

VERTEX PHARMACEUTICALS INC / MA

Form 8-K

September 24, 2010

**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 23, 2010**

**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)

## Edgar Filing: VERTEX PHARMACEUTICALS INC / MA - Form 8-K

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 Definitive Agreement.**

On September 23, 2010, we entered into an underwriting agreement with Merrill Lynch, Pierce, Fenner & Smith Incorporated, relating to the sale of 3.35% convertible senior subordinated notes due 2015, or 2015 Notes, in the aggregate principal amount of \$375,000,000. Under the terms of the underwriting agreement, we have granted Merrill Lynch an option, exercisable for 30 days, to purchase up to an additional \$25,000,000 in principal amount of the 2015 Notes.

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 prospectus, a copy of which can be obtained from Merrill Lynch. The prospectus consists of a prospectus supplement dated September 23, 2010 and an accompanying prospectus dated February 19, 2010, 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 23, 2010, by and between Vertex Pharmaceuticals Incorporated and Merrill, Lynch, Pierce, Fenner & Smith Incorporated.
12.1	Statement regarding the Computation of Ratio of Earnings to Fixed Charges.
25.1	Statement of Eligibility on Form T-1 under the Trust Indenture Act of 1939, as amended, of the Trustee.

**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 23, 2010

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