SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

OMB Number: 3235-0104 Estimated average burden hours per response: 0.5

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

1. Name and Add Tatsis Oura	dress of Reporting Inia	F (2. Date of Event Requiring Stater Month/Day/Yea 0/01/2019	ment	3. Issuer Name and Ticker or Trading Symbol <u>VERTEX PHARMACEUTICALS INC / MA</u> [VRTX]					
(Last) 50 NORTHEI	(First)	(Middle)	0,01,2015		4. Relationship of Reporting Perso (Check all applicable) Director	n(s) to Issue 10% Owne		5. If Amendment, Date of Original Filed (Month/Day/Year)		
					X Officer (give title below)	Other (spe below)	cify	6. Individual or Joint/Group Filing (Check Applicable Line)		
(Street)					SVP, CRO			X	Form filed by	One Reporting Person
BOSTON	MA	02210							Form filed by Reporting Pe	y More than One erson
(City)	(State)	(Zip)								
	Table I - Non-Derivative Securities Beneficially Owned									
1. Title of Security (Instr. 4)					2. Amount of Securities Beneficially Owned (Instr. 4) or Indirect (I) (Instr. 5)		rt (D) (4. Nature of Indirect Beneficial Ownership (Instr. 5)		
Common Stock					3,500 ⁽¹⁾	D				
Common Stock					1,876 ⁽²⁾	D				
Common Stock					632 ⁽³⁾	D				
Common Stock					1,876 ⁽⁴⁾	D				
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)										
1. Title of Deriva	itle of Derivative Security (Instr. 4)		2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securit Underlying Derivative Security	y (Instr. 4) Conve or Exe		ersion ercise	5. Ownership Form: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
			Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivati Security	ive	Direct (D) or Indirect (I) (Instr. 5)	
Stock Option	(Right to Buy)		(5)	02/05/2029	Common Stock	8,938	187.5	53	D	
Stock Option	(Right to Buy)		(6)	02/05/2028	Common Stock	6,522	155.5	57	D	

Explanation of Responses:

1. Restricted stock unit award that vests in three approximately equal installments on 2/24/2020, 2/24/2021 and 2/24/2022.

2. Restricted stock unit award that will vest in two remaining installments on 2/17/2020 and 2/17/2021.

3. Restricted stock unit award that fully vested on 9/30/2019.

4. Represents earned performance shares with respect to a performance stock unit award granted on 2/6/2018 that contained performance-vesting requirements. The issuer's management development and compensation committee certified as to the level of performance-goal attainment on 02/6/2019. The earned performance shares will vest in two remaining installments on 2/17/2020 and 2/17/2021.

5. The option vests in 16 quarterly installments from 2/6/2019.

6. The option vests in 16 quarterly installments from 2/6/2018.

Remarks:

/s/ Omar	White,	Attorne	<u>y-in-</u>
Fact			

** Signature of Reporting Person Date

10/03/2019

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 5 (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.

The undersigned hereby constitutes and appoints each of Michael Parini, Sabrina Yohai, Omar White, Julie Fogarty, and Christiana Stevenson of Vertex Pharmaceuticals Incorporated (the "Company"), signing singly, with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

 execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director and/or 10% shareholder of the Company, forms and authentication documents for EDGAR Filing Access;
 do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such forms and authentication documents;

3. execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director and/or 10% shareholder of the Company, Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

4. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and 5. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interests of, or legally required by the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934, as amended.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of or transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

This Power of Attorney is intended to constitute a "confirming statement" for presentation to the Securities and Exchange Commission as contemplated by Instruction 7(a) of Forms 3, 4 and 5.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed this 27th day of September, 2019.

/s/

Nia Tatsis

Signature

Nia Tatsis

Print Name