

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

Exhibit	Description of Document
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, Glosky 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