

VERTEX PHARMACEUTICALS INC / MA

Form 4

February 05, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Sachdev Amit

2. Issuer Name and Ticker or Trading Symbol
 VERTEX PHARMACEUTICALS
 INC / MA [VRTX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 C/O VERTEX
 PHARMACEUTICALS
 INCORPORATED, 50 NORTHERN
 AVENUE

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/03/2015

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
 EVP, Policy, Access & Value

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting Person

BOSTON, MA 02210

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	02/03/2015		A	(A) or (D) Amount 17,250 (1) Price \$ 0.01	95,921	D	
Common Stock					882	I	401(k)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 (9-02)

number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 109.14	02/03/2015		A	57,500	(2) 02/02/2025	Common Stock	57,500

Reporting Owners

Reporting Owner Name / Address**Relationships**

Director 10% Owner Officer Other

Sachdev Amit
C/O VERTEX PHARMACEUTICALS
INCORPORATED
50 NORTHERN AVENUE
BOSTON, MA 02210

EVP, Policy, Access &
Value

Signatures

Omar White,
Attorney-In-Fact 02/05/2015

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Performance-based restricted stock award that will vest as to (i) 50% of the shares on the earlier to occur of (a) the attainment of a specified level of net product sales in the United States of lumacaftor in combination with ivacaftor over four calendar quarters and (b) the announcement of the results of a clinical trial establishing proof-of-concept for a next generation CFTR corrector and (ii) 50% of the shares on the earlier to occur of (a) the attainment of a specified level of net product sales outside of the United States of lumacaftor in combination with ivacaftor over four calendar quarters and (b) the announcement of the results from a successful pivotal clinical trial for a non-cystic fibrosis drug candidate sufficient to support the filing of an NDA.
- (2) The option vests in 16 quarterly installments from 02/03/2015.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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