

Epizyme, Inc.  
Form S-8  
February 28, 2014

As filed with the Securities and Exchange Commission on February 27, 2014

Registration No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

**FORM S-8**  
**REGISTRATION STATEMENT**  
***UNDER***  
***THE SECURITIES ACT OF 1933***

**Epizyme, Inc.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**400 Technology Square**

**Cambridge, MA**

**26-1349956**  
**(I.R.S. Employer**  
**Identification No.)**

**02139**

(Address of Principal Executive Offices)

(Zip Code)

**2013 Stock Incentive Plan**

**2013 Employee Stock Purchase Plan**

(Full title of the plan)

**Robert J. Gould, Ph.D.**

**Chief Executive Officer**

**Epizyme, Inc.**

**400 Technology Square**

**Cambridge, MA 02139**

(Name and address of agent for service)

**(617) 229-5872**

(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer   
 Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

<b>Title of securities to be registered</b>	<b>Amount to be registered(1)</b>	<b>Proposed maximum offering price per share</b>	<b>Proposed maximum aggregate offering price</b>	<b>Amount of registration fee</b>
Common Stock, \$0.0001 par value per share	633,333 shares (2)	\$30.69495 (3)	\$19,440,124.77 (3)	\$2,503.89

- (1) In accordance with Rule 416 under the Securities Act of 1933, as amended, this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Consists of (i) 400,000 additional shares issuable under the 2013 Stock Incentive Plan and (ii) 233,333 additional shares issuable under the 2013 Employee Stock Purchase Plan.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act of 1933, as amended. The price per share and aggregate offering price are calculated on the basis of \$30.69495, the average of the high and low price of the registrant's Common Stock as reported on the NASDAQ Global Market on February 21, 2014.

**Statement of Incorporation by Reference**

This Registration Statement on Form S-8 is filed to register the offer and sale of (i) an additional 400,000 shares of the Registrant's common stock, \$0.0001 par value per share, to be issued under the Registrant's 2013 Stock Incentive Plan and (ii) an additional 233,333 shares of the Registrant's common stock, \$0.0001 par value per share, to be issued under the Registrant's 2013 Employee Stock Purchase Plan. This Registration Statement incorporates by reference the contents of the registration statement on Form S-8, File No. 333-189629, filed by the Registrant on June 27, 2013, relating to the Registrant's 2008 Stock Incentive Plan, 2013 Stock Incentive Plan and 2013 Employee Stock Purchase Plan, except for Item 8, Exhibits, with respect to which the Exhibit Index immediately preceding the exhibits attached hereto is incorporated herein by reference.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cambridge, Commonwealth of Massachusetts, on this 27<sup>th</sup> day of February, 2014.

EPIZYME, INC.

By: /s/ Robert J. Gould  
 Robert J. Gould, Ph.D.  
 Chief Executive Officer

**POWER OF ATTORNEY AND SIGNATURES**

We, the undersigned officers and directors of Epizyme, Inc., hereby severally constitute and appoint Robert J. Gould, Ph.D. and Jason P. Rhodes, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the registration statement on Form S-8 filed herewith and any and all subsequent amendments to said registration statement, and generally to do all such things in our names and on our behalf in our capacities as officers and directors to enable Epizyme, Inc. to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said registration statement and any and all amendments thereto.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Robert J. Gould Robert J. Gould, Ph.D.	Director, Chief Executive Officer (Principal Executive Officer)	February 27, 2014
/s/ Jason P. Rhodes Jason P. Rhodes	President and Chief Financial Officer  (Principal Financial and Accounting Officer)	February 27, 2014
/s/ Carl Goldfischer Carl Goldfischer, M.D.	Director	February 27, 2014
/s/ Thomas O. Daniel Thomas O. Daniel, M.D.	Director	February 27, 2014
/s/ David M. Mott David M. Mott	Director	February 27, 2014
/s/ Richard F. Pops	Director	February 27, 2014

Richard F. Pops

/s/ Beth Seidenberg  
Beth Seidenberg, M.D.

Director

February 27, 2014

/s/ Kazumi Shiosaki  
Kazumi Shiosaki, Ph.D.

Director

February 27, 2014

**INDEX TO EXHIBITS**

Number	Description
4.1(1)	Restated Certificate of Incorporation of the Registrant
4.2(2)	Amended and Restated By-Laws of the Registrant
5.1	Opinion of Wilmer Cutler Pickering Hale and Dorr LLP, counsel to the Registrant
23.1	Consent of Wilmer Cutler Pickering Hale and Dorr LLP  (included in Exhibit 5.1)
23.2	Consent of Ernst & Young LLP
24.1	Power of attorney (included on the signature pages of this registration statement)
99.1(2)	2013 Stock Incentive Plan
99.2(2)	2013 Employee Stock Purchase Plan

- (1) Previously filed with the Securities and Exchange Commission as an Exhibit to the Registrant's Current Report on Form 8-K (File No. 001-35945) on June 7, 2013 and incorporated herein by reference.
- (2) Previously filed with the Securities and Exchange Commission as an Exhibit to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-187982), and incorporated herein by reference.