

VERTEX PHARMACEUTICALS INC / MA

Form 8-K

February 19, 2009

**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 18, 2009**

**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):

- 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 1.01 Entry into a Material Agreement.**

On February 18, 2009, we entered into an underwriting agreement with Merrill, Lynch, Pierce, Fenner & Smith Incorporated and Cowen and Company, LLC relating to the sale of 10,000,000 shares of our common stock, par value \$0.01 per share, at an offering price to the public of \$32.00 per share.

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 was made by means of a prospectus, including a prospectus supplement dated February 18, 2009, which has been filed with Securities and Exchange Commission. Copies of the prospectus are available from the underwriters.

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

**(d) Exhibits**

<b>Exhibit</b>	<b>Description of Document</b>
1.1	Underwriting Agreement, dated February 18, 2009, by and among Vertex Pharmaceuticals Incorporated, Merrill, Lynch, Pierce, Fenner & Smith Incorporated and Cowen and Company, LLC.
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: February 19, 2009

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