

VERTEX PHARMACEUTICALS INC / MA  
Form 8-K  
February 23, 2004

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**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): **February 20, 2004**

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**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) 444-6100**  
Registrant's telephone number, including area code:

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**Item 5. Other Events and Regulation FD Disclosure.**

On February 13, 2004, Vertex Pharmaceuticals Incorporated completed the exchange of approximately \$153 million in aggregate principal amount of its 5% Convertible Subordinated Notes due 2007 for approximately \$153 million in aggregate principal amount of newly issued 5.75% Convertible Senior Subordinated Notes due 2011 (the Exchange ).

In connection with the Exchange, copies of the Indenture, the Dealer Manager Agreement and the Resale Registration Rights Agreement are filed as exhibits to this Current Report on Form 8-K and are incorporated by reference herein.

**Item 7. Financial Statements and Exhibits.**

(c) The following exhibits are filed with this report:

| <b>Exhibit Number</b> | <b>Description</b>  |
|-----------------------|---|
| 4.1                   | Indenture, dated as of February 13, 2004, between Vertex Pharmaceuticals Incorporated and US Bank National Association, as Trustee. |
| 10.1                  | Dealer Manager Agreement, dated February 10, 2004, between the Company and the Dealer Manager.                                      |
| 10.2                  | Resale Registration Rights Agreement, dated as of February 13, 2004, among the Company and UBS Securities LLC.                      |

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: February 20, 2004

/s/ Ian Smith  
Ian F. Smith  
Senior Vice President and Chief Financial Officer

EXHIBIT INDEX

The following exhibit is furnished as part of this current report on Form 8-K:

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