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):
December 30, 2019

EPIZYME, INC.
(Exact Name of Registrant as Specified in Charter)

Delaware	**001-35945**	**26-1349956**
(State or Other Jurisdiction of Incorporation)	**(Commission File Number)**	**(IRS Employer 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:

☐ 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol	Name of each exchange on which registered
Common stock, $0.0001 par value	**EPZM**	**Nasdaq Global Select Market**

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 2.02 Results of Operations and Financial Condition

On January 6, 2020, Epizyme, Inc., a Delaware corporation (the "Company") announced that it has exercised its option to sell 2,500,000 shares (the "Put Shares") of common stock, par value $0.0001, of the Company, for an aggregate of $50.0 million to RPI Finance Trust, a Delaware statutory trust ("RPI"). In its announcement the Company stated that it expects that the $50.0 million purchase price, combined with the Company's existing cash, cash equivalents and marketable securities as of December 31, 2019, which the Company expects on a preliminary and unaudited basis will be approximately $381.0 million, will further support the Company's current operating runway into 2022. The full text of the press release issued in connection with the announcement is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The Company's figure for cash, cash equivalents and marketable securities as of December 31, 2019 is based on preliminary unaudited information and is subject to change as the Company has not yet completed its financial closing procedures and its auditors have not audited or reviewed this information

The information provided under Item 2.02 of this Form 8-K (including Exhibit 99.1) shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 3.02 Unregistered Sale of Equity Securities.

On December 30, 2019, the Company notified RPI of the Company's exercise of its option (the "Put Option") to sell the Put Shares for an aggregate purchase price of $50.0 million, pursuant to, and in accordance with, the purchase agreement by and between the Company and RPI dated November 4, 2019 (the "Purchase Agreement"). The closing of the sale and issuance of the Put Shares is subject to the satisfaction or waiver of customary conditions, including, among other things, the expiration or termination of the applicable waiting period under the Hart-Scott Rodino Antitrust Improvements Act of 1976, as amended.

The Put Shares were offered and will be issued and sold in reliance upon the exemption from the registration requirements of the Securities Act of 1933, as amended (the "Securities Act"), set forth under Section 4(a)(2) of the Securities Act relating to sales by an issuer not involving any public offering and in reliance on similar exemptions under applicable state laws. RPI represented that it is an accredited investor and that it is acquiring the Put Shares investment purposes only and not with a view to any resale, distribution or other disposition of such securities in violation of the United States federal securities laws. This Current Report on Form 8-K is not an offer to sell or the solicitation of an offer to buy the securities described herein.

The foregoing description of the exercise of the Put Option and sale of the Put Shares does not purport to be complete and is qualified in its entirety by reference to the complete text of the Purchase Agreement, which will be filed as an exhibit to the Company's annual report on Form 10-K for the fiscal year ending December 31, 2019.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

99.1	Press release issued by the Company on January 6, 2020*
104	Cover Page Interactive Data File (embedded within Inline XBRL document)

* The exhibit shall be deemed to be furnished, and not filed.

Forward-Looking Statements

Any statements in this Current Report on Form 8-K about future expectations, plans and prospects for the Company, including statements about the expected closing of the transactions referred to in this Current Report on Form 8-K, the expected proceeds from the sale of the Put Shares and the use of such proceeds and the sufficiency of funds for future operations, and other statements containing the words "anticipate," "believe," "estimate," "expect," "intend," "may," "plan," "predict," "project," "target," "potential," "will," "would," "could," "should," "continue," and similar expressions, constitute forward-looking statements within the meaning of The Private Securities Litigation Reform Act of 1995. Actual results may differ materially from those indicated by such forward-looking statements as a result of various important factors, including: whether the closing conditions for the sale and issuance of the Put Shares under the Purchase Agreement will be satisfied and the transaction will be consummated; whether the proceeds from the transaction, together with the Company's cash and cash equivalents will be sufficient to fund the Company's operations for the period indicated; whether results from clinical studies will warrant meetings with regulatory authorities, submissions for regulatory approval or review by governmental authorities under the accelerated approval process; uncertainties with respect to regulatory approvals, including accelerated approval, to conduct trials or to market products; other matters that could affect the availability or commercial potential of the Company's therapeutic candidates; and other factors discussed in the "Risk Factors" section of the Company's most recent Form 10-Q filed with the SEC and in the Company's other filings from time to time with the SEC. In addition, the forward-looking statements included in this Current Report on Form 8-K represent the Company's views as of the date hereof and should not be relied upon as representing the Company's views as of any date subsequent to the date hereof. The Company anticipates that subsequent events and developments will cause the Company's views to change. However, while the Company may elect to update these forward-looking statements at some point in the future, the Company specifically disclaims any obligation to do so.

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: January 6, 2020

By: /s/ Robert B. Bazemore
Robert B. Bazemore
President and Chief Executive Officer

Exhibit 99.1

Epizyme Announces Exercise of $50 Million Option with Royalty Pharma and Highlights Key 2020 Initiatives to Build Long-Term Value

Additional Capital Further Extends Company's Operating Runway into 2022

Commercially Prepared to Launch Tazemetostat for Epithelioid Sarcoma; PDUFA Date Set for January 23, 2020

CAMBRIDGE, Mass., Jan. 6, 2020— Epizyme, Inc. (Nasdaq: EPZM), a late-stage biopharmaceutical company developing novel epigenetic therapies, today announced that it exercised its option to sell $50 million of its common stock to Royalty Pharma, pursuant to the terms of the companies' recent funding agreements announced on November 4, 2019. The company notified Royalty Pharma that it was exercising the prespecified option when the trailing average share price reached the $20 per share cap. The closing of the sale and issuance of the shares is subject to the satisfaction or waiver of customary conditions.

Epizyme expects that this additional capital, combined with its existing cash, cash equivalents and marketable securities on December 31, 2019 of approximately $381 million (preliminary and unaudited), will further support the company's current operating runway into 2022, which includes the planned epithelioid sarcoma and follicular lymphoma launch activities for tazemetostat, as well as other potential value-creating initiatives.

"2020 is set to be a transformational year as we complete our evolution to a commercial enterprise," said Robert Bazemore, president and chief executive officer of Epizyme. "Our top priorities this year include successfully launching tazemetostat for the first two indications upon approvals, advancing life-cycle development for tazemetostat to support its potential utility in additional treatment settings and combinations, and progressing our research efforts to expand our pipeline. With a strong balance sheet and an exceptional team in place, I am confident in our ability to execute these activities and to realize our mission of rewriting treatment for people with cancer."

Epizyme has outlined the following key milestones for 2020:

- Gain U.S. Food and Drug Administration (FDA) approval for and launch tazemetostat for patients with metastatic or locally advanced epithelioid sarcoma in the U.S.;
- Gain FDA approval for and launch tazemetostat for patients in the U.S. with relapsed or refractory follicular lymphoma (FL), both with and without EZH2 activating mutations, who have received at least two prior lines of systemic therapy;
- Complete the safety evaluation of tazemetostat in combination with doxorubicin and advance the confirmatory trial in the front-line epithelioid sarcoma treatment setting;
- Complete the safety evaluation of tazemetostat in combination with "R2" (Revlimid® plus Rituximab®) and advance the confirmatory trial in the second-line FL treatment setting;
- Expand clinical investigation of tazemetostat in combination with R-CHOP in the front-line treatment setting for patients with FL;

- Initiate the Phase 2 efficacy portion of the ongoing Phase 1b/2 clinical trial exploring tazemetostat in combination withstandard-of-care treatments for chemo-naïve patients with metastatic castration-resistant prostate cancer;
- Initiate clinical investigation of tazemetostat in combination with a PARP inhibitor for certain platinum-resistant solid tumors;
- Support investigator-sponsored studies designed to evaluate clinical activity of tazemetostat in various combinations for multiple tumor types; and
- Pursue additional development candidates for its preclinical programs.

Epizyme's figure for cash, cash equivalents and marketable securities as of December 31, 2019 is based on preliminary unaudited information and is subject to change as the company has not yet completed its financial closing procedures and its auditors have not reviewed this information.

About Epizyme, Inc.

Epizyme, Inc. is a late-stage biopharmaceutical company committed to rewriting treatment for cancer and other serious diseases through novel epigenetic medicines. Epizyme is broadly developing its lead product candidate, tazemetostat, an oral, first-in-class EZH2 inhibitor, with studies underway in both solid tumors and hematological malignancies, as a monotherapy and combination therapy in relapsed and front-line disease. The company is also exploring additional molecules in its novel G9a inhibitor program. By focusing on the genetic drivers of disease, Epizyme's science seeks to match targeted medicines with the patients who need them. For more information, visit www.epizyme.com.

Cautionary Note on Forward-Looking Statements

Any statements in this press release about future expectations, plans and prospects for Epizyme, Inc. and other statements containing the words "anticipate," "believe," "estimate," "expect," "intend," "may," "plan," "predict," "project," "target," "potential," "will," "would," "could," "should," "continue," and similar expressions, constitute forward-looking statements within the meaning of The Private Securities Litigation Reform Act of 1995. Actual results may differ materially from those indicated by such forward-looking statements as a result of various important factors, including: whether the closing conditions to the closing of the put option exercise will be satisfied and the closing will be consummated; whether the FDA will approve the New Drug Applications submitted for tazemetostat; uncertainties inherent in the initiation of future clinical studies and in the availability and timing of data from ongoing clinical studies; whether results from preclinical studies or earlier clinical studies will be predictive of the results of future trials; whether results from clinical studies will warrant meetings with regulatory authorities, submissions for regulatory approval or review by governmental authorities under the accelerated approval process; whether Fast Track Designation and Orphan Drug Designations will provide the benefits for which tazemetostat is eligible; expectations for regulatory approvals, including accelerated approval, to conduct trials or to market products; whether the company's cash resources will be sufficient to fund the company's foreseeable and unforeseeable operating expenses and capital expenditure requirements for the period anticipated; whether the Company will successfully launch tazemetostat, if approved, and other matters that could affect the availability or commercial potential of the company's therapeutic candidates; and other factors

discussed in the “Risk Factors” section of the company’s most recent Form 10-Q filed with the SEC and in the company’s other filings from time to time with the SEC. In addition, the forward-looking statements included in this press release represent the company’s views as of the date hereof and should not be relied upon as representing the company’s views as of any date subsequent to the date hereof. The company anticipates that subsequent events and developments will cause the company’s views to change. However, while the company may elect to update these forward-looking statements at some point in the future, the company specifically disclaims any obligation to do so.

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