

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K/A
CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D) OF
THE SECURITIES EXCHANGE ACT OF 1934
JULY 18, 2001

Date of Report (date of earliest event reported)

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 (I.R.S. Employer Identification No.)
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130 WAVERLY STREET, CAMBRIDGE, MASSACHUSETTS, 02139-4242
(Address of principal executive offices)

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

ITEM 2. ACQUISITION OR DISPOSITION OF ASSETS.

This Form 8-K/A amends the Current Report on Form 8-K filed on August 1, 2001 to incorporate Item 7(b) Pro Forma Financial Information.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(b) Pro Forma Financial Information.

UNAUDITED PRO FORMA COMBINED FINANCIAL INFORMATION

On July 18, 2001, Vertex Pharmaceuticals Incorporated (Vertex) completed a merger with Aurora Biosciences Corporation (Aurora). Vertex acquired all of Aurora's outstanding common stock in a tax-free, stock for stock transaction, for approximately 14.1 million shares of Vertex common stock. Each share of Aurora common stock issued and outstanding prior to the merger was exchanged for .62 share of Vertex common stock.

The following unaudited pro forma combined financial information gives effect to the merger using the pooling of interests method of accounting, after giving effect to the pro forma adjustments described below and in the accompanying notes. The unaudited pro forma combined financial information should be read in conjunction with the audited historical consolidated financial statements and related notes of Vertex and Aurora.

The unaudited pro forma combined statements of operations give effect to the merger as if it had occurred at the beginning of the periods presented. The unaudited pro forma combined statements of operations for each year in the three-year period ended December 31, 2000 combine the audited historical consolidated statements of operations of Vertex for each year in the three-year period ended December 31, 2000 included in its annual report on Form 10-K and the audited historical consolidated statements of operations of Aurora for each year in the three-year period ended December 31, 2000 included in its current report on Form 8-K dated May 18, 2001. The unaudited pro forma combined statements of operations for the three months ended March 31, 2001 combine the unaudited historical consolidated statements of operations of Vertex for the three months ended March 31, 2001 and the unaudited historical consolidated statements of operations of Aurora for the three months ended March 31, 2001 as found in their respective filings on Form 10-Q.

The unaudited pro forma combined condensed balance sheet gives effect to the merger as if it had occurred on March 31, 2001. The unaudited pro forma combined condensed balance sheet combines the unaudited condensed historical consolidated balance sheets of Vertex and Aurora as of March 31, 2001. The pro forma balance sheet as of March 31, 2001 reflects \$21.6 million in accounts payable and accrued expenses and in stockholders' equity representing estimated expenses to be incurred in connection with the merger--primarily advisor, legal and accounting fees and expenses. These costs have not been reflected in the pro forma statements of operations for any period; they will be reflected in the statement of operations during the accounting period in which the merger was consummated.

In the third quarter of 2001, in connection with the conforming of accounting policies between the Company and Aurora, the Company elected to change its accounting principle related to the recognition of collaborative research and development revenues in accordance with the Securities and Exchange Commission's Staff Accounting Bulletin No. 101, REVENUE RECOGNITION IN FINANCIAL STATEMENTS, from the method prescribed in Emerging Issues Task Force Issue No. 91-6 to the substantive milestone method. The Company will record the cumulative effect of this change in accounting principle in its Form 10-Q for the fiscal quarter ended September 30, 2001, retroactive to January 1, 2001. The pro forma balance sheet as of March 31, 2001 reflects an increase in deferred revenue and a corresponding decrease in stockholders' equity amounting to \$27,528,000 pursuant to this change in accounting principle. In addition, the pro forma combined statement of operations for the three months ended

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March 31, 2001 reflects a decrease in revenue and a corresponding increase in net loss of \$1,627,000 representing the impact on the first quarter of the accounting change; the cumulative effect of the accounting change has not been reflected in the pro forma statement of operations for the three months ended March 31, 2001.

The unaudited pro forma combined financial information is presented for illustrative purposes only and does not purport to be indicative of the operating results or financial position that would have actually occurred if the merger had been in effect on the dates indicated, nor is it necessarily indicative of future operating results or financial position of the merged companies. The pro forma adjustments are based on the information and assumptions available at the time of the filing of this 8K/A.

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VERTEX PHARMACEUTICALS INCORPORATED
 PRO FORMA COMBINED BALANCE SHEET
 MARCH 31, 2001
 (UNAUDITED)

PRO FORMA	PRO FORMA	VERTEX	AURORA
ADJUSTMENTS COMBINED -----			
----- (IN THOUSANDS) ASSETS			
Current assets: Cash and cash			
equivalents.....	\$222,662		
\$ 10,367	\$ --	\$233,029	Short-term
investments, available for sale.....			
100,674	61,752	--	162,426
Accounts	receivable.....		
7,615	20,681	--	28,296
Prepaid expenses and	other current assets.....	2,327	8,070
10,397	-----		-----
Total current			
assets.....	333,278		
100,870	--	434,148	Property and equipment,
net.....	36,063	20,913	--
56,976	Long-term investments, available for		
sale.....	361,535	30,194	--
	Other		391,729
assets.....			
38,668	13,944	--	52,612
-----	-----		-----
Total			
assets.....			
\$769,544	\$165,921	\$ --	\$935,465
=====	=====	=====	=====
LIABILITIES AND			
STOCKHOLDERS' EQUITY			
Current liabilities:			
Accounts payable and accrued			
expenses.....	\$ 18,512	\$ 12,396	\$
21,600(1)	\$ 52,508	Deferred	
revenue.....			
11,174	12,209	27,528(2)	50,911
Other current			

liabilities.....	2,186		
5,305 -- 7,491 -----			
----- Total current			
liabilities.....	31,872		
29,910 49,128 110,910 Other noncurrent			
liabilities.....	1,966		
9,293 -- 11,259 Convertible subordinated			
notes.....	345,000	--	--
345,000 -----			
----- Total			
liabilities.....			
378,838 39,203 49,128 467,169 -----			
----- Stockholders'			
equity.....			
390,706 126,718 (49,128) 468,296(3) -----			
----- Total			
liabilities and stockholders' equity.....			
\$769,544 \$165,921 \$ -- \$935,465 =====			
=====			

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- (1) Reflects estimated expenses of \$21.6 million in connection with the merger--primarily advisor, legal and accounting fees and expenses.
 - (2) Reflects the impact of the change in accounting principle, including the \$25,901,000 cumulative effect as of January 1, 2001 and the additional deferred revenue of \$1,627,000 for the three months ended March 31, 2001.
 - (3) Reflects the conversion of 22.5 million shares of Aurora common stock to 14.0 million shares of Vertex common stock based on the exchange ratio in the merger agreement.

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VERTEX PHARMACEUTICALS INCORPORATED
 PRO FORMA COMBINED STATEMENT OF OPERATIONS
 THREE MONTHS ENDED MARCH 31, 2001
 (UNAUDITED)

PRO FORMA PRO FORMA VERTEX AURORA ADJUSTMENTS			
COMBINED -----			
(IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)			
Revenues: Royalties and product			
sales.....	\$ 2,513	\$ --	\$ --
2,513 Discovery service and technology			
revenues.....	-- 17,521	-- 17,521	
Collaborative and other research and development			
revenues.....			
16,544 -- (1,627)(1) 14,917 -----			
----- Total			
revenues.....	19,057		
17,521 (1,627) 34,951 Operating expenses:			
Royalties and product			
costs.....	837	--	837
of discovery service and technology			
revenues.....			
-- 9,004 -- 9,004 Research and			
development.....	26,119		
5,844 -- 31,963 Sales, general and			
administrative.....	7,496	5,739	--
13,235 ----- Total			
operating expenses.....	34,452		
20,587 -- 55,039 -----			
- Net loss from			
operations.....	(15,395)		
(3,066) (1,627) (20,088) -----			
----- Interest income and other,			
net.....	11,299	1,771	-- 13,070
Interest			
expense.....			
(4,774) (229) -- (5,003) -----			
- Loss before			
taxes.....	(8,870)		
(1,524) (1,627) (12,021) -----			
----- Provision for income			
taxes.....	-- (198)	-- (198)	
Net loss before cumulative effect of change in			
accounting			
principle.....	\$ (8,870)		

	\$ (1,722)	\$ (1,627)	\$ (12,219)	=====	=====
	===== Basic and diluted net loss per				
	common share before cumulative effect of change				
	in accounting				
principle.....	\$ (0.15)	\$ (0.08)	\$ (0.17)	=====	=====
	===== Basic and diluted weighted average				
	number of common shares				
outstanding.....	60,011	22,437	73,922		

(1) Reflects the impact of the change in accounting principle related to revenue recognition for the three months ended March 31, 2001.

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VERTEX PHARMACEUTICALS INCORPORATED
 PRO FORMA COMBINED STATEMENT OF OPERATIONS
 YEAR ENDED DECEMBER 31, 2000
 (UNAUDITED)

PRO FORMA	PRO FORMA	VERTEX	AURORA	ADJUSTMENTS
COMBINED	-----	-----	-----	-----
(IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)				
Revenues: Royalties and product				
sales.....	\$ 12,036	\$ --	\$ --	\$ --
12,036 Discovery service and technology				
revenues.....	-- 75,155	-- 75,155	-- 75,155	
Collaborative and other research and development				
revenues.....				
66,091 -- --	66,091	-----	-----	-----
	---- Total			
revenues.....	78,127			
75,155 -- 153,282 Operating expenses: Royalties				
and product costs.....	4,082 --			
-- 4,082 Cost of discovery service and technology				
revenues.....				
-- 39,563 -- 39,563 Research and				
development.....	84,921			
16,172 -- 101,093 Sales, general and				
administrative.....	27,806	18,181 --		
45,987 ----- Total				
operating expenses.....				
116,809 73,916 -- 190,725 -----				
	----- Net income (loss) from			
operations.....	(38,682)	1,239 --		
(37,443) -----				
Interest income and other,				
net.....	27,679	5,633 --	33,312	
	Interest			
expense.....				
(24,944) (1,084) -- (26,028) Equity in losses of				
unconsolidated subsidiary.....	(550) --			
(550) ----- Income				
(loss) before taxes.....				
(36,497) 5,788 -- (30,709) -----				
-- ----- Provision for income				
taxes.....	-- (870) --	(870)		
----- Net income				
(loss) before cumulative effect of change in				
accounting principle.....				
(36,497) 4,918 -- (31,579) -----				
-- ----- Cumulative effect of change in				
accounting				
principle.....	(3,161) -- --	(3,161)		
	Net income			
(loss).....				
\$ (39,658) \$ 4,918 \$ -- \$ (34,740) =====				
===== Basic net income (loss) per				
common share before cumulative effect of change				
in accounting				
principle.....	\$ (0.67)	\$ 0.23	\$ (0.47)	
	Diluted net income			
(loss) per common share before cumulative effect				
of change in accounting				
principle.....	\$ (0.67)	\$ 0.20	\$ (0.47)	
	Cumulative effect of			
change in accounting principle--				

basic.....				\$ (0.06)
-- \$ (0.04) Cumulative effect of change in accounting principle--				
diluted.....				\$ (0.06)
-- \$ (0.04) -----				Basic net
income (loss) per common share.....				\$
(0.73) \$ 0.23 \$ (0.51) =====				=====
Diluted net income (loss) per common share.....	\$ (0.73)	\$ 0.20	\$ (0.51)	=====
=====	=====	=====	=====	Basic weighted average number of common shares
outstanding.....				
54,322 21,548 67,682 Diluted weighted average number of common shares				
outstanding.....				
54,322 24,094 67,682				

VERTEX PHARMACEUTICALS INCORPORATED
 PRO FORMA COMBINED STATEMENT OF OPERATIONS
 YEAR ENDED DECEMBER 31, 1999
 (UNAUDITED)

PRO FORMA PRO FORMA VERTEX AURORA ADJUSTMENTS				
COMBINED -----				
- (IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)				
Revenues: Royalties and product sales.....	\$ 8,053	\$ --	\$ --	
\$ 8,053 Discovery service and technology revenues.....	-- 58,327	-- 58,327		
Collaborative and other research and development				
revenues.....				
42,507 -- -- 42,507 -----				
- ----- Total				
revenues.....				
50,560 58,327 -- 108,887 Operating expenses: Royalties and product				
costs.....	2,925	-- -- 2,925		
Cost of discovery service and technology				
revenues.....				
-- 31,656 -- 31,656 Research and development.....				72,180
12,849 -- 85,029 Sales, general and administrative.....				26,131 14,787 -
- 40,918 -----				
Total operating				
expenses.....	101,236	59,292		
-- 160,528 -----				
- Net loss from				
operations.....	(50,676)			
(965) -- (51,641) -----				
----- Interest income and other, net.....	11,088	1,866	--	
12,954 Interest				
expense.....				
(654) (1,050) -- (1,704) Equity in losses of unconsolidated subsidiary.....				(724) -- --
(724) -----				
Loss before				
taxes.....				
(40,966) (149) -- (41,115) -----				
----- Provision for income				
taxes.....	-- (39)	-- (39)		
----- Net				
loss.....				
\$(40,966) \$ (188) \$ -- \$(41,154) =====				
=====	=====	=====	=====	Basic and diluted
net loss per common share.....	\$ (0.80)	\$		
(0.01) \$ (0.66) =====	=====	=====	=====	Basic
and diluted weighted average number of common shares				
outstanding.....				
51,036 18,655 62,602				

PRO FORMA COMBINED STATEMENT OF OPERATIONS
YEAR ENDED DECEMBER 31, 1998
(UNAUDITED)

PRO FORMA	PRO FORMA	VERTEX AURORA	ADJUSTMENTS
COMBINED -----			
-- (IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)			
Revenues: Discovery service and technology			
revenues.....	\$ -- \$ 33,511	\$ -- \$ 33,511	
Collaborative and other research and development			
revenues.....	29,055	29,055	
----- Total			
revenues.....	29,055	33,511	-- 62,566
Operating expenses:			
Cost of discovery service and technology			
revenues.....	-- 27,110	-- 27,110	Research and development..... 58,668
	18,204	-- 76,872	Sales, general and administrative..... 18,135
	26,235	8,100	-- 26,235
Total operating			
expenses.....	76,803	53,414	
-- 130,217			
--- Net loss from			
operations.....	(19,903)	-- (67,651)	(47,748)
----- Interest income and other, net..... 15,343			
	2,510	-- 17,853	Interest expense..... (681)
	(740)	-- (1,421)	
----- Loss before taxes..... (33,086)			
	(18,133)	-- (51,219)	
----- Benefit for income taxes..... 212			
	-- 212	-- 212	Net loss.....
	\$ (33,086)	\$ (17,921)	\$ -- \$ (51,007)
===== Basic and diluted net loss per common share..... \$ (0.65)			
	\$ (1.00)	\$ (0.83)	
===== Basic and diluted weighted average number of common shares outstanding.....			
	50,598	17,972	61,741

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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 28, 2001

By: /s/ JOSHUA S. BOGER

Joshua S. Boger
CHAIRMAN AND CHIEF EXECUTIVE OFFICER

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