

VERTEX PHARMACEUTICALS INC / MA

Form 8-K

November 22, 2013

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): November 19, 2013

VERTEX PHARMACEUTICALS INCORPORATED

(Exact name of registrant as specified in its charter)

MASSACHUSETTS  
(State or other jurisdiction of  
incorporation)

000-19319  
(Commission File Number)

04-3039129  
(IRS Employer Identification No.)

130 Waverly Street  
Cambridge, Massachusetts 02139  
(Address of principal executive offices) (Zip Code)

(617) 341-6100  
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01. Entry into a Material Definitive Agreement.

On November 19, 2013, we entered into an amendment to our License, Development, Manufacturing and Commercialization Agreement, effective June 30, 2006, with Janssen Pharmaceutica NV, or Janssen. Pursuant to the amendment:

- Janssen will make a payment of \$152.0 million to us in the fourth quarter of 2013;
  - Janssen's obligations to pay us royalties on net sales of INCIVO (telaprevir) will terminate after the fourth quarter of 2013; and
  - Janssen received a fully-paid license to commercialize INCIVO in its territories, subject to the continued payment of certain third-party royalties on its net sales of INVICO.
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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

VERTEX PHARMACEUTICALS INCORPORATED  
(Registrant)

Date: November 22, 2013

/s/ Kenneth L. Horton  
Kenneth L. Horton  
Executive Vice President and Chief Legal Officer