

Epizyme, Inc.  
Form S-8  
March 12, 2015

As filed with the Securities and Exchange Commission on March 12, 2015

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**

**26-1349956**  
**(I.R.S. Employer**  
**Identification No.)**  
  
**02139**

**Cambridge, MA**  
**(Address of Principal Executive Offices)** **(Zip Code)**  
**2013 Stock Incentive Plan**

**(Full title of the plan)**

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

**President and 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 | <input type="checkbox"/> | Accelerated filer         | <input checked="" type="checkbox"/> |
| Non-accelerated filer   | <input type="checkbox"/> | Smaller reporting company | <input type="checkbox"/>            |

(Do not check if a smaller reporting company)

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**CALCULATION OF REGISTRATION FEE**

| <b>Title of securities<br/>to be registered</b> | <b>Amount<br/>to be<br/>registered(1)</b> | <b>Proposed<br/>maximum<br/>offering price<br/>per share</b> | <b>Proposed<br/>maximum<br/>aggregate<br/>offering price</b> | <b>Amount of<br/>registration fee</b> |
|---|---|--|--|---------------------------------------|
| Common Stock, \$0.0001 par value per share      | 1,721,300 shares(2)                       | \$23.46(3)   | \$40,381,698.00(3)   | \$4,692.36                            |

- (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 1,721,300 additional shares issuable under the 2013 Stock Incentive 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 \$23.46, the average of the high and low price of the registrant's Common Stock as reported on the NASDAQ Global Market on March 6, 2015.

**Statement of Incorporation by Reference**

This Registration Statement on Form S-8 is filed to register the offer and sale of an additional 1,721,300 shares of the Registrant's common stock, \$0.0001 par value per share, to be issued under the Registrant's 2013 Stock Incentive 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, and the registration statement on Form S-8, File No. 333-194205, filed by the Registrant on February 28, 2014, relating to the Registrant's 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.

**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 12 day of March, 2015.

EPIZYME, INC.

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

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**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 Andrew E. Singer, 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          | President, Chief Executive Officer, Director   | March 12, 2015 |
| Robert J. Gould, Ph.D.       | (Principal Executive Officer)  |                |
| /s/ Andrew E. Singer         | Executive Vice President of Finance and  | March 12, 2015 |
| Andrew E. Singer             | Administration, Chief Financial Officer and<br>Treasurer<br>(Principal Financial and Accounting Officer) |                |
| /s/ Andrew R. Allen          | Director   | March 12, 2015 |
| Andrew R. Allen, M.D., Ph.D. |  |                |
| /s/ Kenneth Bate             | Director   | March 12, 2015 |
| Kenneth Bate                 |  |                |
| /s/ Carl Goldfischer         | Director   | March 12, 2015 |
| Carl Goldfischer, M.D.       |  |                |
| /s/ David M. Mott            | Director   | March 12, 2015 |
| David M. Mott                |  |                |
| /s/ Richard F. Pops          | Director   | March 12, 2015 |
| Richard F. Pops              |  |                |

/s/ Beth Seidenberg

Director

March 12, 2015

Beth Seidenberg, M.D.

**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  |

- (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.