

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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|--|---|--|
| 1. Name and Address of Reporting Person* <u>ALTSHULER DAVID</u> (Last) (First) (Middle) <u>C/O VERTEX PHARMACEUTICALS</u> <u>INCORPORATED</u> <u>50 NORTHERN AVENUE</u> (Street) <u>BOSTON</u> <u>MA</u> <u>02210</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>VERTEX PHARMACEUTICALS INC /</u> <u>MA [VRTX]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>02/05/2020</u> 4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP, Global Research and CSO</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person |
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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|----------------------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 02/05/2020 | | A | | 18,204 ⁽¹⁾ | A | \$0.00 | 49,757 | D | |
| Common Stock | 02/05/2020 | | A | | 8,166 ⁽²⁾ | A | \$0.00 | 57,923 | D | |
| Common Stock | 02/05/2020 | | A | | 12,387 ⁽³⁾ | A | \$0.00 | 70,310 | D | |
| Common Stock | 02/06/2020 | | M | | 1,303 | D | \$187.53 | 71,613 | D | |
| Common Stock | 02/06/2020 | | M | | 1,223 | D | \$155.57 | 72,836 | D | |
| Common Stock | 02/06/2020 | | S ⁽⁴⁾ | | 1,462 | D | \$238.74 ⁽⁵⁾⁽⁶⁾ | 71,374 | D | |
| Common Stock | 02/06/2020 | | S ⁽⁴⁾ | | 630 | D | \$239.63 ⁽⁴⁾⁽⁷⁾ | 70,744 | D | |
| Common Stock | 02/06/2020 | | S ⁽⁴⁾ | | 280 | D | \$240.82 ⁽⁶⁾⁽⁸⁾ | 70,464 | D | |
| Common Stock | 02/06/2020 | | S ⁽⁴⁾ | | 154 | D | \$242.47 | 70,310 | D | |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|-----------------|---|--|--|---|--|
| | | | | Code | V | | Date Exercisable | Expiration Date | | | | | |
| Stock Option (Right to Buy) | \$187.53 | 02/06/2020 | | M | | 1,303 | ⁽⁹⁾ | 02/05/2029 | Common Stock | 1,303 | \$0.00 | 15,642 | D |
| Stock Option (Right to Buy) | \$155.57 | 02/06/2020 | | M | | 1,223 | ⁽¹⁰⁾ | 02/05/2028 | Common Stock | 1,223 | \$0.00 | 9,783 | D |

Explanation of Responses:

1. Represents earned performance shares with respect to a performance stock unit award granted on 02/03/2017 that contained performance-vesting requirements. The issuer's management development and compensation committee certified as to the level of performance-goal attainment on 02/05/2020 and the shares will vest on 02/10/2020.
2. Represents earned performance shares with respect to a performance stock unit award granted on 02/06/2019 that contained performance-vesting requirements. The issuer's management development and compensation committee certified as to the level of performance-goal attainment on 02/05/2020. The earned performance shares will vest in installments beginning on 02/24/2020.
3. Restricted stock unit award that vests in installments beginning on 02/10/2021.
4. Transaction made pursuant to Dr. Altshuler's company approved trading plan under Rule 10b5-1.
5. Open market sales reported on this line occurred at a weighted average price of \$238.74 (range \$238.16 to \$239.14).
6. Dr. Altshuler undertakes to provide (upon request by the SEC staff, the issuer or a security holder of the issuer) full information regarding the number of shares sold at each separate price.
7. Open market sales reported on this line occurred at a weighted average price of \$239.63 (range \$239.22 to \$240.04).
8. Open market sales reported on this line occurred at a weighted average price of \$240.82 (range \$240.60 to \$241.04).
9. The option vests in 16 quarterly installments from 02/06/2019.
10. The option vests in 16 quarterly installments from 02/06/2018.

Remarks:

/s/ Omar White, Attorney-in-Fact 02/07/2020

** Signature of Reporting Person Date

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 4 (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.

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