



May 17, 2013

## **Vertex Calls for Redemption of \$400 Million in Convertible Senior Subordinated Notes Due 2015**

-2015 Notes convertible at a conversion price of approximately \$48.83 per share-

CAMBRIDGE, Mass.--(BUSINESS WIRE)-- [Vertex Pharmaceuticals Incorporated](#) (Nasdaq: VRTX) announced that it has called for redemption of its outstanding \$400.0 million in aggregate principal amount of 3.35% Convertible Senior Subordinated Notes due 2015, pursuant to the provisional "soft call" redemption right in the indenture governing the 2015 Notes. Any 2015 Notes outstanding on June 17, 2013 will be redeemed in cash for 100% of the principal amount, plus a make-whole interest payment of \$16.75 per \$1,000 principal amount payable in shares of Vertex's common stock. The 2015 Notes are convertible on or before June 14, 2013 into shares of Vertex's common stock at a conversion price of approximately \$48.83 per share (20.4794 shares per \$1,000 principal amount). Holders of 2015 Notes that are submitted for conversion into common stock on or before June 14, 2013 also will receive the make-whole interest payment. On May 16, 2013, the closing price for Vertex's common stock was \$77.89.

The number of shares of Vertex common stock deliverable for the make-whole interest payment is equal to \$16.75 divided by 98% of the 5-day volume-weighted average price of a share of Vertex common stock over the period from May 20, 2013 through May 24, 2013. If all of the 2015 Notes are converted into common stock, Vertex expects that the holders will receive approximately 8.3 million shares of Vertex common stock. Following the conversion or redemption of the 2015 Notes, Vertex will have no outstanding convertible debt.

A notice of redemption setting forth the redemption and conversion procedures is being provided to holders of the 2015 Notes through the Depository Trust Company. Copies of the notice of redemption and additional information relating to the procedures for redemption and conversion may be obtained from the trustee, paying agent and conversion agent, U.S. Bank National Association, by calling 1-800-934-6802.

(VRTX - GEN)

### **About Vertex**

Vertex creates new possibilities in medicine. Our team discovers, develops and commercializes innovative therapies so people with serious diseases can lead better lives.

Vertex scientists and our collaborators are working on new medicines to cure or significantly advance the treatment of hepatitis C, cystic fibrosis, rheumatoid arthritis and other life-threatening diseases.

Founded more than 20 years ago in Cambridge, Mass., we now have ongoing worldwide research programs and sites in the U.S., U.K. and Canada. Today, Vertex has more than 2,000 employees around the world, and for three years in a row, *Science* magazine has named Vertex one of its Top Employers in the life sciences.

### **Special Note Regarding Forward-looking Statements**

This press release contains forward-looking statements as defined in the Private Securities Litigation Reform Act of 1995, including statements regarding Vertex's expectations regarding the potential conversion and/or redemption of the 2015 Notes. While Vertex believes the forward-looking statements contained in this press release are accurate, there are a number of factors that could cause actual events or results to differ materially from those indicated by such forward-looking statements. Those risks and uncertainties include, among other things, that the holders of the 2015 Notes may redeem some or all of the 2015 Notes and other risks listed under Risk Factors in Vertex's annual report and quarterly reports filed with the Securities and Exchange Commission and available through the company's website at [www.vrtx.com](http://www.vrtx.com). Vertex disclaims any obligation to update the information contained in this press release as new information becomes available.

(VRTX-GEN)

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