

VERTEX PHARMACEUTICALS INC / MA

Reported by
ARBUCKLE STUART A

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/07/17 for the Period Ending 02/03/17

| | |
|-------------|--|
| Address | 50 NORTHERN AVENUE BOSTON, MA 02210 |
| Telephone | 6173416393 |
| CIK | 0000875320 |
| Symbol | VRTX |
| SIC Code | 2834 - Pharmaceutical Preparations |
| Industry | Biotechnology & Medical Research |
| Sector | Healthcare |
| Fiscal Year | 12/31 |

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 or Section 30(h) of the Investment Company Act of 1940

| | | | | | | | | |
|---|--|--|---|--|--|---|--|--|
| 1. Name and Address of Reporting Person * | | | 2. Issuer Name and Ticker or Trading Symbol | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | |
| Arbuckle Stuart A | | | VERTEX PHARMACEUTICALS INC / MA [VRTX] | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) EVP/Chief Commercial Officer | | |
| (Last) (First) (Middle) | | | 3. Date of Earliest Transaction (MM/DD/YYYY) | | | | | |
| C/O VERTEX PHARMACEUTICALS INCORPORATED, 50 NORTHERN AVENUE | | | 2/3/2017 | | | | | |
| (Street) | | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | | 6. Individual or Joint/Group Filing (Check Applicable Line) | | |
| BOSTON, MA 02210 | | | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | |
| (City) (State) (Zip) | | | | | | | | |

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

| 1. Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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 Indirect Beneficial Ownership (Instr. 4) | |
|---------------------------------|----------------|-----------------------------------|---------------------------|---|---|------------|-------|---|--|---|------|
| | | | Code | V | Amount | (A) or (D) | Price | | | | |
| Common Stock | 2/3/2017 | | A | | 5753 | (1) | A | \$0.01 | 119111 | D | |
| Common Stock | 2/3/2017 | | A | | 12136 | (2) | A | \$0.00 | 131247 | D | |
| Common Stock | | | | | | | | | 140 | I | 401k |

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

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|--|--|----------------|-----------------------------------|---------------------------|---|--|---|-----|---|-----------------|--|--|--|--|-------|
| | | | | Code | V | | (A) | (D) | Date Exercisable | Expiration Date | | | | | Title |
| Stock Option (Right to Buy) | \$86.52 | 2/3/2017 | | A | | 24852 | | (3) | 2/2/2027 | Common Stock | 24852 | \$0.00 | 24852 | D | |

Explanation of Responses:

- () Represents earned performance shares with respect to a performance stock unit award granted on 2/02/2016 that contained both performance-vesting and 1) service-vesting requirements. The issuer's management development and compensation committee certified as to the level of performance-goal attainment on 02/03/2017. The earned performance shares remain subject to the service-vesting requirements and will vest in three equal installments on 2/10/2017, 2/10/2018 and 2/10/2019.
- () 2) Restricted stock unit award that vests in three equal installments on 2/10/2018, 2/10/2019 and 2/10/2020.
- () 3) The option vests in 16 quarterly installments from 02/03/2017.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Arbuckle Stuart A C/O VERTEX PHARMACEUTICALS INCORPORATED 50 NORTHERN AVENUE BOSTON, MA 02210 | | | EVP/Chief Commercial Officer | |

Signatures

Omar White, Attorney-In-Fact

2/7/2017

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

* 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).

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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