

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

under the

SECURITIES ACT OF 1933

VERTEX PHARMACEUTICALS INCORPORATED

(Exact name of registrant as specified in its charter)

Massachusetts 04-3039129
 (State of incorporation or organization) (I.R.S. Employer Identification No.)

130 Waverly Street, Cambridge, Massachusetts 02139-4211

(Address of Principal Executive Offices)

Vertex Pharmaceuticals Incorporated

1996 Stock and Option Plan

(Full title of the plan)

Joshua Boger, President & Chief Executive Officer

Vertex Pharmaceuticals Incorporated

130 Waverly Street

Cambridge, MA 02139-4242

(Name and address of agent for service)

(617) 577-6000

(Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
Common Stock, par value, \$.01 per share	1,250,000	\$28.40625	\$35,507,812	\$10,474.80
Rights to purchase Series A Junior Participating Preferred Stock	(3)	(3)	(3)	None

(1) Together with an indeterminate number of additional shares which may result from a stock split, stock dividend, or other similar adjustment of the outstanding shares of Common Stock.

(2) Estimated solely for the purpose of calculating the registration fee on the basis of the average of the high and low prices per share of the Registrant's Common Stock on the Nasdaq National Market System as of a date (June 2, 1998) within five (5) business days prior to filing this Registration Statement.

(3) No separate consideration will be received for the Rights.

PART II. INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Items 4-7 and 9 of Part II of the Registrant's Registration Statement on Form S-8 (File No. 333-27011) are incorporated by reference herein pursuant to General Instruction E of Form S-8.

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the Securities and Exchange Commission (the "Commission") are incorporated herein by reference:

(a) Annual Report of the Registrant on Form 10-K for the fiscal year ended December 31, 1997 (Commission File No. 00-19319);

(b) Quarterly Report of the Registrant on Form 10-Q (Commission File No. 00-19319) for the quarter ended March 31, 1998;

(c) The description of the Registrant's Common Stock included in the Registrant's registration statement on Form 8-A under the Securities Exchange Act of 1934, as amended (the "Exchange Act") filed with the Commission on May 30, 1991 (which incorporates by reference certain portions of the Registrant's Registration Statement on Form S-1 (Registration No. 33-40966) filed with the Commission on May 30, 1991), including any amendment or report filed for the purpose of updating such description; and

(d) The description of the Rights under the Registrant's Stockholder Rights Plan (which are currently transferred with the Registrant's Common Stock) contained in the Registrant's Registration Statement on Form S-3 (Registration No. 333-22303) filed with the Commission on February 24, 1997, as amended.

All reports and other documents subsequently filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act prior to the filing of a post-effective amendment which indicates that all securities covered by this Registration Statement have been sold or which deregisters all such securities then remaining unsold shall be deemed to be incorporated by reference herein and to be a part hereof from the date of the filing of such reports and documents.

Item 8. Exhibits.

Exhibit No.	Description
(4.1)	Specimen Common Stock Certificate (filed as Exhibit 4.1 to the Registration Statement on Form S-1, Registration No. 33-40966, as amended, and incorporated herein by reference)
(4.2)	Stockholder Rights Plan (filed as Exhibit 4.2 to the Registration Statement on Form S-1, Registration No. 33-40966, as amended, and incorporated herein by reference)
(4.3)	First Amendment to Rights Agreement dated as of February 21, 1997 (filed as Exhibit 4.3 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 1996 (File No. 0-19319))
(5)	Opinion of Warner & Stackpole LLP (filed herewith)
(15)	Letter from Coopers & Lybrand L.L.P. regarding unaudited interim financial information (filed herewith)

- (23.1) Consent of Coopers & Lybrand L.L.P. (filed herewith)
- (23.2) Consent of Warner & Stackpole LLP (included in Exhibit 5)
- (24) Power of Attorney to file future amendments (included in signature page(s) hereto)

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Cambridge, Massachusetts, on June 5, 1998.

VERTEX PHARMACEUTICALS INCORPORATED

By: /s/ Joshua S. Boger

 Joshua S. Boger
 President and Chief Executive Officer

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Joshua S. Boger, Richard H. Aldrich, and Thomas G. Auchincloss, Jr., and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution in each of them, for him and in his name, place and stead, and in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them or their or his substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

/s/ Joshua S. Boger ----- Joshua S. Boger	Director, President and Chief Executive Officer (Principal Executive Officer)	June 5, 1998 -----
/s/ Thomas G. Auchincloss, Jr. ----- Thomas G. Auchincloss, Jr.	Vice President of Finance and Treasurer (Principal Financial Officer)	June 5, 1998 -----
/s/ Hans D. Van Houte ----- Hans D. Van Houte	Controller	June 5, 1998 -----
/s/ Barry M. Bloom ----- Barry M. Bloom	Director	June 5, 1998 -----
/s/ Roger W. Brimblecombe ----- Roger W. Brimblecombe	Director	June 5, 1998 -----
/s/ Donald R. Conklin ----- Donald R. Conklin	Director	June 5, 1998 -----
/s/ William W. Helman IV ----- William W. Helman IV	Director	June 5, 1998 -----
/s/ Charles A. Sanders ----- Charles A. Sanders	Director	June 5, 1998 -----

/s/ Elaine S. Ullian

Director

June 5, 1998

Elaine S. Ullian

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EXHIBITS

Exhibit No.	Description
(5)	Opinion of Warner & Stackpole LLP (filed herewith at page 7)
(15)	Letter from Coopers & Lybrand L.L.P. regarding unaudited interim financial information (filed herewith at page 9)
(23.1)	Consent of Coopers & Lybrand L.L.P. (filed herewith at page 10)

Exhibit 5

75 State Street
Boston, Massachusetts 02109

WARNER & STACKPOLE LLP Telephone: (617) 951-9000
COUNSELLORS AT LAW Fax: (617) 951-9151

June 5, 1998

Vertex Pharmaceuticals Incorporated
130 Waverly Street
Cambridge, MA 02139-4211

Ladies and Gentlemen:

We have acted as counsel to Vertex Pharmaceuticals Incorporated, a Massachusetts corporation (the "Company"), in connection with the preparation and filing with the Securities and Exchange Commission (the "Commission") of a Registration Statement on Form S-8 (the "Registration Statement") registering for issuance by the Company, upon exercise of options awarded and to be awarded under the Company's 1996 Stock and Option Plan (the "Plan"), an additional 1,250,000 shares (the "Shares") of the Common Stock, \$.01 par value per share ("Common Stock"), of the Company. These shares are in addition to 2,000,000 shares of Common Stock issuable under the Plan registered on Form S-8, Registration No. 333-27011 filed with the Commission on May 13, 1997.

We have examined the Registration Statement, the Restated Articles of Organization of the Company and such other documents and records of the Company as we have deemed necessary for the purpose of this opinion.

In our examination of the foregoing documents, we have assumed the genuineness of all signatures and the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified or photostatic copies, and the authenticity of the originals of such latter documents.

We are members of the bar of the Commonwealth of Massachusetts, and we express no opinion as to any matters insofar as any laws other than Federal laws and the laws of the Commonwealth of Massachusetts may be applicable.

We assume for purposes of this opinion that the grants of options under the Plan have been or will be made in accordance with the terms and conditions of the Plan.

WARNER & STACKPOLE LLP

Vertex Pharmaceuticals Incorporated
June 5, 1998
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Based upon the foregoing, we are of the opinion that the Shares are duly authorized and reserved for issuance pursuant to the terms of the Plan, and upon (i) the effectiveness of the Registration Statement, (ii) payment for the Shares in accordance with the terms of the Plan and (iii) the issuance of certificates therefor by the Company, the Shares will be validly issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ Warner & Stackpole LLP

Exhibit 15

Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 20549

Re: Vertex Pharmaceuticals Incorporated
Registration on Form S-8

Ladies and Gentlemen:

We are aware that our report dated April 22, 1998 on our review of interim financial information of Vertex Pharmaceuticals Incorporated for the period ended March 31, 1998 and included in the Company's quarterly report on Form 10-Q for the quarter then ended is incorporated by reference in this registration statement. Pursuant to Rule 436(c) under the Securities Act of 1933, this report should not be considered a part of the registration statement prepared or certified by us within the meaning of Sections 7 and 11 of that Act.

/s/ Coopers & Lybrand L.L.P.

Boston, Massachusetts
June 5, 1998

Exhibit 23.1

Consent of Independent Accountants

We consent to the incorporation by reference in this registration statement on Form S-8 of our report, dated February 23, 1998, on our audits of the consolidated financial statements of Vertex Pharmaceuticals Incorporated.

/s/ Coopers and Lybrand L.L.P.

Boston, Massachusetts
June 5, 1998