Stock Option (Right to Buy)

\$109.14

05/04/2020

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

vvasinigton, D.C. 20

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPRO	OVAL
OMB Number:	3235-0287
Estimated average burd	den
hours per response:	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

	1011 1 (b).										Company Act								
		Reporting Person	•		<u>V</u>	ERT	EX I	PHA			ng Symbol UTICALS	S INC	<u>: /</u>		lationship o ck all applic Directo	•		s) to Issi 10% Ow	
					$-\left \frac{\mathbf{M}}{\mathbf{M}}\right $	<u>[A</u> ['	√RTX	ζ]						X	Officer	(give title		Other (s below)	
INCORP	RTEX PHA ORATED	RMACEUTIC	(Middle	e)	05	5/04/20)20				nth/Day/Year)				EV	P, Chief I	Patient C	officer	
					_ 4.	If Amer	ndmen	t, Date	of Orio	ginal F	Filed (Month/D	ay/Year))	6. Ind Line)	ividual or J	loint/Group	Filing (Cl	neck App	olicable
(Street) BOSTON	N M	ΙA	02210)										X		led by One led by Mor	•	•	
(City)	(S	tate)	(Zip)																
		Tal	ole I -	Non-Der	ivativ	e Sec	uriti	es A	cquir	ed, [Disposed (of, or I	Benefi	cially	Owned				
			2. Transaction Date (Month/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)		ate,	3. Transaction Code (Instr. 8)		4. Securities Of (D) (Instr.	Acquired 3, 4 and !	I (A) or Di 5)	sposed	Securiti Benefici	es ially Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	rect clirect I	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
C/O VERTEX PHARMACEUTIC INCORPORATED 50 NORTHERN AVENUE Street) BOSTON MA (City) (State) Title of Security (Instr. 3) Common Stock									Code	v	Amount	(A) or (D)	Price		Transac (Instr. 3				·
				05/04/2	020				M		32,500	A	\$10	9.14	67	,603	D		
Common	Stock			05/04/2	020				M		9,310	Α	\$13	1.89	76	,913	D		
Common	Stock			05/04/2	020				M		1,942	A	\$86	5.52	78	,855	D		
Common	Stock			05/04/2	020				S ⁽¹⁾		1,400	D	\$258.	59 ⁽²⁾⁽³⁾	77	,455	D		
Common	Stock			05/04/2	020				S ⁽¹⁾		6,223	D	\$259.	63(3)(4)	71	,232	D		
Common	Stock			05/04/2	020				S ⁽¹⁾		8,383	D	\$260.	48(3)(5)	62	,849	D		
Common	Stock			05/04/2	020				S ⁽¹⁾		4,395	D	\$261.	68(3)(6)	58	,454	D		
Common	Stock			05/04/2	020				S ⁽¹⁾		9,447	D	\$262.	69 ⁽³⁾⁽⁷⁾	49	,007	D		
Common	Stock			05/04/2	020				S ⁽¹⁾		964	D	\$263.	58 ⁽³⁾⁽⁸⁾	48	,043	D		
Common	Stock			05/04/2	020				S ⁽¹⁾		12,940	D	\$264.	92(3)(9)	35	,103	D		
Common	Stock			05/05/2	020				M		13,356	A	\$13	1.89	48	,459	D		
Common	Stock			05/05/2	020				S ⁽¹⁾		100	D	\$26	5.72	48	,359	D		
Common	Stock			05/05/2	020				S ⁽¹⁾		300	D	\$267.3	34(3)(10	9 48	,059	D		
Common	Stock			05/05/2	020				S ⁽¹⁾		700	D	\$269.0)8 ⁽³⁾⁽¹¹) 47	,359	D		
Common	Stock			05/05/2	020				S ⁽¹⁾		11,553	D	\$270.0)1(3)(12	35	,806	D		
Common	Stock			05/05/2	020				S ⁽¹⁾		100	D	\$27	1.09	35	,706	D		
Common	Stock			05/05/2	020				S ⁽¹⁾		403	D	\$272.5	8 ⁽³⁾⁽¹³	35	,303	D		
Common	Stock			05/05/2	020				S ⁽¹⁾		200	D	\$273.5	9(3)(14	35	,103	D		
Common	Stock														8	882	I	4	401(k)
Common	Stock														14	,002	I	(GRAT
			Table						•	,	sposed of	,		•	Owned				
1. Title of Derivative Security (Instr. 3)			Execu	eemed ution Date,	4. Transa Code (action	5. Nu of Deriv Secu Acqu (A) or Dispo	mber rative rities ired r	6. Da Expii (Mon		ercisable and Date	7. Title of Sec Under Deriva	and Ame	ount 8	8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficial Owned Following Reported Transactio (Instr. 4)	ly Dir	nership	11. Nature of Indirect Beneficial Ownership (Instr. 4)
						v	(A)	(D)	Date Exer	cisable	Expiration e Date	Title	Amo or Num of Sha	nber					

(15)

32,500

M

02/02/2025

Common Stock

32,500

\$0.00

0

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. Transa Code (8)		of Deri Seci Acq (A) (Disp of (E	umber vative urities uired or oosed o) (Instr. and 5)	6. Date Exerc Expiration Da (Month/Day/Y	ate	7. Title and of Securit Underlying Derivative (Instr. 3 ar	ies g Security	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	(A)	(D)	Date Exercisable			Amount or Number of Shares				
Stock Option (Right to Buy)	\$131.89	05/04/2020		M			9,310	(15)	07/20/2025	Common Stock	9,310	\$0.00	24,690	D	
Stock Option (Right to Buy)	\$86.52	05/04/2020		М			1,942	(16)	02/02/2027	Common Stock	1,942	\$0.00	5,825	D	
Stock Option (Right to Buy)	\$131.89	05/05/2020		М			13,356	(15)	07/20/2025	Common Stock	13,356	\$0.00	11,334	D	

Explanation of Responses:

- 1. Transaction made pursuant to Mr. Sachdev's company approved trading plan under Rule 10b5-1.
- 2. Open market sales reported on this line occurred at a weighted average price of \$258.59 (range \$258.00 to \$258.97).
- 3. Mr. Sachdev 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.
- 4. Open market sales reported on this line occurred at a weighted average price of \$259.63 (range \$259.03 to \$260.02).
- 5. Open market sales reported on this line occurred at a weighted average price of \$260.48 (range \$260.05 to \$261.04).
- $6. \ Open \ market \ sales \ reported \ on \ this \ line \ occurred \ at \ a \ weighted \ average \ price \ of \ \$261.68 \ (range \ \$261.14 \ to \ \$262.13).$
- 7. Open market sales reported on this line occurred at a weighted average price of \$262.69 (range \$262.14 to \$263.11).
- $8. \ Open \ market \ sales \ reported \ on \ this \ line \ occurred \ at \ a \ weighted \ average \ price \ of \$263.58 \ (range \ \$263.17 \ to \ \$264.02).$
- $9. \ Open \ market \ sales \ reported \ on \ this \ line \ occurred \ at \ a \ weighted \ average \ price \ of \$264.92 \ (range \ \$264.29 \ to \ \$265.00).$
- 10. Open market sales reported on this line occurred at a weighted average price of \$267.34 (range \$267.11 to \$267.67).
- $11. Open \ market \ sales \ reported \ on \ this \ line \ occurred \ at \ a \ weighted \ average \ price \ of \$269.08 \ (range \ \$268.76 \ to \ \$269.53).$
- $12. Open \ market \ sales \ reported \ on \ this \ line \ occurred \ at \ a \ weighted \ average \ price \ of \ \$270.01 \ (range \ \$269.98 \ to \ \$270.87).$
- 13. Open market sales reported on this line occurred at a weighted average price of \$272.58 (range \$272.35 to \$272.83).
- $14. Open \ market \ sales \ reported \ on \ this \ line \ occurred \ at \ a \ weighted \ average \ price \ of \ \$273.59 \ (range \ \$273.50 \ to \ \$273.67).$
- 15. Fully vested.
- 16. The option vests in 16 quarterly installments from 02/03/2017.

Remarks:

/s/ Sabrina Yohai, Attorney-in-Fact 05/06/2020

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.