

VERTEX PHARMACEUTICALS INC / MA
Form S-8
July 26, 2018

As filed with the Securities and Exchange Commission on July 26, 2018

Registration No. 333—
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

VERTEX PHARMACEUTICALS INCORPORATED
(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 Number)

50 Northern Avenue
Boston, Massachusetts 02210
(Address of Principal Executive Offices)

AMENDED AND RESTATED
2013 STOCK AND OPTION PLAN
(Full Title of Plan)

Jeffrey M. Leiden
Chief Executive Officer
Vertex Pharmaceuticals Incorporated
50 Northern Avenue
Boston, Massachusetts 02210
(617) 341-6100
(Name, address, and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

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

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered | Amount to be Registered(1) | Proposed Maximum Offering Price Per Share(2) | Proposed Maximum Aggregate Offering Price(2) | Amount of Registration Fee |
|--|----------------------------|--|--|----------------------------|
| Common Stock, \$0.01 par value | 8,000,000 | \$175.71 | \$1,405,680,000 | \$175,008 |

(1) Consists of 8,000,000 additional shares of common stock, par value \$0.01 per share, that may be issued under the Vertex Pharmaceuticals Incorporated Amended and Restated 2013 Stock and Option Plan (the "2013 Plan") pursuant to an amendment and restatement of the 2013 Plan that became effective May 17, 2018 (the "Effective Date"). The maximum number of shares that may be issued under the 2013 Plan is subject to adjustment in accordance with certain anti-dilution and other provisions of the 2013 Plan. Accordingly, pursuant to Rule 416 under the Securities Act of 1933, as amended, this Registration Statement covers, in addition to the number of shares stated above, an indeterminate number of shares that may be subject to grant or otherwise issuable after the operation of any such anti-dilution or other provisions.

(2) Estimated solely for purposes of determining the registration fee pursuant to Rule 457(c) and (h) under the Securities Act of 1933, as amended, based on the average of the high and low sale prices of the Registrant's common stock as reported by The NASDAQ Global Select Market on July 25, 2018.

Statement of Incorporation by Reference

This Registration Statement on Form S-8 is being filed to register the offer and sale of an additional 8,000,000 shares of Common Stock, \$0.01 par value per share (the “Common Stock”), of Vertex Pharmaceuticals Incorporated (the “Registrant”) to be issued under the Amended and Restated 2013 Stock and Option Plan (the “2013 Plan”) of the Registrant. In accordance with General Instruction E to Form S-8, this Registration Statement incorporates by reference the contents of the Registration Statement on Form S-8 filed by the Registrant on May 21, 2013 (File No. 333-188737), relating to the Registrant’s 2013 Plan, except for Item 8, Exhibits, with respect to which the Exhibit Index immediately preceding the exhibits attached hereto is incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Boston, Massachusetts on July 26, 2018.

VERTEX PHARMACEUTICALS
INCORPORATED

By: /s/ Jeffrey M. Leiden
Jeffrey M. Leiden
Chief Executive Officer and President

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Jeffrey M. Leiden, Ian F. Smith, Michael J. Parini and Michael J. LaCascia and each of them singly, his/her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution in each of them singly, for him/her and in his/her name, place and stead, and in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8 of Vertex Pharmaceuticals Incorporated, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting to the attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in or about the premises, as full to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that the attorneys-in-fact and agents or any of each of them or their substitute may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Boston, Massachusetts on July 26, 2018.

| Signature | Title | Date |
|--|---|---------------|
| By: /s/ Jeffrey M. Leiden Jeffrey M. Leiden | Chairman, Chief Executive Officer and President (Principal Executive Officer) | July 26, 2018 |
| By: /s/ Thomas Graney Thomas Graney | Senior Vice President and Chief Financial Officer (Principal Financial Officer) | July 26, 2018 |
| By: /s/ Paul M. Silva Paul M. Silva | Senior Vice President and Corporate Controller (Principal Accounting Officer) | July 26, 2018 |
| By: /s/ Sangeeta N. Bhatia Sangeeta N. Bhatia | Director | July 26, 2018 |
| By: /s/ Alan Garber Alan Garber | Director | July 26, 2018 |
| By: /s/ Terrence C. Kearney Terrence C. Kearney | Director | July 26, 2018 |
| By: /s/ Yuchun Lee Yuchun Lee | Director | July 26, 2018 |
| By: /s/ Margaret G. McGlynn Margaret G. McGlynn | Director | July 26, 2018 |
| By: /s/ Bruce I. Sachs Bruce I. Sachs | Director | July 26, 2018 |
| By: /s/ Elaine S. Ullian Elaine S. Ullian | Director | July 26, 2018 |
| By: /s/ William D. Young William D. Young | Director | July 26, 2018 |

VERTEX PHARMACEUTICALS INCORPORATED
INDEX TO EXHIBITS FILED WITH
FORM S-8 REGISTRATION STATEMENT

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| Exhibit Number | Exhibit Description | Filed with this Registration Statement | Incorporated by Reference herein from—Form or Schedule | Filing Date/Period Covered | SEC File/Reg. Number |
|----------------|--|--|--|----------------------------|----------------------|
| 4.1 | <u>Restated Articles of Organization of Vertex Pharmaceuticals Incorporated, as amended.</u> | | 10-Q (Exhibit 3.1) | July 26, 2018 | 000-19319 |
| 4.2 | <u>Amended and Restated By-laws of Vertex Pharmaceuticals Incorporated.</u> | | 10-Q (Exhibit 3.2) | July 26, 2018 | 000-19319 |
| 4.3 | <u>Specimen stock certificate.</u> | | 10-K (Exhibit 4.1) | February 15, 2018 | 000-19319 |
| 5.1 | <u>Opinion of counsel as to the legality of the shares being registered.</u> | X | | | |
| 23.1 | <u>Consent of Ernst & Young LLP.</u> | X | | | |
| 23.2 | <u>Consent of counsel (included as part of Exhibit 5.1).</u> | X | | | |
| 24.1 | <u>Power of Attorney to file future amendments (set forth on signature page of this Registration Statement).</u> | X | | | |
| 99.1 | <u>Vertex Pharmaceuticals Incorporated Amended and Restated 2013 Stock and Option Plan.</u> | | DEF-14A (Appendix C) | April 17, 2018 | 000-19319 |