

Item 2.02. Results of Operations and Financial Condition.

On April 27, 2016, we issued a press release in which we reported our consolidated financial results for the three months ended March 31, 2016. A copy of that press release is attached to this Current Report on Form 8-K as Exhibit 99.1 and is incorporated herein by reference.

The information set forth in Exhibit 99.1 shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On April 26, 2016, we amended Article II, Section 8 of our Amended and Restated By-laws to implement proxy access. As amended, Article II, Section 8 permits an eligible shareholder, or a group of up to 20 shareholders, owning 3% or more of our outstanding common stock continuously for at least three years to nominate and include in our proxy materials director nominees constituting up to the greater of (i) 20% of our Board of Directors or (ii) two directors, provided that the shareholder(s) and the nominee(s) satisfy the requirements specified in the Bylaws. This summary of the amendment is qualified by reference to the full text of the amendment, a copy of which is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit	Description of Document
3.1	Amendment to Amended and Restated By-laws
99.1	Press Release, dated April 27, 2016

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: April 27, 2016 /s/ Michael J. LaCascia
Michael J. LaCascia
Senior Vice President and General Counsel