

VERTEX PHARMACEUTICALS INC / MA

Form 3

January 25, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting
Person *Â VERTEX
PHARMACEUTICALS INC /
MA

(Last) (First) (Middle)

130 WAVERLY STREET

(Street)

CAMBRIDGE,Â MAÂ 02139

(City) (State) (Zip)

2. Date of Event Requiring
Statement(Month/Day/Year)
01/25/20063. Issuer Name **and** Ticker or Trading Symbol
Altus Pharmaceuticals Inc. [ALTU]4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)5. If Amendment, Date Original
Filed(Month/Day/Year)6. Individual or Joint/Group
Filing(Check Applicable Line)
X Form filed by One Reporting
Person
____ Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Redeemable Preferred Stock

450,000

D Â

Common Stock

466,680 (1) (2)

D Â

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

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative
Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security4. Conversion
or Exercise5. Ownership
Form of6. Nature of
Indirect Beneficial
Ownership

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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Warrants	09/26/2001	02/01/2009	Common Stock	1,962,494 (1)	\$ 5.64	D	Â
Series A Preferred Stock	09/26/2001	01/31/2006(3)	Common Stock	381,596 (1)	\$ 5.73	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VERTEX PHARMACEUTICALS INC / MA 130 WAVERLY STREET CAMBRIDGE, MA 02139	Â	Â X	Â	Â

Signatures

Kenneth S. Boger,
Attorney-In-Fact

01/25/2006

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- (1) After taking into account a 1:2.293 reverse stock split of the Issuer's Common Stock and, in the case of Warrants and the Series A Preferred Stock, adjustments to the applicable exercise price or conversion price, respectively, as a result of such reverse stock split.
- (2) Includes 30,528 (post-split) shares held by Joshua S. Boger, the President and Chief Executive Officer of Vertex Pharmaceuticals Incorporated, for which Vertex disclaims beneficial ownership.
- (3) Reflecting the anticipated date of the closing of the Issuer's initial public offering of common stock, upon which the Series A Preferred Stock will convert into the indicated number of shares of Common Stock.

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