

VERTEX PHARMACEUTICALS INC / MA  
Form S-8  
July 16, 2014

As filed with the Securities and Exchange Commission on July 16, 2014

Registration No. 333—

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

VERTEX PHARMACEUTICALS INCORPORATED  
(Exact name of registrant as specified in its charter)

Massachusetts  
(State or other jurisdiction of incorporation or  
organization)

04-3039129  
(I.R.S. Employer Identification Number)

50 Northern Avenue  
Boston, Massachusetts 02210 (617) 341-6100  
(Address of Principal Executive Offices)

2013 STOCK AND OPTION PLAN  
(Full Title of Plan)

Jeffrey M. Leiden  
Chief Executive Officer  
Vertex Pharmaceuticals Incorporated  
50 Northern Avenue  
Boston, Massachusetts 02210  
(617) 341-6100  
(Name, address, and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definition of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

(Do not check if a smaller reporting company)

## CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered | Amount to be Registered(1) | Proposed Maximum Offering Price Per Share(2) | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee |
|--|----------------------------|--|---|----------------------------|
| Common Stock, \$0.01 par value                     | 9,500,000                  | \$96.77                                      | \$919,315,000                             | \$118,408                  |

The number of shares of common stock, par value \$.01 per share, stated above consists of the aggregate number of (1) additional shares that may be issued under the Vertex Pharmaceuticals Incorporated 2013 Stock and Option Plan pursuant to the 2014 amendment of the plan. The maximum number of shares

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that may be issued under the plan is subject to adjustment in accordance with certain anti-dilution and other provisions of the plan. Accordingly, pursuant to Rule 416 under the Securities Act of 1933, as amended, this Registration Statement covers, in addition to the number of shares stated above, an indeterminate number of shares that may be subject to grant or otherwise issuable after the operation of any such anti-dilution or other provisions.

Estimated solely for purposes of determining the registration fee pursuant to Rule 457(c) and (h) under the (2) Securities Act of 1933, as amended, based on the average of the high and low sale prices of the Registrant's common stock as reported by The NASDAQ Global Select Market on July 10, 2014.

#### Statement of Incorporation by Reference

This Registration Statement on Form S-8 is being filed to register the offer and sale of an additional 9,500,000 shares of Common Stock, \$0.01 par value per share (the "Common Stock"), of Vertex Pharmaceuticals Incorporated (the "Registrant") to be issued under the 2013 Stock and Option Plan (the "2013 Plan") of the Registrant. In accordance with General Instruction E to Form S-8, this Registration Statement incorporates by reference the contents of the Registration Statement on Form S-8 filed by the Registrant on May 21, 2013 (File No. 333-188737), relating to the Registrant's 2013 Plan.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Boston, Massachusetts on July 16, 2014.

VERTEX PHARMACEUTICALS INCORPORATED

By: /s/ JEFFREY M. LEIDEN  
Jeffrey M. Leiden  
Chief Executive Officer and President

**POWER OF ATTORNEY**

Each person whose signature appears below constitutes and appoints Jeffrey M. Leiden, Ian F. Smith and Kenneth L. Horton and each of them singly, his/her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution in each of them singly, for him/her and in his/her name, place and stead, and in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8 of Vertex Pharmaceuticals Incorporated, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting to the attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in or about the premises, as full to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that the attorneys-in-fact and agents or any of each of them or their substitute may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Boston, Massachusetts on July 16, 2014.

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| Signature  | Title   | Date          |
|--|---|---------------|
| By: /s/ JEFFREY M. LEIDEN<br>Jeffrey M. Leiden     | Chairman, Chief Executive Officer and<br>President (principal executive officer)      | July 16, 2014 |
| By: /s/ IAN F. SMITH<br>Ian F. Smith               | Executive Vice President and Chief Financial<br>Officer (principal financial officer) | July 16, 2014 |
| By: /s/ PAUL M. SILVA<br>Paul M. Silva             | Senior Vice President and Corporate Controller<br>(principal accounting officer)      | July 16, 2014 |
| By: /s/ DAVID M. ALTSHULER<br>David M. Altshuler   | Director  | July 16, 2014 |
| By: /s/ JOSHUA S. BOGER<br>Joshua S. Boger         | Director  | July 16, 2014 |
| By: /s/ TERRENCE C. KEARNEY<br>Terrence C. Kearney | Director  | July 16, 2014 |
| By: /s/ YUCHUN LEE<br>Yuchun Lee                   | Director  | July 16, 2014 |
| By: /s/ MARGARET G. MCGLYNN<br>Margaret G. McGlynn | Director  | July 16, 2014 |
| By: /s/ WAYNE J. RILEY<br>Wayne J. Riley           | Director  | July 16, 2014 |
| By: /s/ BRUCE I. SACHS<br>Bruce I. Sachs           | Director  | July 16, 2014 |
| By: /s/ ELAINE S. ULLIAN<br>Elaine S. Ullian       | Director  | July 16, 2014 |
| By: /s/ WILLIAM D. YOUNG<br>William D. Young       | Director  | July 16, 2014 |

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VERTEX PHARMACEUTICALS INCORPORATED  
INDEX TO EXHIBITS FILED WITH  
FORM S-8 REGISTRATION STATEMENT

| Exhibit Number | Exhibit Description   | Filed with this Registration Statement | Incorporated by Reference herein from—Form or Schedule | Filing Date/Period Covered | SEC File/Reg. Number |
|----------------|---|--|--|----------------------------|----------------------|
| 4.1            | Restated Articles of Organization of Vertex Pharmaceuticals Incorporated, as amended.                     |  | 10-Q (Exhibit 3.1)                                     | August 11, 2008            | 000-19319            |
| 4.2            | By-laws of Vertex, as amended and restated as of February 5, 2013.  |  | 8-K (Exhibit 3.1)                                      | February 11, 2013          | 000-19319            |
| 4.3            | Specimen stock certificate.   |  | S-1 (Exhibit 4.1)                                      | July 18, 1991              | 33-40966             |
| 5.1            | Opinion of counsel as to the legality of the shares being registered.                                     | X                                      |  |                            |                      |
| 23.1           | Consent of Ernst & Young LLP.   | X                                      |  |                            |                      |
| 23.2           | Consent of counsel (included as part of Exhibit 5.1).   | X                                      |  |                            |                      |
| 24.1           | Power of Attorney to file future amendments (set forth on signature page of this Registration Statement). | X                                      |  |                            |                      |
| 99.1           | Vertex Pharmaceuticals Incorporated 2013 Stock and Option Plan.   |  | DEF-14A (Appendix A)                                   | March 28, 2014             | 000-19319            |