SEC Form 4

# FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## 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 |

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

1. Name and Address of Reporting Person*
Bhatia Sangeeta N.

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

(Street)
BOSTON MA 02210

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/01/2023

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

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
X Director
10% Owner
Officer (give title below)
Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
X Form filed by One Reporting Person
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 | 05/01/2023 | | A | | 1,168[1] | A | $0.00 | 5,208 | D | |
| Common Stock | 05/02/2023 | | S[2] | | 62 | D | $345.93[3][4] | 5,146 | D | |
| Common Stock | 05/02/2023 | | S[2] | | 172 | D | $346.69[3][5] | 4,974 | D | |
| Common Stock | 05/02/2023 | | S[2] | | 120 | D | $348.16[3][6] | 4,854 | D | |
| Common Stock | 05/02/2023 | | S[2] | | 163 | D | $349.82[3][7] | 4,691 | D | |
| Common Stock | 05/02/2023 | | S[2] | | 63 | D | $351.2[3][8] | 4,628 | 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. Restricted stock unit award that vests, subject to certain limited exceptions, on the first anniversary of the grant date.
2. Transaction made pursuant to Dr. Bhatia's company approved trading plan under Rule 10b5-1, which was entered into on 05/17/2022.
3. Dr. Bhatia 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 $345.93 (range $345.20 to $346.12).
5. Open market sales reported on this line occurred at a weighted average price of $346.69 (range $346.31 to $347.03).
6. Open market sales reported on this line occurred at a weighted average price of $348.16 (range $347.91 to $348.64).
7. Open market sales reported on this line occurred at a weighted average price of $349.82 (range $349.17 to $350.08).
8. Open market sales reported on this line occurred at a weighted average price of $351.20 (range $350.92 to $351.48).

**Remarks:**

/s/ Christiana Stevenson, Attorney-in-Fact — 05/03/2023

** 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.**