

VERTEX PHARMACEUTICALS INC / MA

Form 8-K/A

September 10, 2004

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K/A

(Amendment No. 1)

CURRENT REPORT

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

Date of Report (Date of earliest event reported): **June 11, 2004**

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:

Check the appropriate box below if the Form 8-K/A 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))
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Section 8 Other Events

Item 8.01. Other Events

On July 19, 2004, Vertex Pharmaceuticals Incorporated (the "Company") filed a current report on Form 8-K to disclose that it had entered into a License, Development and Commercialization Agreement dated June 11, 2004 with Mitsubishi Pharma Corporation (the "Mitsubishi Agreement"), which was subject to a pending confidential treatment request filed with the Securities and Exchange Commission (the "SEC") and attached with redactions as Exhibit 99.2 of the current report.

As a result of the SEC's review of the Company's confidential treatment request, the Company hereby attaches the Mitsubishi agreement with revised redactions as Exhibit 99.2 of this current report.

Section 9 Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits.

(c)

Exhibits

99.2

License, Development and Commercialization Agreement dated June 11, 2004 between Vertex Pharmaceuticals Incorporated and Mitsubishi Pharma Corporation (with certain confidential information redacted)

Confidential portions of this document have been filed separately with the SEC pursuant to a request for confidential treatment.

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: September 9, 2004

/s/ KENNETH S. BOGER

Kenneth S. Boger
Senior Vice President and General Counsel

EXHIBIT INDEX

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

| Exhibit No. | Description |
|------------------------|---|
| 99.2 | License, Development and Commercialization Agreement dated June 11, 2004 between Vertex Pharmaceuticals Incorporated and Mitsubishi Pharma Corporation (with certain confidential information redacted) |

Confidential portions of this document have been filed separately with the SEC pursuant to a request for confidential treatment.

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