

VERTEX PHARMACEUTICALS INC / MA
Form 8-K
February 05, 2014

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): February 5, 2014

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.) |
|--|---------------------------------------|---|

50 Northern Avenue
Boston, Massachusetts 02210
(Address of principal executive offices) (Zip Code)

(617) 341-6100
(Registrant's telephone number, including area code)

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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

On February 5, 2014, we amended Article I, Section 8 of our Amended and Restated By-laws to provide for a majority vote standard in uncontested director elections, while maintaining a plurality vote standard for contested director elections. This section of our Amended and Restated By-laws previously provided for a plurality vote standard for all director elections. A copy of our Amended and Restated By-laws is filed as Exhibit 3.1 to this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

| Exhibit | Description of Document |
|---------|-------------------------|
|---------|-------------------------|

| | |
|-----|------------------------------|
| 3.1 | Amended and Restated By-laws |
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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.

VERTEX PHARMACEUTICALS INCORPORATED
(Registrant)

Date: February 5, 2014

/s/ Kenneth L. Horton
Kenneth L. Horton
Executive Vice President and Chief Legal Officer