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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

VERTEX PHARMACEUTICALS INCORPORATED
(Exact name of registrant as specified in its charter)

MASSACHUSETTS
(State or other jurisdiction of
incorporation or organization)

04-3039129
(I.R.S. Employer
Identification Number)

130 WAVERLY STREET, CAMBRIDGE, MASSACHUSETTS 02139-4242 (617) 577-6000
(Address, including zip code, and telephone number, including area code, of
registrant's principal executive offices)

JOSHUA S. BOGER, PRESIDENT AND CHIEF EXECUTIVE OFFICER
VERTEX PHARMACEUTICALS INCORPORATED
130 WAVERLY STREET, CAMBRIDGE, MASSACHUSETTS 02139-4242 (617) 577-6000
(Name, address, including zip code, and telephone number, including area code,
of agent for service)

COPIES TO:

KENNETH S. BOGER, ESQ.
TIMOTHY B. BANCROFT, ESQ.
WARNER & STACKPOLE LLP
75 State Street
Boston, MA 02109

LESLIE E. DAVIS, ESQ.
TESTA, HURWITZ & THIBEAULT, LLP
125 High Street
Boston, MA 02110

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: As soon as
practicable after this Registration Statement becomes effective.

If any of the securities being registered on this form are to be offered on
a delayed or continuous basis pursuant to Rule 415 under the Securities Act of
1933, other than securities offered only in connection with dividend or interest
reinvestment plans, check the following box. []

If this form is filed to register additional securities for an offering
pursuant to Rule 462(b) under the Securities Act, check the following box and
list the Securities Act registration statement number of earlier effective
registration statement for the same offering. [X] 333-22303

If this form is a post-effective amendment filed pursuant to Rule 462(c)
under the Securities Act, check the following box and list the Securities Act
registration statement number of the earlier effective registration statement
for the same offering. []

If delivery of the prospectus is expected to be made pursuant to Rule 434,
please check the following box. []

CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES REGISTERED	AMOUNT TO BE REGISTERED(1)	PROPOSED MAXIMUM OFFERING PRICE PER SHARE(2)	AGGREGATE OFFERING PRICE(2)	AMOUNT OF REGISTRATION FEE
Common Stock, par value \$.01 per share	575,000 shares	\$45.50	\$26,162,500	\$7,928
Rights to Purchase Series A Junior Participating Preferred Stock, par value \$.01 per share	(3)	(3)	(3)	None

(1) Includes 75,000 shares of Common Stock which the Underwriters have the option to purchase from the Registrant to cover over-allotments, if any.

(2) Calculated based upon the public offering price of \$45.50 per share in accordance with Rule 457 under the Securities Act of 1933, as amended.

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

THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT THAT SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(a) OF THE SECURITIES ACT OF 1933 OR UNTIL THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(a), MAY DETERMINE.

This registration statement is being filed with respect to the registration of additional shares of the common stock, \$.01 par value per share, of Vertex Pharmaceuticals Incorporated, a Massachusetts corporation, for an offering pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The contents of the earlier effective registration statement (Registration No. 333-22303) (the "Earlier Registration Statement") are incorporated in this Registration Statement by reference.

The required opinions and consents are listed on an Exhibit Index attached hereto and filed herewith.

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-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cambridge, Commonwealth of Massachusetts, on March 6, 1997.

VERTEX PHARMACEUTICALS INCORPORATED

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By:.....
 JOSHUA S. BOGER
 PRESIDENT AND CHIEF EXECUTIVE
 OFFICER

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 DATE INDICATED.

SIGNATURE -----	TITLE -----	DATE ----
* JOSHUA S. BOGER	President, Chief Executive Officer and Director (Principal Executive Officer)	March 6, 1997
* THOMAS G. AUCHINCLOSS, JR.	Vice President of Finance and Treasurer (Principal Financial Officer)	March 6, 1997
* HANS D. VAN HOUTE	Controller (Principal Accounting Officer)	March 6, 1997
* BARRY M. BLOOM	Director	March 6, 1997
* ROGER W. BRIMBLECOMBE	Director	March 6, 1997
* DONALD R. CONKLIN	Director	March 6, 1997
* WILLIAM W. HELMAN IV	Director	March 6, 1997
* BENNO C. SCHMIDT	Director	March 6, 1997
* CHARLES A. SANDERS	Director	March 6, 1997

/S/ THOMAS G. AUCHINCLOSS, JR.
 *By:.....
 THOMAS G. AUCHINCLOSS, JR.
 AS ATTORNEY-IN-FACT

EXHIBIT INDEX

EXHIBIT NO.	DESCRIPTION
5	-- Opinion of Warner & Stackpole LLP (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.

* Filed with the Registrant's Registration Statement on Form S-3 (Registration No. 333-22303).

[WARNER & STACKPOLE]

March 6, 1997

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

Ladies and Gentlemen:

We have acted as your counsel in connection with the preparation and filing with the Securities and Exchange Commission of a Registration Statement on Form S-3 (the "Registration Statement") with respect to the public offering by Vertex Pharmaceuticals Incorporated, a Massachusetts corporation (the "Company"), of up to 575,000 shares (the "Shares") of the Common Stock, \$.01 par value per share, of the Company and the proposed issuance by the Company in connection therewith of rights to purchase Series A Junior Participating Preferred Stock, \$.01 par value per share (the "Rights").

We have examined (i) the Registration Statement, (ii) the form of Underwriting Agreement between the Company and Cowen & Company, Bear, Stearns & Co. Inc., Robertson, Stephens & Company LLC and J.P. Morgan Securities Inc. as Representatives of the several underwriters named in Schedule A thereto (the "Underwriting Agreement"), (iii) the Restated Articles of Organization of the Company, as amended to date, (iv) the Rights Agreement (the "Rights Plan"), dated July 1, 1991, between the Company and The First National Bank of Boston, as amended as of February 21, 1997, under which the Rights are proposed to be issued, and such other documents and records as we have deemed necessary for the purposes 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 assume that appropriate action will be taken, prior to the offer and sale of the Shares, to register and qualify the Shares and the Rights for sale under all applicable state securities or "blue sky" laws.

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.

Based upon the foregoing, we are of the opinion that the Shares and the Rights are duly authorized for issuance and, upon (i) the effectiveness of the Registration Statement, (ii) the execution and delivery of the Underwriting Agreement by the parties thereto, (iii) payment for the Shares in accordance with the terms of the Underwriting Agreement, (iv) the issuance of the certificates therefor by the Company, and (v) as to the Rights only, the issuance of the Rights in accordance with the terms of the Rights Plan, the Shares and the Rights will be validly issued, fully paid and non-assessable.

In connection with our opinion set forth above with respect to the Rights, whether the Board of Directors of the Company might be required to redeem or terminate the Rights at some future time will depend upon the facts and circumstances existing at that time and, accordingly, is beyond the scope of our opinion.

We hereby consent to the reference to this firm under the heading "Legal Opinions" in the prospectus which is part of the Registration Statement and to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,

WARNER & STACKPOLE LLP

CONSENT OF INDEPENDENT ACCOUNTANTS

We consent to the incorporation by reference in this registration statement on Form S-3 of our report dated February 18, 1997 and our report dated February 22, 1996 on our audits of the consolidated financial statements of Vertex Pharmaceuticals Incorporated. We also consent to the references to our firm under the captions "Experts" and "Selected Consolidated Financial Data."

/s/ COOPERS & LYBRAND L.L.P.

COOPERS & LYBRAND L.L.P.

Boston, Massachusetts
March 6, 1997