

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

04-3039129

(State of incorporation or organization) (I.R.S. Employer Identification No.)

130 Waverly Street, Cambridge, Massachusetts 02139

(Address of Principal Executive Offices)

Vertex Pharmaceuticals Incorporated
EMPLOYEE STOCK PURCHASE PLAN

(Full title of the plan)

Joshua Boger, President & Chief Executive Officer
Vertex Pharmaceuticals Incorporated
130 Waverly Street
Cambridge, MA 02139-4242

(Name and address of agent for service)

(617) 577-6000

(Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

Title 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, par value, \$.01 per share	150,000	\$33.31	\$4,996,500	\$1,723
Rights to purchase Series A Junior Participating Preferred Stock	(3)	(3)	(3)	None

(1) Together with an indeterminate number of additional shares which may result from a stock split, stock dividend, or other similar adjustment of the outstanding shares of Common Stock.

(2) Computed solely for the purpose of calculating the registration fee on the basis of the average of the high and low prices per share of the Registrant's Common Stock on the Nasdaq National Market System as of a date (September 17, 1996) within five (5) business days prior to filing this Registration Statement.

(3) No separate consideration will be received for the Rights.

Statement Regarding Incorporation By Reference From Effective Registration

Statement

Pursuant to Instruction E to Form S-8, the contents of Items 3 through 7 and 9 of the Registrant's Registration Statement on Form S-8 filed with the S.E.C. on June 4, 1992 (Registration No. 33-48348) are incorporated by reference in this Registration Statement. For Item 8, see the Exhibit Index immediately following the signature page of this Registration Statement.

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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 Cambridge, Massachusetts, on September 19, 1996.

VERTEX PHARMACEUTICALS INCORPORATED

By: /s/ Joshua S. Boger

 Joshua S. Boger
 President and Chief Executive Officer

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Joshua S. Boger, Richard H. Aldrich, and Thomas G. Auchincloss, Jr., and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution in each of them, for him and in his name, place and stead, and in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said 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 and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them or their or his substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

/s/ Joshua S. Boger ----- Joshua S. Boger	Director, President and Chief Executive Officer (Principal Executive Officer)	September 19, 1996 -----
/s/ Thomas G. Auchincloss, Jr. ----- Thomas G. Auchincloss, Jr.	Senior Director of Finance and Treasurer (Principal Financial Officer)	September 19, 1996 -----
/s/ Hans D. Van Houte ----- Hans D. Van Houte	Controller	September 19, 1996 -----
/s/ Barry M. Bloom ----- Barry M. Bloom	Director	September 19, 1996 -----
/s/ Roger W. Brimblecombe ----- Roger W. Brimblecombe	Director	September 19, 1996 -----
/s/ Donald R. Conklin ----- Donald R. Conklin	Director	September 19, 1996 -----
/s/ William W. Helman IV ----- William W. Helman IV	Director	September 19, 1996 -----
/s/ Benno C. Schmidt ----- Benno C. Schmidt	Director	September 19, 1996 -----

EXHIBITS

Exhibit No.	Description
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(4.1)	Specimen Common Stock Certificate (filed as Exhibit 4.1 to the Registration Statement on Form S-1, Registration No. 33-40966, as amended, and incorporated herein by reference)
(4.2)	Stockholder Rights Plan (filed as Exhibit 4.2 to the Registration Statement on Form S-1, Registration No. 33-40966, as amended, and incorporated herein by reference)
(5)	Opinion of Warner & Stackpole LLP (filed herewith at page 5)
(23.1)	Consent of Coopers & Lybrand LLP (filed herewith at page 7)
(23.2)	Consent of Warner & Stackpole LLP (included in Exhibit 5)
(24)	Power of Attorney to file future amendments (included on the signature page of this Registration Statement)
(99.1)	Amendment to the Company's Employee Stock Purchase Plan approved by the Stockholders on May 9, 1996 (filed herewith at page 8).

EXHIBIT 5

75 State Street
Boston, Massachusetts 02109

WARNER & STACKPOLE LLP

COUNSELLORS AT LAW

Telephone: (617) 951-9000
Fax: (617) 951-9151

September 19, 1996

Vertex Pharmaceuticals Incorporated
130 Waverly Street
Cambridge, MA 02139-4211

Ladies and Gentlemen:

We have acted as counsel to Vertex Pharmaceuticals Incorporated, a Massachusetts corporation (the "Company"), in connection with the preparation and filing with the Securities and Exchange Commission of a Registration Statement on Form S-8 (the "Registration Statement") with respect to the offering by the Company of 150,000 shares (the "Shares") of the Common Stock, \$.01 par value per share, of the Company pursuant to the Vertex Pharmaceuticals Incorporated Employee Stock Purchase Plan (the "Plan"), and the proposed issuance by the Company in connection therewith of rights to purchase Series A Junior Participating Preferred Stock, \$.01 par value per share (the "Rights").

We have examined (i) the Registration Statement, (ii) the Restated Articles of Organization of the Company, (iii) the Rights Agreement (the "Rights Plan") under which the Rights are proposed to be issued, and such other documents and records of the Company as we have deemed necessary for the purpose of this opinion.

In our examination of the foregoing documents, we have assumed the genuineness of all signatures and the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified or photostatic copies, and the authenticity of the originals of such latter documents.

We are members of the bar of the Commonwealth of Massachusetts and we express no opinion as to any matters insofar as any laws other than Federal laws and laws of the Commonwealth of Massachusetts may be applicable.

We assume that appropriate action will be taken, prior to the offer and sale of the Shares, to register and qualify the Shares and the Rights for sale under all applicable state securities or "blue sky" laws.

Based upon the foregoing, we are of the opinion that the Shares and the Rights are duly authorized for issuance, and upon (i) the effectiveness of the Registration Statement, (ii) payment

WARNER & STACKPOLE LLP

Vertex Pharmaceuticals Incorporated
September 19, 1996
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for the Shares in accordance with the terms of the Plan, (iii) the issuance of certificates therefor by the Company, and (iv) as to the Rights only, the issuance of the Rights in accordance with the terms of the Rights Plan, the Shares and the Rights will be validly issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours

/s/ Warner & Stackpole LLP

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EXHIBIT 23.1

CONSENT OF INDEPENDENT ACCOUNTANTS

We consent to the incorporation by reference in this registration statement of Vertex Pharmaceuticals Incorporated on Form S-8 to register 150,000 shares of common stock of the Employee Stock Purchase Plan of our report dated February 22, 1996 on our audit of the consolidated financial statements of Vertex Pharmaceuticals Incorporated and Subsidiaries as of December 31, 1995 and 1994, and for each of the three years in the period ended December 31, 1995, which report was included in the 1995 Annual Report of Vertex Pharmaceuticals Incorporated on Form 10-K.

COOPERS & LYBRAND L.L.P.

Boston, Massachusetts
September 19, 1996

Amendment to Vertex Pharmaceuticals Incorporated

Employee Stock Purchase Plan

Approved by the Stockholders on May 9, 1996

SECTION 3.1 is hereby amended by deleting such section in its entirety and substituting therefor the following:

SECTION 3.1. Reservation of Common Stock. The Board of Directors shall reserve three hundred thousand (300,000) shares of Common Stock for the Plan, subject to adjustment in accordance with Section 3.4.

As so amended, the Plan shall continue in full force and effect in accordance with its terms.