### Edgar Filing: VERTEX PHARMACEUTICALS INC / MA - Form 4

#### VERTEX PHARMACEUTICALS INC / MA

Form 4

Common

Common

Stock

Stock

02/03/2015

February 05, 2015 **FORM 4** 

| <b>FORM</b>  | <b>4</b>                             |   |  |   | OIVID AI   | THOVAL            |  |
|--|--------------------------------------|---|--|---|--|-------------------|--|
|  | UNITEDS                              |   | RITIES AND EXCHANGE (<br>shington, D.C. 20549                                    | COMMISSION  | OMB<br>Number:   | 3235-0287         |  |
| Check this if no longe                               | 2.0                                  |   | Expires:   | January 31,   |  |                   |  |
| subject to<br>Section 16<br>Form 4 or                | <b>STATEM</b><br>5.                  | ENT OF CHAP   | NGES IN BENEFICIAL OW<br>SECURITIES  | NERSHIP OF  | Estimated a  | rs per            |  |
| Form 5 obligation may continue See Instruction 1(b). | Filed purs<br>section 17(a<br>ction  | ) of the Public U   | 16(a) of the Securities Exchang<br>Itility Holding Company Act on the Act of 194 | f 1935 or Section   | response   | 0.5               |  |
| (Print or Type R                                     | esponses)                            |   |  |   |  |                   |  |
| 1. Name and Ac<br>Sachdev Am                         | ddress of Reporting F<br>it          | Symbol<br>VERTI   | er Name <b>and</b> Ticker or Trading  EX PHARMACEUTICALS  MA [VRTX]              | 5. Relationship of Reporting Person(s) to<br>Issuer  (Check all applicable)   |  |                   |  |
| (Last)  C/O VERTE PHARMACI INCORPOR AVENUE           | X                                    | 3. Date 6<br>(Month/)<br>02/03/2                            | of Earliest Transaction<br>Day/Year)   | DirectorX Officer (give below) EVP, Police  |  | Owner er (specify |  |
| BOSTON, M  | (Street)                             |   | endment, Date Original<br>onth/Day/Year)   | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting |  |                   |  |
| DOSTON, IV.  | 111 02210                            |   |  | Person  |  |                   |  |
| (City)   | (State) (                            | Zip) Tab  | le I - Non-Derivative Securities Acc   | quired, Disposed of   | , or Beneficial  | ly Owned          |  |
| 1.Title of<br>Security<br>(Instr. 3)                 | 2. Transaction Date (Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | Code (Instr. 3, 4 and 5)   | Securities<br>Beneficially<br>Owned   | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) |                   |  |

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

Code V

A

Amount

17,250

(1)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control

(Instr. 3 and 4)

D

Ι

95,921

882

Price

0.01

\$

(D)

401(k)

**OMB APPROVAL** 

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#### number.

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

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

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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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