

**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)

**Reshma Kewalramani**  
**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  X

Accelerated filer  O

Non-accelerated filer  O

Smaller reporting company  O

Emerging growth company  O

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.  O

## Statement of Incorporation by Reference

This Registration Statement on Form S-8 is being filed to register the offer and sale of an additional 13,500,000 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 Statements on Form S-8 filed by the Registrant on May 21, 2013 (File No. 333-188737) and August 1, 2019 (File No. 333-232948) relating to the Registrant’s 2013 Plan, except for Item 8, Exhibits, which has been updated and included herein.

### PART II

#### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 8. Exhibits.

Exhibit Number	Exhibit Description	Filed with this Registration Statement	Incorporated by Reference herein from—Form or Schedule	Filing Date	SEC File/Reg. Number
4.1	<a href="#">Restated Articles of Organization of Vertex Pharmaceuticals Incorporated, as amended.</a>		10-Q (Exhibit 3.1)	July 26, 2018	000-19319
4.2	<a href="#">Amended and Restated By-laws of Vertex Pharmaceuticals Incorporated.</a>		10-Q (Exhibit 3.2)	May 1, 2020	000-19319
4.3	<a href="#">Specimen stock certificate.</a>		10-K (Exhibit 4.1)	February 15, 2018	000-19319
5.1	<a href="#">Opinion of Ropes &amp; Gray LLP as to the legality of the shares being registered.</a>	X			
23.1	<a href="#">Consent of Ernst &amp; Young LLP.</a>	X			
23.2	<a href="#">Consent of Ropes &amp; Gray LLP (included as part of Exhibit 5.1).</a>	X			
24.1	<a href="#">Power of Attorney to file future amendments (set forth on signature page of this Registration Statement).</a>	X			
99.1	<a href="#">Vertex Pharmaceuticals Incorporated Amended and Restated 2013 Stock and Option Plan.</a>		DEF-14A (Appendix A)	April 7, 2022	000-19319
107	<a href="#">Filing Fee Table</a>	X			



	<b>Signature</b>	<b>Title</b>	<b>Date</b>
By:	<u>/s/ Reshma Kewalramani</u> Reshma Kewalramani	Chief Executive Officer, President and Director (Principal Executive Officer)	August 5, 2022
By:	<u>/s/ Charles F. Wagner, Jr.</u> Charles F. Wagner, Jr.	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	August 5, 2022
By:	<u>/s/ Kristen C. Ambrose</u> Kristen C. Ambrose	Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)	August 5, 2022
By:	<u>/s/ Jeffrey M. Leiden</u> Jeffrey M. Leiden	Executive Chairman	August 5, 2022
By:	<u>/s/ Sangeeta N. Bhatia</u> Sangeeta N. Bhatia	Director	August 5, 2022
By:	<u>/s/ Lloyd Carney</u> Lloyd Carney	Director	August 5, 2022
By:	<u>/s/ Alan Garber</u> Alan Garber	Director	August 5, 2022
By:	<u>/s/ Terrence C. Kearney</u> Terrence C. Kearney	Director	August 5, 2022
By:	<u>/s/ Yuchun Lee</u> Yuchun Lee	Director	August 5, 2022
By:	<u>/s/ Margaret G. McGlynn</u> Margaret G. McGlynn	Director	August 5, 2022
By:	<u>/s/ Diana McKenzie</u> Diana McKenzie	Director	August 5, 2022
By:	<u>/s/ Bruce I. Sachs</u> Bruce I. Sachs	Director	August 5, 2022
By:	<u>/s/ Suketu Upadhyay</u> Suketu Upadhyay	Director	August 5, 2022



ROPES & GRAY LLP  
PRUDENTIAL TOWER  
800 BOYLSTON STREET  
BOSTON, MA 02199-3600  
WWW.ROPESGRAY.COM

August 5, 2022

Vertex Pharmaceuticals Incorporated  
50 Northern Avenue  
Boston, MA 02210

Ladies and Gentlemen:

This opinion letter is furnished to you in connection with the registration statement on Form S-8 (the "Registration Statement"), filed by Vertex Pharmaceuticals Incorporated, a Massachusetts corporation (the "Company"), on the date hereof, with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Securities Act"), for the registration of 13,500,000 shares of common stock, \$0.01 par value per share, of the Company (the "Shares"). The Shares are issuable pursuant to the Company's Amended and Restated 2013 Stock and Option Plan (the "Plan").

We are familiar with the actions taken by the Company in connection with the adoption of the Plan. We have examined such certificates, documents and records and have made such investigation of fact and such examination of law as we have deemed appropriate in order to enable us to render the opinions set forth herein. In conducting such investigation, we have relied, without independent verification, upon certificates of officers of the Company, public officials and other appropriate persons.

The opinions expressed below are limited to the Massachusetts Business Corporation Act.

Based upon and subject to the foregoing, we are of the opinion that the Shares have been duly authorized and, when the Shares have been issued and sold in accordance with the terms of the Plan, the Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Very truly yours,

/s/ Ropes & Gray LLP

Ropes & Gray LLP

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Amended and Restated 2013 Stock and Option Plan of Vertex Pharmaceuticals Incorporated of our reports dated February 9, 2022, with respect to the consolidated financial statements of Vertex Pharmaceuticals Incorporated and the effectiveness of internal control over financial reporting of Vertex Pharmaceuticals Incorporated included in its Annual Report (Form 10-K) for the year ended December 31, 2021, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Boston, Massachusetts

August 5, 2022

## Calculation of Filing Fee Tables

### Form S-8

(Form Type)

### Vertex Pharmaceuticals Incorporated

(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered <sup>(1)</sup>	Proposed Maximum Offering Price Per Share <sup>(2)</sup>	Maximum Aggregate Offering Price <sup>(2)</sup>	Fee Rate	Amount of Registration Fee <sup>(2)</sup>
Equity	Common stock, \$0.01 par value per share	457(c) and 457(h)	13,500,000	\$275.49	\$3,719,115,000	\$0.0000927	\$344,761.96
<b>Total Offering Amounts</b>					\$3,719,115,000		\$344,761.96
<b>Total Fee Offsets</b>							\$—
<b>Net Fee Due</b>							\$344,761.96

- (1) Consists of 13,500,000 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 18, 2022 (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 provisions, stock splits, or other similar transactions.
- (2) Pursuant to Rules 457(c) and 457(h) under the Securities Act, the registration fee was computed on the basis of the average of the high and low prices of the registrant’s common stock on the Nasdaq Global Select Market on August 3, 2022.