SEC Form 4

FORM 4

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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)		
WAGNER CHARLES F JR	VERTEX PHARMACEUTICALS INC / MA [VRTX]		Director	10% Owner
(Last) (First) (Middle)		X	Officer (give title below)	Other (specify below)
C/O VERTEX PHARMACEUTICALS INCORPORATED	3. Date of Earliest Transaction (Month/Day/Year) 02/01/2023		EVP & Chief Financial Officer	
50 NORTHERN AVENUE				
(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)		
BOSTON MA 02210		X	Form filed by One Reporting Person	
(City) (State) (Zip)			Form filed by More than One Reporting Person	

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	02/01/2023		A		10,324[(1)]	A	$0.00	53,188	D	
Common Stock	02/01/2023		A		10,262[(2)]	A	$0.00	63,450	D	
Common Stock	02/01/2023		A		9,440[(3)]	A	$0.00	72,890	D	

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 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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. Represents earned performance shares with respect to a performance stock unit award granted on 02/05/2020 that contained performance-vesting requirements. The issuer's management development and compensation committee certified as to the level of performance-goal attainment on 02/01/2023 and the shares will vest on 02/13/2023.

2. Represents earned performance shares with respect to a performance stock unit award granted on 02/01/2022 that contained performance-vesting requirements. The issuer's management development and compensation committee certified as to the level of performance-goal attainment on 02/01/2023 and the shares will vest in installments beginning on 02/24/2023.

3. Restricted stock unit award that vests in installments beginning on 02/10/2024.

Remarks:

/s/ Christiana Stevenson, Attorney-in-Fact   02/03/2023

** Signature of Reporting Person   Date

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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.