

VERTEX PHARMACEUTICALS INC / MA  
Form 8-K/A  
September 10, 2004

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K/A  
(Amendment No. 1)**

**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **May 24, 2004**

**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:

Check the appropriate box below if the Form 8-K/A 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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**Section 8 Other Events**

**Item 8.01. Other Events**

On July 2, 2004, Vertex Pharmaceuticals Incorporated (the "Company") filed a current report on Form 8-K to disclose that it had entered into (i) a Research, Development and Commercialization Agreement dated May 24, 2004 with Cystic Fibrosis Foundation Therapeutics Incorporated (the "CFF Agreement"); and (ii) an Exclusive Research Collaboration, License and Commercialization Agreement dated June 21, 2004 with Merck & Co., Inc., (the "Merck Agreement"), which were subject to a pending confidential treatment request filed with the Securities and Exchange Commission (the "SEC") and attached with redactions as Exhibits 99.2 and 99.4, respectively, of the current report.

As a result of the SEC's review of the Company's confidential treatment request, the Company hereby attaches the CFF Agreement and the Merck Agreement with revised redactions as Exhibits 99.2 and 99.4 of this current report.

**Section 9 Financial Statements and Exhibits**

**Item 9.01 Financial Statements and Exhibits.**

(c)

**Exhibits**

The following exhibits are filed as part of this current report on Form 8-K:

**99.2**

Research, Development and Commercialization Agreement dated May 24, 2004 by and between Vertex Pharmaceuticals Incorporated and Cystic Fibrosis Foundation Therapeutics Incorporated (with certain confidential information redacted).

**99.4**

Exclusive Research Collaboration, License and Commercialization Agreement dated June 21, 2004 by and between Vertex Pharmaceuticals Incorporated and Merck & Co., Inc. (with certain confidential information redacted).

Confidential portions of this document have been filed separately with the SEC pursuant to a request for confidential treatment.

**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 9, 2004

By: /s/ KENNETH S. BOGER

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Kenneth S. Boger  
Senior Vice President and General Counsel

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**EXHIBIT INDEX**

The following exhibits are filed as part of this current report on Form 8-K/A:

<b>Exhibit No.</b>	<b>Description</b>
99.2	Research, Development and Commercialization Agreement dated May 24, 2004 between Vertex Pharmaceuticals Incorporated and Cystic Fibrosis Foundation Therapeutics Incorporated (with certain confidential information redacted).
99.4	Exclusive Research Collaboration, License and Commercialization Agreement dated June 21, 2004 by and between Vertex Pharmaceuticals Incorporated and Merck & Co., Inc. (with certain confidential information redacted).

Confidential portions of this document have been filed separately with the SEC pursuant to a request for confidential treatment.

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