

VERTEX PHARMACEUTICALS INC / MA

Form 8-K

September 19, 2008

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 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): **September 18, 2008**

**VERTEX PHARMACEUTICALS INCORPORATED**

(Exact name of registrant as specified in its charter)

**MASSACHUSETTS**  
(State or other jurisdiction of  
incorporation)

**000-19319**  
(Commission File Number)

**04-3039129**  
(IRS Employer Identification  
No.)

**130 Waverly Street**

**Cambridge, Massachusetts 02139**

(Address of principal executive offices) (Zip Code)

**(617) 444-6100**

(Registrant's telephone number, including area code)

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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):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01 Entry into a Material Agreement.**

On September 18, 2008, we entered into an underwriting agreement with Goldman, Sachs & Co., relating to the sale of 7,500,000 shares of our common stock, par value \$0.01 per share, at an offering price to the public of \$25.50 per share. Under the terms of the underwriting agreement, we have granted Goldman, Sachs & Co. an option, exercisable for 30 days, to purchase up to an additional 1,125,000 shares of our common stock.

The underwriting agreement is filed as Exhibit 1.1 to this Current Report on Form 8-K and incorporated into this Item 1.01 by reference. The offering of the shares will be made by means of a prospectus, a copy of which can be obtained from Goldman, Sachs & Co. The prospectus consists of a prospectus supplement dated September 18, 2008 and an accompanying prospectus dated September 17, 2008, each of which has been filed with the Securities and Exchange Commission.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits**

| <b>Exhibit</b> | <b>Description of Document</b>  |
|----------------|---|
| 1.1            | Underwriting Agreement, dated September 18, 2008, by and between Vertex Pharmaceuticals Incorporated and Goldman, Sachs & Co. |
| 5.1            | Opinion of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.  |

**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.

**VERTEX PHARMACEUTICALS  
INCORPORATED**  
(Registrant)

Date: September 19, 2008

/s/ Kenneth S. Boger  
Kenneth S. Boger  
Senior Vice President and General Counsel