

SMITH IAN F  
Form 4  
July 21, 2017

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SMITH IAN F

2. Issuer Name **and** Ticker or Trading  
Symbol  
VERTEX PHARMACEUTICALS  
INC / MA [VRTX]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
C/O VERTEX  
PHARMACEUTICALS  
INCORPORATED, 50 NORTHERN  
AVENUE

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/19/2017

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title \_\_\_\_\_ Other (specify  
below) below)  
EVP, CFO & COO

(Street)  
BOSTON, MA 02210

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_ 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. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction 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                    | 07/19/2017                           |                                                    | M                              |                                                                   | 25,500 | A          | \$ 96.87 | 151,738                                                                                       | D                                                        |                                                       |
| Common Stock                    | 07/19/2017                           |                                                    | M                              |                                                                   | 10,775 | A          | \$ 91.05 | 162,513                                                                                       | D                                                        |                                                       |
| Common Stock                    | 07/19/2017                           |                                                    | M                              |                                                                   | 55,250 | A          | \$ 77.31 | 217,763                                                                                       | D                                                        |                                                       |
| Common Stock                    | 07/19/2017                           |                                                    | M                              |                                                                   | 31,875 | A          | \$ 83.36 | 249,638                                                                                       | D                                                        |                                                       |

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|              |            |                  |         |   |                         |         |   |      |
|--------------|------------|------------------|---------|---|-------------------------|---------|---|------|
| Common Stock | 07/19/2017 | S <sup>(1)</sup> | 123,400 | D | \$ 161                  | 126,238 | D |      |
| Common Stock | 07/21/2017 | S <sup>(1)</sup> | 400     | D | \$<br>157.56<br>(2) (3) | 125,838 | D |      |
| Common Stock | 07/21/2017 | S <sup>(1)</sup> | 1,829   | D | \$<br>158.62<br>(3) (4) | 124,009 | D |      |
| Common Stock | 07/21/2017 | S <sup>(1)</sup> | 815     | D | \$<br>159.61<br>(3) (5) | 123,194 | D |      |
| Common Stock | 07/21/2017 | S <sup>(1)</sup> | 2,000   | D | \$<br>161.01<br>(3) (6) | 121,194 | D |      |
| Common Stock | 07/21/2017 | S <sup>(1)</sup> | 5,106   | D | \$<br>161.71<br>(3) (7) | 116,088 | D |      |
| Common Stock | 07/21/2017 | S <sup>(1)</sup> | 200     | D | \$ 162.4<br>(3) (8)     | 115,888 | D |      |
| Common Stock |            |                  |         |   |                         | 5,306   | I | 401k |

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

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(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction 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 (Month/Day/Year) |                 | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. D S (I)                 |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------|---------------------------------------------------------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date | Title                                                         | Amount or Number of Shares |
| Stock Option (Right to Buy)                | \$ 96.87                                               | 07/19/2017                           |                                                    | M                              | 25,500                                                                                  | <u>(9)</u>                                               | 07/14/2024      | Common Stock                                                  | 25,500                     |

|                                      |          |            |   |        |             |            |                 |        |
|--------------------------------------|----------|------------|---|--------|-------------|------------|-----------------|--------|
| Stock<br>Option<br>(Right to<br>Buy) | \$ 91.05 | 07/19/2017 | M | 10,775 | <u>(10)</u> | 02/01/2026 | Common<br>Stock | 10,775 |
| Stock<br>Option<br>(Right to<br>Buy) | \$ 77.31 | 07/19/2017 | M | 55,250 | <u>(11)</u> | 02/04/2024 | Common<br>Stock | 55,250 |
| Stock<br>Option<br>(Right to<br>Buy) | \$ 83.36 | 07/19/2017 | M | 31,875 | <u>(12)</u> | 07/29/2023 | Common<br>Stock | 31,875 |

## Reporting Owners

| Reporting Owner Name / Address                                                                   | Relationships |           |                |       |
|--------------------------------------------------------------------------------------------------|---------------|-----------|----------------|-------|
|                                                                                                  | Director      | 10% Owner | Officer        | Other |
| SMITH IAN F<br>C/O VERTEX PHARMACEUTICALS INCORPORATED<br>50 NORTHERN AVENUE<br>BOSTON, MA 02210 |               |           | EVP, CFO & COO |       |

## Signatures

/s/ Omar White,  
Attorney-in-Fact

07/21/2017

\_\_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).
- (1) Transaction made pursuant to Mr. Smith's company-approved trading plan under Rule 10b5-1.
- (2) Open market sales reported on this line occurred at a weighted average price of \$157.56 (range \$156.99 to \$157.90).
- (3) Mr. Smith undertakes to provide (upon request by the SEC staff, the issuer or a security holder of the issuer) full information regarding the number of shares sold at each separate price.
- (4) Open market sales reported on this line occurred at a weighted average price of \$158.62 (range \$158.11 to \$159.09).
- (5) Open market sales reported on this line occurred at a weighted average price of \$159.61 (range \$159.16 to \$159.90).
- (6) Open market sales reported on this line occurred at a weighted average price of \$161.01 (range \$160.28 to \$161.24).
- (7) Open market sales reported on this line occurred at a weighted average price of \$161.71 (range \$161.28 to \$162.20).
- (8) Open market sales reported on this line occurred at a weighted average price of \$162.40 (range \$162.39 to \$162.40).
- (9) The option vests in 16 quarterly installments from 7/15/2014.
- (10) The option vests in 16 quarterly installments from 02/02/2016.
- (11) The option vests in 16 quarterly installments from 02/05/2014.
- (12) The option vests in 16 quarterly installments from 07/30/2013.

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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