/09/2017		M		777	A	<u>(1)</u> 34,283	D
Common stock, par value \$0.0001	01/09/2017		S ⁽²⁾		1,013	D	\$ <u>(3)</u> 12.0379 33,270	D

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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. Pr Deriv Secur (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0	01/09/2017		M	1,682	(4)	(4)	Common Stock	1,682
Restricted Stock Units	\$ 0	01/09/2017		M	777	(5)	(5)	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, 01/10/2017
attorney-in-fact

**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)

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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 \$12.00 per share to \$12.30 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) 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.

- (5) 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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