

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): November 19, 2013

**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) 341-6100**

*(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 1.01. Entry into a Material Definitive Agreement.**

On November 19, 2013, we entered into an amendment to our License, Development, Manufacturing and Commercialization Agreement, effective June 30, 2006, with Janssen Pharmaceutica NV, or Janssen. Pursuant to the amendment:

- Janssen will make a payment of \$152.0 million to us in the fourth quarter of 2013;
- Janssen's obligations to pay us royalties on net sales of INCIVO (telaprevir) will terminate after the fourth quarter of 2013; and
- Janssen received a fully-paid license to commercialize INCIVO in its territories, subject to the continued payment of certain third-party royalties on its net sales of INVICO.

**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: November 22, 2013

/s/ Kenneth L. Horton

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Kenneth L. Horton

Executive Vice President and Chief Legal Officer