AURORA BIOSCIENCES CORP
Form 425
June 20, 2001

Filed by Vertex Pharmaceuticals Incorporated
Pursuant to Rule 425 under the Securities Act of 1933
Subject Company: Aurora Biosciences Corporation
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The following communications contain forward-looking statements within the meaning of the Safe Harbor Provisions of the Private Securities Litigation Reform Act of 1995 about Vertex Pharmaceuticals Incorporated and Aurora Biosciences Corporation. While the management of Vertex and Aurora make their best efforts to be accurate in making forward-looking statements, any such statements are subject to risks and uncertainties that could cause actual results to vary materially. The forward-looking statements herein address the following subjects: the intended accounting treatment of the merger between Vertex and Aurora, the expected annual rate of new drug candidates and Vertex's future drug development capabilities, the expected development schedule/goals of Vertex's current drug candidates and the expected benefits of the merger between Vertex and Aurora including (i) creating a competitive advantage in product development, (ii) accelerating drug discovery, (iii) entering into additional target rich gene families, (iv) maintaining low attrition rate in drug discovery, (v) expanding base of commercial partnerships, (vi) expanding organization without increasing burn and (vii) expanding Chemogenomics into multiple target classes.

The following factors, among others, could cause actual results to differ materially from those described in the forward-looking statements: costs related to the merger, failure of Vertex's or Aurora's stockholders to approve the merger, the risk that the expected benefits of the merger may not be realized, third parties may terminate or alter existing contracts with Aurora if the required consents and waivers are not obtained or, in some cases, without cause, risks associated with Aurora's new and uncertain technology, the risk Vertex will not successfully develop its drug pipeline, the risk Vertex is unable to attract and retain collaborative partners for research support and the development and commercialization of its products, the risk Vertex does not obtain regulatory approval for its products on a timely basis, the risk Vertex loses its technological advantages, the risk Vertex fails to manage its growth effectively, the risk Vertex's competitors bring superior products to market or bring their products to market before Vertex does, and if Vertex patents do not protect its products, or Vertex's products infringe third-party patents, Vertex could be subject to litigation and substantial liabilities. For a more detailed discussion of such factors and other factors that may impact on such statements' accuracy, see the "Risk Factors" section of the definitive joint proxy statement/prospectus regarding the proposed merger as filed with the Securities and Exchange Commission.

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THE FOLLOWING IS THE TEXT OF SLIDES FROM A SLIDE SHOW PRESENTATION PRESENTED TO INVESTORS AND OTHERS ON JUNE 20, 2001

Vertex Pharmaceuticals Incorporated

Vertex Pharmaceuticals
Acquisition of Aurora
Biosciences

Joshua Boger, Ph.D., Chairman & CEO

Lynne Brum, VP, Corp Comm.
and Market Development
June 2001

www.vrtx.com [Vertex Logo]

Transaction Summary

SUMMARY OF PROPOSED TERMS

Companies	Vertex Pharmaceuticals and Aurora Biosciences
Transaction Value	$592 million
Structure/ Intended Accounting Treatment	Tax-free stock-for-stock merger/ Pooling-of-interests
Name of Merged Entity	Vertex Pharmaceuticals
Exchange Ratio	0.62 Vertex shares for each Aurora share
Ownership of combined entity	Vertex 81.5%, Aurora 18.5%; proforma fully diluted
Shareholder Approval	Required for both companies

Strategic Rationale

The agreement creates a comprehensive, scalable platform for accelerating drug candidate output in target-rich gene families by combining:

- Vertex's integrated drug discovery expertise with

- Aurora's industry-leading assay development, screening, and cell biology capabilities, which drive its target-focused drug discovery efforts

[Aurora and Vertex Logos]

Outstanding Product Creation Capability

AURORA

- Cell Biology
- Screening
- Ultra high-throughput systems
- Target families
- Cellular markers for clinical proof-of-concept
- Partners

VERTEX

- Drug discovery
- Chemogenomics
- Drug development
- Broad pipeline
- Commercialization
- Financial strenth
- Partners

COMPETITIVE ADVANTAGE: PRODUCT DEVELOPMENT

Immediate Benefits

- Accelerate drug discovery
- Entry to additional target rich gene families
- Maintain low attrition rate in drug development
- Expand base of commercial partnerships
- Expand organization without increasing burn

[Aurora and Vertex Logos]

Vertex: Creating Value

- Broad and deep clinical pipeline
  - 12 product candidates addressing four major areas
  - 1 product, Agenerase(R), on the market
- Vitality in drug discovery - chemogenomics
- Aurora Biosciences acquisition
- Robust business model

Vertex 2.0: Re-Creating Drug Discovery

- Chemogenomics strategy is accelerating drug discovery in gene families

[GRAPHIC]

- Early returns in kinases fueling strategy to expand into additional gene families

[GRAPHIC]

- Integration of new technologies and capabilities

Vertex Drug Discovery Platform

Highly Integrated Approach

X-ray/NMR

[AURORA LOGO] High Throughput Screening

Computational Chemistry & Modeling

Enzymology

[DRUG CANDIDATE GRAPHIC]

Combinatorial & Medicinal Chemistry

[AURORA LOGO] Molecular & Cellular Biology

Pharmacology, Animal Models & Toxicology

Genomics

[DELTAGEN LOGO] [INCYTE LOGO]

[VERTEX LOGO] [AURORA LOGO]

Uniquely Positioned to Accelerate Drug Discovery

JUNE 2001

Aurora Business Focus

[AURORA LOGO]

Discovery Biology

- Assay data-driven approach
  - Miniaturized functional assays applicable to all major target classes
  - Cell-based and biochemical formats
  - Rapid assay development
  - Applicability to orphan targets
  - Protein purification
  - Proteomics

Discovery Solutions

- Solutions for drug discovery
  - Genome Screen/ GeneBLAzer
  - Voltage / Ion Probe Reader (VIPR)
  - PhosphoryLIGHT
  - Fluorescent Proteins (GFPs)

Discovery Systems

- Invent, develop, manufacture and integrate instrumentation and software systems for drug discovery
- Systems include
  - UHTSS
  - Automated Master Compound Store
  - Voltage Ion Probe Reader

Aurora: Key Capabilities

- Drug discovery solutions based on proprietary genomic, assay and automated system technologies
- Industry leader in custom assay development, ultra high-throughput screening
- Broadly enabling technology with initiatives in multiple gene families including GPCRs and Ion channels
- Compound profiling of ADME/Tox properties
- Experienced scientific team
- Strong business model/partnerships

Expanding Chemogenomics into Multiple Target Classes

[TARGET CLASSES GRAPHIC]

[Aurora and Vertex Logos]

Aurora Targets, Screens and Therapeutic Areas

Ion Channels	25 Targets, 10 screens Cardiovascular, CNS, pain, cystic fibrosis
Receptors	100 Targets, 20 screens CNS, inflammation, pain, antimicrobial
Enzymes	100 Targets, 30 screens Cancer, inflammation, neurodegenerative
Gene Expression	15 Targets, 8 screens Cancer, immune, metabolism

Target Classes of Marketed Drugs*

Vertex Alone   Vertex with Aurora

[VERTEX ALONE TARGET CLASSES GRAPHIC]   [VERTEX WITH AURORA TARGET CLASSES GRAPHIC]

36% of top marketed drugs target enzymes
With Aurora, Vertex's drug discovery platform addresses all major target classes

*Based on top 100 marketed drugs

**vaccines, imaging agents, and coagulation factors

Achieving a New Level of Value Creation

[DRUG CANDIDATES GRAPHIC]

Annual Rate of New Drug Candidates

Combined Patent Estate

135 Patents Issued or Allowed

- Patent Protection for:
    - Drug candidates
    - "Drug space" in the active sites of novel targets
    - Innovative methods for drug discovery

193 Patents Pending

Vertex: Robust Business Model

- Competitive advantage in drug discovery
    - Chemogenomics: ramping up single target success into gene family approach
- Innovative business model based on a balanced commercial strategy
    - Bring drugs forward independently and with partners
    - Revenue generation from partners and products
    - Strong downstream economics in partnerships
    - Commercial experience
    - Sustainable growth strategy

Vertex: $1.4 Billion in Partner Committments

Partner	Date	Value Capture	Product	Stage

Kissei(HIV)	1993	1,6	Prozei(TM)	Market
Aventis	1993/1999	1,3,4	VX-740	Phase II
GlaxoSmithKline	1993	1,3,6	Agenerase(R)	Market
		1,3,6	VX-175	Phase III
Kissei(p38)	1997	1,6,7	VX-745	Phase II
		1,6,7	VX-702	Preclinical
Lilly	1997	1,3,4,6		VX in 2001*
Schering	1998	1,2,6	Timcodar	Phase II
Taisho	1999	1,6,7		VX in 2001*
Novartis	2000	1,3		2 VX in 2001*
Serono	2000	1,2,3,5,6		VX in 2001*

1 High royalties	4 Co-promotion support
2 Profit sharing, JV	5 Sales, marketing
3 Co-promotion, co-labeling	6 Manufacturing rights

*Anticipated Timing
7 Manufacturing agreement effectively includes includes high royalty

World Class Partners- Vertex

[LOGOS OF VERTEX'S WORLD CLASS PARTNERS]

World Class Partners- Aurora

[LOGOS OF AURORA'S WORLD CLASS PARTNERS]

World Class Partners- Vertex and Aurora

[LOGOS OF VERTEX'S AND AURORA'S WORLD CLASS PARTNERS]

Vertex Pharmaceuticals Incorporated

Vertex Pharmaceuticals
Acquisition of Aurora
Biosciences

[VERTEX LOGO]

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June 2001

www.vrtx.com [VERTEX LOGO]

FOUR THERAPEUTIC AREAS; 12 DRUG CANDIDATES

	Product	Indication	Dev. Stage	Partn
Infectious Disease	Agenerase(R)	HIV	Market	GSK/K
	VX-175	HIV	Phase III	GSK
	merimempodib (VX-497)	HCV	Phase II	
Cancer	Incel(TM)	MDR	Phase II	
	VX-853	MDR	Phase I/II	
Inflammation & Autoimmune Disease	VX-745	Rheum. arthritis (RA)	Phase II	Kisse
	VX-850 & VX-702	Inflammation, cardio	Preclinical	Kisse
	pralnacasan (VX-740)	RA, OA, cardio	Phase II	Avent
	VX-765	Inflammation, cardio	Preclinical	
	VX-148	Autoimmune,antiviral	Phase I	
	VX-944	Autoimmune,antiviral	Preclinical	
Neurological Disease	timcodar	Diabetic neuropathy	Phase II	Scher

Gene Family Discovery: Long-Term Outlook

[VERTEX'S LONG-TERM PRODUCTS]

Gene Family Discovery: Product Vision

[VERTEX'S PRODUCT VISION]

The Post-Genomic NCE Machine

Industry
Leading Drug
Discovery

- Vertex: Chemogenomics, structure-based drug design, multi-target gene family drug discovery

- Aurora: Ultra-high-throughput screening, assay development

Complementary
Strategy

- Vertex and Aurora: Combine scalable approaches to accelerate drug discovery to maximize product creation based on gene families

Technological
Fit

- Vertex: Gains access to leading biology capabilities in gene families
- Aurora: Gains immediate fulfillment of downstream goals of Big Biology initiative

Common
Goals

- Vertex and Aurora: Leader in drug discovery and development: Creating the Post-Genomic NCE Machine

Vertex and Aurora: Global Operation

Approximately 825 Employees Worldwide

- Cambridge, MA
  - Worldwide headquarters [Facility Graphic]
- San Diego, CA
- Madison, WI [Facility Graphic]
- Oxford, UK

[VERTEX LOGO] [AURORA LOGO]

Uniquely Positioned to Accelerate Drug Discovery

APRIL 2001

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Investors and security holders are advised to read the joint proxy statement/prospectus regarding the proposed merger as filed with the Securities and Exchange Commission, because it contains important information. Such joint proxy statement/prospectus has been filed with the Securities and Exchange Commission by Vertex and Aurora. Investors and security holders may obtain a free copy of the joint proxy statement/prospectus and other documents filed by Vertex and Aurora at the Securities and Exchange Commission's web site at www.sec.gov. The joint proxy statement/prospectus and such other documents may also be obtained from Vertex by directing such request to Vertex Pharmaceuticals, 130 Waverly Street, Cambridge, MA 02139, Attn: Investor Relations, tel: (617) 577-6000; e-mail: InvestorInfo@vpharm.com. The joint proxy statement/prospectus and such other documents may also be obtained from Aurora by directing such request to Aurora Biosciences, 11010 Torreyana Road, San Diego, CA 92121, Attn: Investor Relations, tel: 858-404-6600; e-mail: ir@aurorabio.com.

Vertex and Aurora and their respective directors, executive officers and certain members of management and employees may be soliciting proxies from Vertex and Aurora stockholders in favor of the adoption of the merger agreement and the transactions associated with the merger. A description of any interests that

Vertex and Aurora directors and executive officers have in the merger are available in the joint proxy statement/prospectus.

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