

Epizyme, Inc.
Form 4
June 07, 2013

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 *
BAY CITY CAPITAL LLC

(Last) (First) (Middle)

750 BATTERY STREET, SUITE 400

(Street)

SAN FRANCISCO, CA 94111

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Epizyme, Inc. [EPZM]

3. Date of Earliest Transaction (Month/Day/Year)
06/05/2013

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 Indirect Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----------|---|-----------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 06/05/2013 | | C | | 3,426,762 | A | (\$) | 3,426,762 | I | See Footnotes (2) (3) |
| Common Stock | 06/05/2013 | | C | | 65,301 | A | (\$) | 3,492,063 | I | See Footnotes (2) (4) |
| Common Stock | 06/05/2013 | | P | | 163,549 | A | \$ 15 | 3,655,612 | I | See Footnotes (2) (3) |
| Common Stock | 06/05/2013 | | P | | 3,117 | A | \$ 15 | 3,658,729 | I | See Footnotes |

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) | | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|------------|-----|--|-----------------|---|
| | | | | | V | (A) | (D) | Date Exercisable | Expiration Date | |
| Series B Preferred Stock | (1) | 06/05/2013 | | C | | 10,280,288 | | (1) | (5) | Common Stock |
| Series B Preferred Stock | (1) | 06/05/2013 | | C | | 195,904 | | (1) | (5) | Common Stock |
| Stock Option (right to buy) | \$ 25.73 | 06/05/2013 | | A | | 17,666 | | (6) | 06/04/2023 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BAY CITY CAPITAL LLC 750 BATTERY STREET SUITE 400 SAN FRANCISCO, CA 94111 | | X | | |
| Bay City Capital Fund V, L.P. 750 BATTERY STREET SUITE 400 SAN FRANCISCO, CA 94111 | | X | | |
| Bay City Capital Fund V Co-Investment Fund, L.P. 750 BATTERY STREET SUITE 400 | | X | | |

SAN FRANCISCO, CA 94111

Bay City Capital Management V LLC
750 BATTERY STREET
SUITE 400
SAN FRANCISCO, CA 94111

X

Signatures

/s/ Carl

Goldfischer

06/07/2013

**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 share of Series B Preferred Stock was automatically converted into 1/3rd of a share of Common Stock upon the closing of the Issuer's initial public offering without payment of consideration.

Bay City Capital LLC, a Delaware limited liability company ("BCC"), Bay City Capital Management V LLC, a Delaware limited liability company ("Management V"), Bay City Capital Fund V, L.P., a Delaware limited partnership ("Fund V"), and Bay City Capital Fund V Co-Investment Fund, L.P., a Delaware limited partnership ("Co-Investment V"), are deemed to be a "group" for the purpose of
- (2) Section 13(d) under the Securities Exchange Act of 1934. Management V is the general partner of Fund V and Co-Investment V and has sole voting and dispositive power with respect to the securities held by Fund V and Co-Investment V. BCC, the manager of Management V, is also an advisor to Fund V and Co-Investment V and has sole voting and dispositive power with respect to the securities held by Fund V and Co-Investment V.
- (3) Represent securities held by Fund V, including indirect interests of BCC and Management V. BCC and Management V each disclaims beneficial ownership with respect to these securities, except to the extent of their pecuniary interest therein.
- (4) Represent securities held by Co-Investment V, including indirect interests of BCC and Management V. BCC and Management V each disclaims beneficial ownership with respect to these securities, except to the extent of their pecuniary interest therein.
- (5) Not applicable.
- (6) Vests in full upon the earlier of (i) the expiration of the Dr. Goldfischer's initial term of office as a director of the Issuer, scheduled to occur on the 2015 annual meeting of the Issuer's stockholders and (ii) June 30, 2015. In the event of a change in control of the Issuer, the vesting schedule of the option will accelerate in full.
- (7) BCC and Management V have an arrangement with Dr. Goldfischer, the beneficial owner of the option, that provides such entities with a pecuniary interest in the option issued by the Issuer to Dr. Goldfischer. BCC and Management V each disclaims beneficial ownership in such option, except to the extent of their pecuniary interest therein.

Remarks:

Signed by Carl Goldfischer, Managing Director BCC for itself, for and on behalf of Management V in its capacity as manager

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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