

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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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 *
Weller Harry R

(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)
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)	24 A	\$ 0 24	I	See Note 7 (7)
Common Stock	08/14/2014		J(8)	24 A	\$ 0 24	I	See Note 9 (9)

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Common Stock	08/14/2014		<u>J</u> ⁽¹⁰⁾	439	A	\$ 0	439	I	See Note 11 <u>(11)</u>
Common Stock							406,500	I	See Note <u>(12)</u>

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

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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 Owned Following Reporting Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Weller Harry R 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.

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- (2) 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.
- (3) NEA Partners 13 received 12,900 shares of Common Stock of the Issuer in the distribution by NEA 13 on August 14, 2014.
- (4) 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) Cash Henry Weller Trust received 24 shares of Common Stock of the Issuer in the distribution by NEA Partners 13 on August 14, 2014.
- (7) The shares are held directly by the Cash Henry Weller 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 Cash Henry Weller Trust in which the Reporting Person has no pecuniary interest.
- (8) Luke Moore Weller Trust received 24 shares of Common Stock of the Issuer in the distribution by NEA Partners 13 on August 14, 2014.
- (9) The shares are held directly by the Luke Moore Weller 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 Luke Moore Weller Trust in which the Reporting Person has no pecuniary interest.
- (10) Harry Richard Weller Revocable Trust, Harry Richard Weller and Rachel Moore Weller, Trustees dtd November 29, 2007 (the "Harry Weller Trust") received 439 shares of Common Stock of the Issuer in the distribution by NEA Partners 13 on August 14, 2014.
- (11) The shares are held directly by the Harry Weller 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 Harry Weller Trust in which the Reporting Person has no pecuniary interest.
- (12) 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.