

VERTEX PHARMACEUTICALS INC / MA

Form 424B3

November 21, 2001

Filed pursuant to Rule 424(b)(3)  
Registration No. 333-37794

PROSPECTUS SUPPLEMENT NO. 3 DATED NOVEMBER 20, 2001 TO THE  
PROSPECTUS DATED MARCH 9, 2001 OF  
VERTEX PHARMACEUTICALS INCORPORATED

This Prospectus Supplement No. 3 amends the information in the table under the caption "Selling Holders" in the Prospectus dated March 9, 2001, as previously amended, by deleting the information contained in the table regarding the Selling Security Holders with respect to the principal amount of notes and common stock of Vertex Pharmaceuticals Incorporated and substituting therefore the following table:

NAME OF SECURITY HOLDER -----	PRINCIPAL AMOUNT OF NOTES BENEFICIALLY OWNED AND OFFERED (1) -----	NUMBER OF S ISSUABLE UP NOTE -----
AAM/Zazone Institutional Income Fund L.P.	\$ 850,000	
AFTRA Health Fund	\$ 300,000	
AIG/National Union Fire Insurance	\$ 975,000	
Alexandra Global Investment Fund 1 Ltd	\$ 3,000,000	
AllState Insurance Company	\$ 2,000,000	
Alpine Associates	\$ 4,600,000	
Alpine Partners, L.P.	\$ 700,000	
American Motorist Insurance Company	\$ 763,000	
Arapahoe County Colorado	\$ 75,000	
Arkansas Teachers Retirement	\$ 5,850,000	
Argent Classic Arbitrage fund (Bermuda) L.P.	\$ 4,400,000	
Argent Classic Convertible Arbitrage Fund (Bermuda) L.P.	\$ 5,400,000	
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Argent Classic Convertible Arbitrage Fund L.P.	\$ 1,600,000	
Associated Electric & Gas Insurance Services Limited	\$ 400,000	

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Attorney's Title Insurance Fund, Inc.	\$ 500,000
Bank Austria Cayman Island, L	\$ 6,000,000
Baptist Health Southern Florida	\$ 367,000
Bear Stearns	\$ 5,000,000
BNP Cooper Neff Convertible Strategies Fund, L.P.	\$ 188,000
Boilermakers Blacksmith Pension Trust	\$ 1,650,000
Boston Museum of Fine Arts	\$ 151,000
Boulder II Limited	\$ 2,850,000
BP Amoco PLC Master Trust	\$ 1,758,000
BTES - Convertible ARB	\$ 46,130,000
BTPO Growth vs. Value	\$138,390,000
California Public Employees Retirement System Nominee Name Surfboard & Co.	\$ 3,000,000
CALAMOS Market Neutral Fund-CALAMOS Investment Trust	\$ 1,670,000
Canyon Capital Arbitrage Master Hedge Fund. LTD.	\$ 50,743,000
Canyon Value Realization (Cayman) Ltd.	\$ 11,000,000
CCFX, LLC	\$ 2,000,000
CIBC World Markets	\$ 6,000,000
City of New Orleans	\$ 315,000
City University of New York	\$ 185,000
Clinton Riverside Convertible Portfolio Limited	\$ 4,500,000

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Conseco Fund Group - Convertible Securities Fund	\$ 3,250,000
Conseco Health Insurance Company - Convertible	\$ 1,500,000
Conseco Senior Health Insurance Company - Convertible	\$ 1,500,000
Conseco Variable Insurance Company - Convertible	\$ 750,000
Consulting Group Capital Markets Funds	\$ 450,000
Cova Bond Debenture Fund	\$ 500,000
Credit Suisse First Boston Corporation	\$ 5,000,000
CSFB Convertible & Quantitative Strategies	\$ 1,000,000

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D.E. Shaw Investments, L.P.	\$ 1,500,000
D.E. Shaw Valence, L.P.	\$ 5,500,000
Deephaven Domestic Convertible Trading Co.	\$ 1,000,000
Delphi Financial Group, Inc.	\$ 500,000
Delaware PERS	\$ 1,840,000
Deutsche Bank Securities	\$ 7,521,000
Elf Aquitaine	\$ 200,000
Engineers Joint Pension Fund	\$ 621,000
Employee Benefit Convertible Securities Fund	\$ 200,000
Enterprise Convertible Securities Fund	\$ 108,000
Franklin and Marshall College	\$ 245,000
First Republic Bank	\$ 225,000
Fuji U. S. Income Open	\$ 500,000
Gaia Offshore Master Fund Ltd.	\$ 2,500,000
Goldman Sachs and Company	\$ 3,251
Grady Hospital Foundation	\$ 161,000
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Granville Capital Corporation	\$ 6,000,000
Hamilton Partners Limited	\$ 4,000,000
HFR Master Fund, Ltd.	\$ 100,000
Highbridge International LLC	\$ 18,000,000
Hotel Union & Hotel Industry of Hawaii	\$ 980,000
ICI American Holdings Trust	\$ 980,000
Independence Blue Cross	\$ 138,000
Island Holdings	\$ 60,000
ITG, Inc.	\$ 203,000
James Cambell Corporation	\$ 386,000
JAS Securities	\$ 2,250,000
J.P. Morgan Securities, Inc.	\$ 10,950,000
Jeffries & Company Inc.	\$ 11,000

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Kentfield Trading, Ltd.	\$ 3,760,000
Lazard Freres & Co. LLC	\$ 1,000,000
LDG Limited	\$ 250,000
Lehman Brothers International Europe	\$ 1,550,000
Lexington Vantage Fund (TQA)	\$ 4,613,000
Lipper Convertibles Series II, L.P.'s	\$ 1,875,000
Lipper Offshore Convertibles, L.P.	\$ 436,000
Lipper Offshore Convertibles, L.P. #2	\$ 750,000
Lippers Convertibles, L.P.'s (Class B)	\$ 436,000
Local Initiatives Union	\$ 72,000
Lord Abbett Bond Debenture Fund	\$ 2,000,000
Lord Abbett Bond Debenture Fund	\$ 500,000

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Lumberman's Mutual Casualty	\$ 643,000
Mainstay Convertible Fund	\$ 5,000,000
Mainstay VP Convertible Portfolio	\$ 1,000,000
McMahan Securities	\$ 2,150,000
Merlin Biomed II, L.P.	\$ 28,834,375
Merlin Biomed, L.P.	\$230,675,000
Merrill, Lynch, Pierce, Fenner and Smith Inc.	\$ 1,535,000
Morgan Stanley & Co.	\$ 500,000
Nabisco Corporation	\$ 45,000
Nalco Chemical Company	\$ 335,000
Nations Convertible Securities Fund	\$ 3,300,000
New Orleans Firefighters Pension/Relief Fund	\$ 166,000
New York Life Separate Account #7	\$ 600,000
New York Life Insurance and Annuity Corporation	\$ 17,000,000
New York Life Insurance Company	\$ 19,500,000
Nicholas Applegate Convertible Fund	\$ 2,107,000

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Occidental Petroleum Corporation	\$ 305,000
Onex Industrial Partners	\$ 1,850,000
Onyx Capital Management, LLC	\$ 5,000,000
Oxford, Lord Abbett & Co,	\$ 800,000
Pacific Life Insurance Company	\$ 500,000
Pebble Capital Inc.	\$ 700,000
Penn Treaty Network America Insurance Company	\$ 295,000
Peoples Benefit Life Insurance Company Teamsters	\$ 3,725,000
PGEP IV, LLC	\$ 113,000
Physicians Life	\$ 487,000

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PIMCO Convertible Bond	\$ 3,000,000
Police & Fireman Retirement System of the City Of Detroit	\$ 850,000
Pro Mutual	\$ 1,171,000
Putnam Investment Management Inc. on behalf of: Putnam Asset Allocation Funds-Balanced Portfolio	\$ 190,000
Putnam Investment Management, Inc. on behalf of: Putnam Asset Allocation Funds - Conservative Portfolio	\$ 130,000
Putnam Investment Management, Inc. on behalf of: Putnam Convertible Income-Growth Trust	\$ 1,000,000
Putnam Investment Management, Inc. on behalf of: Putnam Convertible Opportunities and Income Trust	\$ 70,000
Quattro Global Capital, LLC	\$ 1,500,000
Quattro Global Capital, LLC	\$ 1,500,000
Ramius Capital Group Holdings, Ltd.	\$ 900,000
Raytheon Master Pension Trust	\$ 829,000
RCG Latitude Master Fund, Ltd.	\$ 1,800,000
RJ Reynolds (RJR)	\$ 143,000
Robertson Stephens	\$ 30,000,000
San Diego City Retirement	\$ 1,247,000
San Diego County Convertible	\$ 2,674,000

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San Diego Employees Retirement Association	\$ 1,900,000
Salomon Brothers Asset Management Inc.	\$ 31,750,000
Screen Actors Guild Convertible	\$ 662,000
SG Cowen Securities	\$ 12,000,000
Shell Pension Trust	\$ 642,000

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Silvercreek Limited Partnership	\$ 1,100,000
Southern Farm Bureau Life Insurance	\$ 770,000
State of Maryland Retirement Agency	\$ 3,880,000
State of Oregon Equity	\$ 5,975,000
State Street Bank custodian For GE Pension Trust	\$ 1,805,000
Starvest Combined Portfolio	\$ 1,185,000
Teachers Insurance and Annuity Association	\$ 4,000,000
The Estate of James Campbell	\$ 509,000
The Putnam Advisory Company, Inc. on behalf of: University of Rochester	\$ 30,000
The Putnam Advisory Company, Inc. on behalf of: Parker-Hammifin Corporation	\$ 50,000
The Putnam Advisory Company, Inc. on behalf of: Museum of Fine Arts, Boston	\$ 30,000
The Putnam Advisory Company, Inc. on behalf of: ProMutual	\$ 100,000
TQA Master Fund	\$ 950,000
TQA Master Plus Fund, Ltd.	\$ 1,000,000
Tracor, Inc. Employees Retirement Plan	\$ 172,000
Transamerica Life Insurance and Annuity Company	\$ 8,000,000
Transamerica Premier Balanced Fund	\$ 1,000,000
UBS O'Connor LLC, F/B/O UBS Global Equity Arbitrage Master Limited	\$ 500,000
Value Realization Fund B, LP	\$ 450,000
Value Realization Fund, LP	\$ 8,000,000
Viacom Inc. Pension Plan Master Trust	\$ 68,000

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Wake Forest University	\$ 1,163,000
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Writers Guild Convertible	\$ 385,000
Wyoming State Treasurer	\$ 1,329,000
Zeneca Holdings Trust	\$ 765,000
Zurich HFR Master Hedge Fund Index Ltd.	\$ 250,000
Zurich HFR Calamos Holding Limited	\$ 80,000
Zurich HFR Master Hedge Fund Index Ltd.	\$ 200,000
Zurich International Benchmark Fund	\$ 2,306,500
1976 Distribution Trust FBO A.R. Lauder/Zinterhofer	\$ 21,000
1976 Distribution Trust FBO Jane A. Lauder	\$ 21,000

(1) The number of securities beneficially owned is determined under the rules of the SEC and the information is not necessarily indicative of beneficial ownership for any other purpose. Under those rules, beneficial ownership includes any securities as to which the individual has sole or shared voting power or investment power and also any securities which the individual has the right to acquire within 60 days after the date the selling holder provided this information, through the exercise of any stock option or other right. The inclusion in the table of securities, however, does not constitute an admission that the selling holders are direct or indirect beneficial owners of those securities. The selling holders have sole voting power and investment power with respect to all securities of capital stock listed as owned by the selling holders.

This Prospectus Supplement No. 3 should be read in conjunction with the Prospectus dated March 9, 2001.

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