

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL                                 |           |
|--|-----------|
| OMB Number:                                  | 3235-0287 |
| Estimated average burden hours per response: | 0.5       |

|  |  |  |
|--|--|--|
| 1. Name and Address of Reporting Person*<br><u>ALTSHULER DAVID</u><br><br>(Last) (First) (Middle)<br><u>C/O VERTEX PHARMACEUTICALS INCORPORATED</u><br><u>50 NORTHERN AVENUE</u><br><br>(Street)<br><u>BOSTON MA 02210</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>VERTEX PHARMACEUTICALS INC / MA [ VRTX ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>EVP, Global Research and CSO</u> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>02/03/2020</u>                          |  |
|  | 4. If Amendment, Date of Original Filed (Month/Day/Year)                                       |  |
| 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person   |  |  |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) |   | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) |            |                            | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|----------------------------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price                      |   |  |   |
| Common Stock                    | 02/03/2020                           |  | M                              |   | 1,796   | A          | \$91.05                    | 33,349  | D  |   |
| Common Stock                    | 02/03/2020                           |  | M                              |   | 2,330   | A          | \$86.52                    | 35,679  | D  |   |
| Common Stock                    | 02/03/2020                           |  | S <sup>(1)</sup>               |   | 749   | D          | \$229.35 <sup>(2)(3)</sup> | 34,930  | D  |   |
| Common Stock                    | 02/03/2020                           |  | S <sup>(1)</sup>               |   | 785   | D          | \$230.6 <sup>(3)(4)</sup>  | 34,145  | D  |   |
| Common Stock                    | 02/03/2020                           |  | S <sup>(1)</sup>               |   | 2,122   | D          | \$231.67 <sup>(3)(5)</sup> | 32,023  | D  |   |
| Common Stock                    | 02/03/2020                           |  | S <sup>(1)</sup>               |   | 470   | D          | \$232.88 <sup>(3)(6)</sup> | 31,553  | D  |   |

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |       | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |       |
|--|--|--------------------------------------|--|--------------------------------|---|--|-------|--|-----------------|---|--|--|---|--|-------|
|  |  |                                      |  | Code                           | V | (A)  | (D)   | Date Exercisable   | Expiration Date |   |  |  |   |  | Title |
| Stock Option (Right to Buy)                | \$91.05  | 02/03/2020                           |  | M                              |   |  | 1,796 | (7)  | 02/01/2026      | Common Stock  | 1,796                                      | \$0.00   | 0   | D  |       |
| Stock Option (Right to Buy)                | \$86.52  | 02/03/2020                           |  | M                              |   |  | 2,330 | (8)  | 02/02/2027      | Common Stock  | 2,330                                      | \$0.00   | 9,320   | D  |       |

**Explanation of Responses:**

- Transaction made pursuant to Dr. Altshuler's company approved trading plan under Rule 10b5-1.
- Open market sales reported on this line occurred at a weighted average price of \$229.35 (range \$229.00 to \$229.93).
- Dr. Altshuler undertakes to provide (upon request by the SEC staff, the issuer or a security holder of the issuer) full information regarding the number of shares sold at each separate price.
- Open market sales reported on this line occurred at a weighted average price of \$230.60 (range \$230.30 to \$231.11).
- Open market sales reported on this line occurred at a weighted average price of \$231.67 (range \$231.31 to \$232.28).
- Open market sales reported on this line occurred at a weighted average price of \$232.88 (range \$232.43 to \$233.16).
- Fully vested.
- The option vests in 16 quarterly installments from 02/03/2017.

**Remarks:**

/s/ Omar White, Attorney-in-Fact 02/05/2020

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

