

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **June 15, 2005**

VERTEX PHARMACEUTICALS INCORPORATED

(Exact name of registrant as specified in its charter)

MASSACHUSETTS
(State or other jurisdiction of
incorporation)

000-19319
(Commission File Number)

04-3039129
(IRS Employer Identification
No.)

130 Waverly Street
Cambridge, Massachusetts 02139
(Address of principal executive offices) (Zip Code)

(617) 444-6100
Registrant's telephone number, including area code:

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01. Other Events.

On June 15, 2005, Vertex Pharmaceuticals Incorporated issued a press release that announced that the underwriters in the company's public offering exercised their over-allotment option to purchase 1,762,500 shares of common stock. A copy of that press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits

<u>Exhibit</u>	<u>Description of Document</u>
99.1	Press Release of Vertex Pharmaceuticals Incorporated, dated June 15, 2005, titled "Vertex Pharmaceuticals Announces Exercise of Over-Allotment Option by Underwriters".

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**VERTEX PHARMACEUTICALS
INCORPORATED**
(Registrant)

Date: June 15, 2005

/s/ Kenneth S. Boger
Kenneth S. Boger
Senior Vice President and General Counsel

FOR IMMEDIATE RELEASE**Vertex Pharmaceuticals Announces Exercise of
Over-Allotment Option by Underwriters**

Cambridge, MA, June 15, 2005 — Vertex Pharmaceuticals Incorporated (Nasdaq: VRTX) today announced that the underwriters have exercised in full their over-allotment option to purchase 1,762,500 shares of common stock at a public offering price of \$13.00 per share. Upon the closing of the purchase of the over-allotment shares, a total of 13,512,500 shares of common stock will have been sold in the offering by Vertex, resulting in gross proceeds, before commissions and expenses, of \$175.7 million.

Merrill Lynch, Pierce, Fenner & Smith Incorporated acted as the sole book-running manager in this offering. J.P. Morgan Securities Inc. and UBS Securities LLC acted as co-managers.

This press release does not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state. A shelf registration statement relating to the shares of common stock has previously been filed with, and declared effective by, the Securities and Exchange Commission. This offering was made only by means of a prospectus, including a prospectus supplement, forming a part of the effective registration statement. A copy of the prospectus can be obtained from Merrill Lynch's prospectus department, at 4 World Financial Center, New York, NY 10080, 212-449-1000.

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About Vertex

Vertex Pharmaceuticals Incorporated is a global biotechnology company committed to the discovery and development of breakthrough small molecule drugs for serious diseases. The Company's strategy is to commercialize its products both independently and in collaboration with major pharmaceutical companies. Vertex's product pipeline is principally focused on viral diseases, inflammation, autoimmune diseases and cancer. Vertex co-promotes the HIV protease inhibitor, Lexiva®, with GlaxoSmithKline.

Lexiva® is a registered trademark of the GlaxoSmithKline group of companies.

Vertex's press releases are available at www.vrtx.com

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