

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): September 8, 2000

Vertex Pharmaceuticals Incorporated
(Exact name of registrant as specified in its charter)

Massachusetts

000-19319

04-3039129

(State or other
jurisdiction of
incorporation)

(Commission
File Number)

(IRS Employer
Identification No.)

130 WAVERLY STREET
CAMBRIDGE, MA 02139

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (617) 577-6000

ITEM 5. OTHER EVENTS.

On September 8, 2000, we publicly disseminated a press release announcing our intention to redeem our 5% Convertible Subordinated Notes due 2007. The information contained in the press release is incorporated herein by reference and filed as Exhibit 99.1 hereto.

Also on September 8, 2000, we publicly disseminated a press release announcing a \$200 million private offering of Convertible Subordinated Notes. The information contained in the press release is incorporated herein by reference and filed as Exhibit 99.2 hereto.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.

(c) Exhibits.

99.1 Press Release dated September 8, 2000, "Vertex Pharmaceuticals Announces its Intention to Redeem its 5% Convertible Subordinated Notes Due 2007."

99.2 Press Release dated September 8, 2000, "Vertex Pharmaceuticals Announces \$200 Million Private Offering of Convertible Subordinated Notes."

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: September 8, 2000

By: /s/ Thomas G. Auchincloss, Jr.

Name: Thomas G. Auchincloss, Jr.
Title: Vice President, Finance

EXHIBIT INDEX

Exhibit Number -----	Description -----	Sequential Page Number -----
99.1	Press Release dated September 8, 2000, "Vertex Pharmaceuticals Announces its Intention to Redeem its 5% Convertible Subordinated Notes Due 2007."	5
99.2	Press Release dated September 8, 2000, "Vertex Pharmaceuticals Announces \$200 Million Private Offering of Convertible Subordinated Notes."	7

DRAFT RELEASE

VERTEX PHARMACEUTICALS ANNOUNCES ITS INTENTION TO REDEEM ITS 5% CONVERTIBLE
SUBORDINATED NOTES DUE 2007

CAMBRIDGE, MA, SEPTEMBER 8, 2000 -- Vertex Pharmaceuticals Incorporated (Nasdaq: VRTX) today announced that it expects to mail on or after September 15, 2000 a notice to call for redemption in October 2000 its \$175 million aggregate principal amount of 5% Convertible Subordinated Notes due 2007. Prior to the redemption date, holders may convert their Notes into Vertex Common Stock. Based on the current market price of its Common Stock, Vertex expects that holders of the Notes will choose to convert their Notes into Common Stock rather than accept redemption.

Upon redemption, Vertex will pay holders of the Notes \$1,000 per \$1,000 principal amount of Notes, plus accrued interest. In addition, Vertex will pay a "make-whole" payment of \$82.14 per \$1,000 principal amount of Notes (approximately \$14.4 million in total) to all holders of the Notes on the notice date, including holders who convert their Notes prior to the redemption date. The "make-whole" payment will result in Vertex recognizing a one-time charge of approximately \$14.4 million in the third quarter of this year. Holders are entitled to convert the Notes into shares at a conversion price of \$40.32 per share, or approximately 24.8 shares of Common Stock per \$1,000 principal amount of Notes, after adjustment for the two-for-one stock split of Vertex Common Stock paid in the form of a stock dividend on August 23, 2000.

If all of the Notes are converted, Vertex will issue approximately 4.3 million shares of Common Stock, increasing the Company's total shares outstanding to approximately 58.4 million shares. If none of the Notes are converted, Vertex will make an aggregate redemption payment of \$175 million, plus accrued interest, in addition to the \$14.4 million total "make-whole" payment.

Vertex Pharmaceuticals Incorporated discovers, develops and markets small molecule drugs that address major unmet medical needs. Vertex has eight drug candidates in clinical development to treat viral diseases, inflammation, cancer, autoimmune diseases and neurological disorders. Vertex has created its pipeline using a proprietary, information-based approach to drug design that integrates multiple technologies in biology, chemistry and biophysics, aimed at increasing the speed and success rate of drug discovery. Vertex's first approved product is Agenerase(TM) (amprenavir), an HIV protease inhibitor, which Vertex co-promotes with Glaxo Wellcome.

The foregoing information regarding Vertex's intention to call for redemption and the expected conversion of its Convertible Subordinated Notes is forward looking. While management makes its best efforts to be accurate in making forward-looking statements, any such statements are subject to risks and uncertainties that could cause actual results to vary materially. Risk factors include the possibility that Vertex's Common Stock price could decrease substantially, affecting the Company's decision to call the Notes for redemption or the decisions of investors whether to convert the Notes prior to redemption. Investors are directed to consider other risks and uncertainties discussed in Vertex documents filed with the Securities and Exchange Commission.

This press release is not Vertex's notice of redemption under the indenture governing the Notes. Vertex is not obligated to redeem the Notes or make the "make-whole" payment to any holder until the notice of redemption is mailed to holders of the Notes in accordance with the indenture.

Vertex's press releases are available at WWW.VPHARM.COM, or by fax-on-demand at (800) 758-5804 -- Code: 938395.

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VERTEX CONTACTS:

Lynne H. Brum, Vice President, Corporate Communications, (617) 577-6614 or
Michael Partridge, Associate Director, Corporate Communications (617) 577-6108
or Katie Burns, Manager, Investor Relations, (617) 577-6656

FOR IMMEDIATE RELEASE

VERTEX PHARMACEUTICALS ANNOUNCES \$200 MILLION PRIVATE OFFERING OF CONVERTIBLE
SUBORDINATED NOTES

CAMBRIDGE, MA, SEPTEMBER 8, 2000 -- Vertex Pharmaceuticals Incorporated (Nasdaq:VRTX) announced today that it intends to offer, subject to market and other conditions, \$200 million of Convertible Subordinated Notes (plus an additional amount of \$30 million to cover over-allotments, if any), due 2007, for purchase by qualified institutional buyers under Rule 144A of the Securities Act of 1933. The Notes would be convertible into Vertex Common Stock at the option of the holder, at a price to be determined. The offering is expected to close in September 2000. Vertex has agreed to file a registration statement for the resale of the Notes and the shares of Common Stock issuable upon conversion of the Notes within 90 days after the closing of the offering.

We expect to use the net proceeds of the anticipated offering to fund clinical trials, preclinical studies and research and development, to invest in technologies that support our chemogenomics approach, to potentially acquire technologies, resources and products that could broaden our drug discovery platform and pipeline, and for working capital and general corporate purposes.

This announcement is neither an offer to sell nor a solicitation of an offer to buy any of these securities.

The Notes and the Common Stock issuable upon conversion of the Notes have not been registered under the Securities Act, or any state securities laws, and are being offered only to qualified institutional buyers in reliance on Rule 144A under the Securities Act. Unless so registered, the Notes and Common Stock issued upon conversion of the Notes may not be offered or sold in the United States except pursuant to an exemption from the registration requirements of the Securities Act and applicable state securities laws.

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rate of drug discovery. Vertex's first approved product is Agenerase(TM) (amprenavir), an HIV protease inhibitor, which Vertex co-promotes with Glaxo Wellcome.

The foregoing information regarding Vertex's sale of Convertible Subordinated Notes is forward looking. While management makes its best efforts to be accurate in making forward-looking statements, any such statements are subject to risks and uncertainties that could cause Vertex's actual results to vary materially. Risk factors include the possibility that Vertex's Common Stock price could decrease substantially, affecting Vertex's ability to close the offering, and uncertainties relating to the ability of the Company to use effectively the proceeds from the sale of the Notes. Investors are directed to consider other risks and uncertainties discussed in Vertex documents filed with the Securities and Exchange Commission.

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