

VERTEX PHARMACEUTICALS INC / MA

Form 10-Q/A

September 07, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 10-Q/A**

(Amendment No. 1)

- x QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**FOR THE QUARTERLY PERIOD ENDED June 30, 2008**

**OR**

- o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**FOR THE TRANSITION PERIOD FROM            TO**

**COMMISSION FILE NUMBER 000-19319**

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**VERTEX PHARMACEUTICALS INCORPORATED**

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(Exact name of registrant as specified in its charter)

**MASSACHUSETTS**  
(State or other jurisdiction of  
incorporation or organization)

**04-3039129**  
(I.R.S. Employer Identification No.)

**130 WAVERLY STREET**  
**CAMBRIDGE, MASSACHUSETTS**  
(Address of principal executive offices)

**02139-4242**  
(Zip Code)

**(617) 444-6100**

(Registrant's telephone number, including area code)

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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer   
Non-accelerated filer  Smaller reporting company   
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

**Common Stock, par value \$0.01 per share**  
Class

**141,529,503**  
Outstanding at August 6, 2008

**Explanatory Note**

We are filing this Amendment No. 1 to our Quarterly Report on Form 10-Q for the three months ended June 30, 2008, which was originally filed with the Securities and Exchange Commission on August 11, 2008 (the Quarterly Report ), for the sole purpose of filing, with fewer redactions, one exhibit for which we requested confidential treatment. The Exhibit Index also is being amended to add new officer certifications in accordance with Rule 13a-14(a) of the Exchange Act. This Amendment No. 1 continues to speak as of August 11, 2008, the date of the original filing of the Quarterly Report, and we have not updated the disclosures contained therein to reflect any events that occurred at a later date.

**Item 6. Exhibits**

| Exhibit No. | Description   | Filed with this Form 10Q/A | Form or Schedule | Incorporation by Reference |                 |
|-------------|---|----------------------------|------------------|----------------------------|-----------------|
|             |   |                            |                  | Filing Date with SEC       | SEC File Number |
| 3.1         | Articles of Organization of Vertex Pharmaceuticals Incorporated, as amended.  |                            | 10-Q             | August 11, 2008            | 000-19319       |
| 10.1        | Exclusive Research Collaboration, License and Commercialization Agreement, dated as of June 21, 2004, between Vertex Pharmaceuticals Incorporated and Merck & Co., Inc. | X                          |                  |                            |                 |
| 10.2        | Purchase Agreement, dated May 30, 2008, by and between Vertex Pharmaceuticals Incorporated and Fosamprenavir Royalty, L.P.  |                            | 10-Q             | August 11, 2008            | 000-19319       |
| 10.3        | Employment Agreement between Vertex Pharmaceuticals Incorporated and Freda Lewis-Hall, dated June 18, 2008.*  |                            | 10-Q             | August 11, 2008            | 000-19319       |
| 10.4        | Change-of-Control Agreement between Vertex Pharmaceuticals Incorporated and Freda Lewis-Hall, dated June 18, 2008.*   |                            | 10-Q             | August 11, 2008            | 000-19319       |
| 10.5        | Restricted Stock Agreement (35,000 shares) between Vertex Pharmaceuticals Incorporated and Freda Lewis-Hall, dated June 18, 2008.*                                      |                            | 10-Q             | August 11, 2008            | 000-19319       |
| 10.6        | Restricted Stock Agreement (10,000 shares) between Vertex Pharmaceuticals Incorporated and Freda Lewis-Hall, dated June 18, 2008.*                                      |                            | 10-Q             | August 11, 2008            | 000-19319       |
| 10.7        | Amended and Restated Vertex Pharmaceuticals Incorporated 2006 Stock and Option Plan.*   |                            | 10-Q             | August 11, 2008            | 000-19319       |
| 10.8        | Amended and Restated Vertex Pharmaceuticals Incorporated Employee Stock Purchase Plan.*   |                            | 10-Q             | August 11, 2008            | 000-19319       |
| 31.1        | Certification of the Chief Executive Officer under Section 302 of the Sarbanes-Oxley Act of 2002.   |                            | 10-Q             | August 11, 2008            | 000-19319       |
| 31.2        | Certification of the Chief Financial Officer under Section 302 of the Sarbanes-Oxley Act of 2002.   |                            | 10-Q             | August 11, 2008            | 000-19319       |
| 31.3        | Certification of the Chief Executive Officer under Section 302 of the Sarbanes-Oxley Act of 2002.   | X                          |                  |                            |                 |
| 31.4        | Certification of the Chief Financial Officer under Section 302 of the Sarbanes-Oxley Act of 2002.   | X                          |                  |                            |                 |
| 32.1        | Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.  |                            | 10-Q             | August 11, 2008            | 000-19319       |

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Confidential portions of this document have been filed separately with the Securities and Exchange Commission pursuant to a request for confidential treatment.

\* Management contract, compensatory plan or arrangement.



**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 thereunto duly authorized.

September 7, 2012

VERTEX PHARMACEUTICALS INCORPORATED

By:

/s/ Ian F. Smith

Ian F. Smith  
*Executive Vice President and Chief Financial Officer*  
*(principal financial officer and*  
*duly authorized officer)*