

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 \*  
NEA Partners 13, Limited Partnership

(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)

\_\_\_ Form filed by One Reporting Person  
\_X\_ 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                    | 08/14/2014                           |  | J <sup>(1)</sup>               |   | 1,290,000   | D  | \$ 0                              |
|                                 |                                      |  |                                |   | 4,743,240   | I  |                                   |
| Common Stock                    | 08/14/2014                           |  | J <sup>(3)</sup>               |   | 12,900  | A  | \$ 0                              |
|                                 |                                      |  |                                |   | 12,900  | D <sup>(4)</sup>   |                                   |
| Common Stock                    | 08/14/2014                           |  | J <sup>(5)</sup>               |   | 12,900  | D  | \$ 0                              |
|                                 |                                      |  |                                |   | 0   | D <sup>(4)</sup>   |                                   |
| Common Stock                    |                                      |  |                                |   | 406,500   | I  |                                   |

See Note 2 <sup>(2)</sup>  
See Note 6 <sup>(6)</sup>

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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares                                       |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| NEA Partners 13, Limited Partnership<br>1954 GREENSPRING DRIVE<br>SUITE 600<br>TIMONIUM, MD 21093 |               | X         |         |       |
| NEA 13 GP, Ltd<br>1954 GREENSPRING DRIVE<br>SUITE 600<br>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.
  - (2) The shares are directly held by NEA 13 and are indirectly held by the Reporting Person, the sole general partner of NEA 13, NEA 13 GP, LTD ("NEA 13 LTD"), the sole general partner of the Reporting Person and each of the individual directors of NEA 13 LTD (the

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Reporting Person, NEA 13 LTD and the individual directors of NEA 13 LTD (collectively, "Directors") together, the "NEA 13 Indirect Reporting Persons"). The Directors of NEA 13 LTD are M. James Barrett, Peter J. Barris, Forest Baskett, Ryan D. Drant, Patrick J. Kerins, Krishna "Kittu" Kolluri, David M. Mott, Scott D. Sandell, Ravi Viswanathan and Harry R. Weller. The NEA 13 Indirect Reporting Persons disclaim 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 NEA 13 Indirect Reporting Persons have no pecuniary interest.

- (3) The Reporting Person received 12,900 shares of Common Stock of the Issuer in the distribution by NEA 13 on August 14, 2014.

The shares are directly held by the Reporting Person and indirectly held by NEA 13 LTD, the sole general partner of the Reporting Person, and the Directors of NEA 13 LTD (NEA 13 LTD and the Directors of NEA 13 LTD together, the "NEA Partners 13 Indirect

- (4) Reporting Persons"). The NEA Partners 13 Indirect Reporting Persons disclaim 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 NEA Partners 13 Indirect Reporting Persons have no pecuniary interest.

- (5) The Reporting Person 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.

The shares are directly held by Growth Equity Opportunities Fund II, LLC ("GEO II") and are indirectly held by NEA 13, the sole member of GEO II, NEA Partners 13, the sole general partner of NEA 13, NEA 13 LTD, the sole general partner of NEA Partners 13 and each of the individual directors of NEA 13 LTD (NEA 13, NEA Partners 13, NEA 13 LTD and the individual directors of NEA 13 LTD (collectively, the "Directors") together, the "GEO II Indirect Reporting Persons"). The Directors of NEA 13 LTD are M. James Barrett,

- (6) Peter J. Barris, Forest Baskett, Ryan D. Drant, Patrick J. Kerins, Krishna "Kittu" Kolluri, David M. Mott, Scott D. Sandell, Ravi Viswanathan and Harry R. Weller. The GEO II Indirect Reporting Persons disclaim 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 GEO II Indirect Reporting Persons have 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.

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