

# EPIZYME, INC.

## **FORM 8-K** (Current report filing)

Filed 02/07/17 for the Period Ending 02/06/17

Address	400 TECHNOLOGY SQUARE 4TH FLOOR CAMBRIDGE, MA 02139
Telephone	617-229-5872
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SIC Code	2834 - Pharmaceutical Preparations
Industry	Biotechnology & Medical Research
Sector	Healthcare
Fiscal Year	12/31

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

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of report (Date of earliest event reported): February 6, 2017**

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

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**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-35945**  
(Commission  
File Number)

**26-1349956**  
(IRS Employer  
Identification No.)

**400 Technology Square, Cambridge, Massachusetts**  
(Address of Principal Executive Offices)

**02139**  
(Zip Code)

**Registrant's telephone number, including area code: (617) 229-5872**  
(Former Name or Former Address, if Changed Since Last Report)

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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))
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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

On February 6, 2017, the Board of Directors (the “Board”) of Epizyme, Inc., a Delaware corporation (the “Company”) elected Kevin Conroy to the Board as a Class II Director, with a term expiring at the 2018 annual meeting of stockholders. Mr. Conroy has not been elected to any committees of the Board.

Mr. Conroy is currently the President, Chief Executive Officer and Chairman of the Board of Directors of Exact Sciences Corporation (“Exact Sciences”), a molecular diagnostics company. Mr. Conroy was named Chairman of the Board of Exact Sciences in March 2014, and has served as President and Chief Executive Officer since April 2009 and as a director since March 2009. Prior to joining Exact Sciences, Mr. Conroy served in multiple executive leadership positions at Third Wave Technologies (“Third Wave”), including President and Chief Executive Officer from December 2005 until the acquisition of Third Wave by Hologic, Inc. in July 2008. He joined Third Wave in July 2004 and served as General Counsel from October 2004 until December 2005. Prior to Third Wave, Mr. Conroy served as Intellectual Property Counsel at GE Healthcare, a medical imaging and diagnostics company and a division of General Electric Company. Before joining GE Healthcare, Mr. Conroy was the chief operating officer of two early-stage, venture-backed technology companies. Prior to that, he was an intellectual property litigator at McDermott Will & Emery and Pattishall, McAuliffe, Newbury, Hilliard and Geraldson, where he was a partner. Mr. Conroy received a B.S. in electrical engineering from Michigan State University and a J.D. from the University of Michigan Law School.

There are no arrangements or understandings between Mr. Conroy and any other person pursuant to which he was elected as a director of the Company.

In accordance with the Company’s director compensation program, Mr. Conroy will receive an annual cash retainer of \$35,000 for service on the Board, which is payable quarterly in arrears. Under the Company’s director compensation program, Mr. Conroy may elect to receive such retainer in shares of common stock of the Company. In addition, under the Company’s director compensation program, upon his election as a director, Mr. Conroy was granted an option on February 6, 2017 to purchase 25,000 shares of the Company’s common stock at an exercise price per share of \$12.05. This option vests as to 25% of the shares on the first anniversary of the grant date and as to an additional 2.0833% of the shares at the end of each successive month following the first anniversary of the grant date until the fourth anniversary of the grant date and becomes exercisable in full upon the occurrence of a change in control of the Company. For a full description of the Company’s director compensation program, see the section entitled “Corporate Governance—Director Compensation—2016 Director Compensation Program” in the Company’s definitive proxy statement for the 2016 Annual Meeting of Stockholders.

Also in connection with Mr. Conroy’s election to the Board, Mr. Conroy will enter into the Company’s standard form of indemnification agreement, a copy of which was filed as Exhibit 10.16 to Amendment No. 1 to the Company’s Registration Statement on Form S-1 (File No. 333- 187982) filed with the SEC on April 26, 2013. Pursuant to the terms of this agreement, the Company may be required, among other things, to indemnify Mr. Conroy for some expenses, including attorneys’ fees, judgments, fines and settlement amounts incurred by him in any action or proceeding arising out of his service as one of our directors.

A copy of the Company’s press release announcing Mr. Conroy’s election is attached as Exhibit 99.1 to this Current Report on Form 8-K.

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**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

The following exhibit relating to Item 5.02 shall be deemed to be furnished, and not filed:

99.1 Press release issued by the Company on February 7, 2017

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**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: February 7, 2017

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

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**EXHIBIT INDEX**

<b><u>Exhibit Number</u></b>	<b><u>Description of Exhibit</u></b>
99.1	Press release issued by the Company on February 7, 2017*

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



## Epizyme Elects Kevin Conroy to its Board of Directors

**Cambridge, Mass., February 7, 2017** – Epizyme, Inc. (NASDAQ: EPZM), a clinical-stage biopharmaceutical company creating novel epigenetic therapies, today announced that the Company has elected industry veteran Kevin Conroy, chairman and chief executive officer of Exact Sciences (NASDAQ: EXAS), to its Board of Directors.

“We are extremely pleased that Kevin has joined Epizyme’s Board,” said Robert Bazemore, president and chief executive officer of Epizyme. “We believe that his demonstrated abilities in building successful businesses, launching innovative products that led to meaningful changes in treatment practice, as seen with Exact Sciences’ Cologuard<sup>®</sup>, and experience in an adjacent space of cancer diagnostics will be invaluable as we prepare for late-stage development and pre-commercial activities with tazemetostat. Epizyme is preparing for a number of important clinical and regulatory milestones in 2017, and we look forward to Kevin’s contributions as we grow the company.”

“Addressing the epidemic nature of cancer through detection and better treatment options is something about which I am particularly passionate,” said Mr. Conroy. “Epizyme is at the leading edge of developing targeted epigenetic therapies for patients with solid tumors as well as patients with hematological malignancies. I look forward to working with the incredible team and Board of Directors at Epizyme as the company advances tazemetostat and continues to expand its novel discovery pipeline.”

Mr. Conroy has served as chief executive officer of Exact Sciences since 2009. Prior to that, he served in multiple executive leadership positions at Third Wave Technologies from 2004 to 2008, most recently as president and chief executive officer. Prior to Third Wave, Mr. Conroy served as intellectual property counsel at GE Healthcare. Before joining GE, he served as chief operating officer of two early-stage venture-based technology companies in Northern California. Prior to those positions, he was an intellectual property litigator at two Chicago law firms, McDermott Will & Emery and Pattishall, McAuliffe, Newbury, Hilliard and Geraldson, where he was a partner. He has served as a director of Third Wave Technologies Inc., since 2005. Mr. Conroy earned his B.S. in electrical engineering at Michigan State University and his J.D. from the University of Michigan Law School.

### **About Epizyme, Inc.**

Epizyme, Inc. is a clinical-stage biopharmaceutical company creating novel epigenetic therapeutics for cancer patients. Epizyme has built a proprietary product platform that the Company uses to create small molecule inhibitors of a 96-member class of enzymes known as histone methyltransferases, or HMTs. HMTs are part of the system of gene regulation, referred to as epigenetics, that controls gene expression. Genetic alterations can result in changes to the activity of HMTs, making them oncogenic (cancer-causing). By focusing on the genetic drivers of cancers, Epizyme’s targeted science seeks to match the right medicines with the right patients. For more information, visit [www.epizyme.com](http://www.epizyme.com).



## **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: 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 or submissions for regulatory approval; expectations for regulatory approvals 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; 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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### **Contact:**

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