

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) May 15, 2024

**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**

(I.R.S. Employer Identification No.)

**50 Northern Avenue**

**Boston, Massachusetts 02210**

(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))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class                      | Trading Symbol | Name of each exchange on which registered |
|--|----------------|---|
| Common Stock, \$0.01 Par Value Per Share | VRTX           | The Nasdaq Global Select Market           |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

## Item 5.07 Submission of Matters to a Vote of Security Holders

The annual meeting of shareholders of Vertex Pharmaceuticals Incorporated (the "Company") was held on May 15, 2024 (the "Annual Meeting"). Set forth below are the voting results for each of the proposals submitted to a vote of the Company's shareholders at the Annual Meeting:

*Proposal No. 1:* Based upon the following votes, the shareholders elected Sangeeta Bhatia, Lloyd Carney, Alan Garber, Reshma Kewalramani, Michel Lagarde, Jeffrey Leiden, Diana McKenzie, Bruce Sachs, Jennifer Schneider, Nancy Thornberry and Suketu Upadhyay to serve as members of the Company's Board of Directors until the annual meeting of shareholders to be held in 2025:

|                    | <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Non-Votes</b> |
|--------------------|-------------|----------------|----------------|------------------|
| Sangeeta Bhatia    | 221,206,626 | 808,512        | 182,981        | 11,540,149       |
| Lloyd Carney       | 213,533,037 | 8,478,558      | 186,524        | 11,540,149       |
| Alan Garber        | 220,695,587 | 1,315,689      | 186,843        | 11,540,149       |
| Reshma Kewalramani | 221,328,875 | 695,546        | 173,698        | 11,540,149       |
| Michel Lagarde     | 221,776,280 | 234,937        | 186,902        | 11,540,149       |
| Jeffrey Leiden     | 217,823,643 | 4,195,522      | 178,954        | 11,540,149       |
| Diana McKenzie     | 218,220,365 | 3,797,695      | 180,059        | 11,540,149       |
| Bruce Sachs        | 207,616,033 | 14,397,759     | 184,327        | 11,540,149       |
| Jennifer Schneider | 221,774,054 | 240,910        | 183,155        | 11,540,149       |
| Nancy Thornberry   | 221,772,658 | 241,378        | 184,083        | 11,540,149       |
| Suketu Upadhyay    | 221,237,300 | 770,815        | 190,004        | 11,540,149       |

*Proposal No. 2:* Based upon the following votes, the shareholders ratified the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the year ending December 31, 2024:

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Non-Votes</b> |
|-------------|----------------|----------------|------------------|
| 229,460,523 | 3,987,619      | 290,126        | 0                |

*Proposal No. 3:* Based upon the following votes, the shareholders approved, on an advisory basis, the 2023 compensation program for the Company's named executive officers:

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Non-Votes</b> |
|-------------|----------------|----------------|------------------|
| 202,098,575 | 19,223,784     | 875,760        | 11,540,149       |

*Proposal No. 4:* Based upon the following votes, the shareholders approved a shareholder proposal regarding a special shareholder meeting improvement:

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Non-Votes</b> |
|-------------|----------------|----------------|------------------|
| 160,438,357 | 61,494,550     | 265,212        | 11,540,149       |

*Proposal No. 5:* Based upon the following votes, the shareholders did not approve a shareholder proposal regarding a report on racial and gender pay gaps:

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Non-Votes</b> |
|------------|----------------|----------------|------------------|
| 63,865,687 | 157,637,997    | 694,435        | 11,540,149       |

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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: May 15, 2024

/s/ Jonathan Biller

Jonathan Biller

Executive Vice President, Chief Legal Officer