

VERTEX PHARMACEUTICALS INC / MA

Form 8-K/A

January 31, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K/A

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): January 27, 2014

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.)

50 Northern Avenue

Boston, Massachusetts 02210

(Address of principal executive offices) (Zip Code)

(617) 341-6100

(Registrant's telephone number, including area code)

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 2.01. Completion or Disposition of Assets.

This current report on Form 8-K/A amends and supplements Item 2.01 of the Current Report on Form 8-K filed by us on January 29, 2014 to provide the pro forma financial information required by Item 9.01 of Form 8-K, which was not previously filed with the Form 8-K filed on January 29, 2014. This pro forma information is presented for informational purposes only to provide an understanding of our historical financial results as adjusted for the deconsolidation of Alios.

Item 9.01. Financial Statements and Exhibits.

(b) Pro Forma Financial Information

The following unaudited pro forma consolidated financial statements of Vertex Pharmaceuticals Incorporated are filed as Exhibit 99.1 to this Current Report on Form 8-K/A:

• unaudited pro forma condensed consolidated statements of operations for the nine months ended September 30, 2013 and for the year ended December 31, 2012; and

• unaudited pro forma condensed consolidated balance sheet as of September 30, 2013.

(d) Exhibits

| Exhibit | Description of Document |
|---------|-------------------------|
|---------|-------------------------|

|      |                                                                                                                                                                                                                                                                                       |
|------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 99.1 | Vertex Pharmaceuticals Incorporated unaudited pro forma condensed consolidated statements of operations for the nine months ended September 30, 2013 and for the year ended December 31, 2012, and unaudited pro forma condensed consolidated balance sheet as of September 30, 2013. |
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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: January 31, 2014

/s/ Kenneth L. Horton  
Kenneth L. Horton  
Executive Vice President and Chief Legal Officer