Epizyme, Inc.
Form 8-K
March 18, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d)

of the Securities Exchange Act of 1934

Date of report (Date of earliest event reported): March 17, 2015

EPIZYME, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware	001-35945	26-1349956
(State or Other Jurisdiction	(Commission	(IRS Employer
of Incorporation)	File Number)	Identification No.)

400 Technology Square, Cambridge,

Massachusetts	**02139**
(Address of Principal Executive Offices)	**(Zip Code)**

Registrant s telephone number, including area code: (617) 229-5872

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

¨ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

¨ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

¨ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

¨ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01 Entry Into a Material Definitive Agreement

On March 17, 2015, Epizyme, Inc. (the   Company) entered into an underwriting agreement (the   Underwriting Agreement) with Leerink Partners LLC and Cowen and Company, LLC, as representatives of the several underwriters (collectively, the   Underwriters), relating to an underwritten public offering of 6,000,000 shares (the   Shares) of the Company s common stock, par value $0.0001 per share (the   Common Stock). All of the Shares are being sold by the Company. The offering price to the public is $20.75 per share, and the Underwriters have agreed to purchase the Shares from the Company pursuant to the Underwriting Agreement at a price of $19.505 per share. Under the terms of the Underwriting Agreement, the Company granted the Underwriters an option, exercisable for 30 days, to purchase up to an additional 900,000 shares of Common Stock at the same price per share as the Shares.

The Shares will be issued pursuant to a prospectus supplement dated March 17, 2015 and an accompanying base prospectus dated June 27, 2014 that form a part of the registration statement on Form S-3 that the Company filed with the U.S. Securities and Exchange Commission (SEC), which became effective on June 27, 2014 (File No. 333-196692). The closing of the offering is expected to take place on or about March 23, 2015, subject to the satisfaction of customary closing conditions.

A copy of the Underwriting Agreement is attached as Exhibit 1.1 hereto and is incorporated herein by reference. The foregoing description of the material terms of the Underwriting Agreement does not purport to be complete and is qualified in its entirety by reference to such exhibit.

A copy of the legal opinion and consent of Wilmer Cutler Pickering Hale and Dorr LLP relating to the Shares is attached as Exhibit 5.1 hereto.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

The Exhibits to this Current Report on Form 8-K are listed in the Exhibit Index attached hereto.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

EPIZYME, INC.

Date: March 17, 2015   By: /s/ Robert J. Gould

                                                    Robert J. Gould, Ph.D.
                                                    President and Chief Executive Officer

EXHIBIT INDEX

Exhibit No.	Description
1.1	Underwriting Agreement, dated March 17, 2015, by and among the Company and Leerink Partners LLC and Cowen and Company, LLC, as representatives of the several Underwriters
5.1	Opinion of Wilmer Cutler Pickering Hale and Dorr LLP
23.1	Consent of Wilmer Cutler Pickering Hale and Dorr LLP (contained in Exhibit 5.1 above)