

VERTEX PHARMACEUTICALS INC / MA

Form 4

October 03, 2014

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN 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 *
ALTSHULER DAVID

2. Issuer Name and Ticker or Trading Symbol
VERTEX PHARMACEUTICALS INC / MA [VRTX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
10/01/2014

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O VERTEX PHARMACEUTICALS INCORPORATED, 50 NORTHERN AVENUE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

BOSTON, MA 02210

(City) (State) (Zip)

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 Ownership: Indirect Beneficial Ownership (Instr. 4)
Common Stock	10/01/2014		M	V	10,595 A \$ 63.14	10,595	D
Common Stock	10/01/2014		S ⁽¹⁾	D	2,381 D \$ 106.56	8,214	D
					(2) (3)		
Common Stock	10/01/2014		S ⁽¹⁾	D	4,942 D \$ 107.56	3,272	D
					(3) (4)		

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Common Stock	10/01/2014	S ⁽¹⁾	2,177	D	\$ 108.31 <u>(3) (5)</u>	1,095	D
Common Stock	10/01/2014	S ⁽¹⁾	695	D	\$ 109.51 <u>(3) (6)</u>	400	D
Common Stock	10/01/2014	S ⁽¹⁾	300	D	\$ 110.48 <u>(3) (7)</u>	100	D
Common Stock	10/01/2014	S ⁽¹⁾	100	D	\$ 112.06	0	D

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

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SEC 1474
(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option (right to buy)	\$ 63.14	10/01/2014		M	10,595	<u>(8)</u>	05/23/2022	Common Stock	10,595

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ALTSHULER DAVID C/O VERTEX PHARMACEUTICALS INCORPORATED 50 NORTHERN AVENUE BOSTON, MA 02210	X			

Signatures

Kenneth L. Horton,
Attorney-In-Fact

10/03/2014

**Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Transaction made pursuant to Mr. Altshuler's company approved trading plan under Rule 10b5-1.
- (2) Open market sales reported on this line occurred at a weighted average price of \$106.56 (range \$106.00 to \$106.96).
- (3) Mr. 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.
- (4) Open market sales reported on this line occurred at a weighted average price of \$107.56 (range \$107.00 to \$107.98).
- (5) Open market sales reported on this line occurred at a weighted average price of \$108.31 (range \$108.00 to \$108.76).
- (6) Open market sales reported on this line occurred at a weighted average price of \$109.51 (range \$109.17 to \$110.09).
- (7) Open market sales reported on this line occurred at a weighted average price of \$110.48 (range \$110.39 to \$110.66).
- (8) The option vests in 16 quarterly installments from 05/24/2012.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. D>capital stock that we have the authority to issue to 151,000,000

shares. For Against Abstentions 19,452,501 1,111,573 512,632 PROPOSAL 5. Our stockholders approved a reduction in the par value of our capital stock from \$.10 per share to \$.001 per share. For Against Abstentions 19,468,808 806,954 803,944

PROPOSAL 6. Our stockholders approved the appointment of Nussbaum Yates & Wolpov, P.C. as our independent registered public accounting firm for the fiscal year ended November 30, 2007.

<u>For</u>	<u>Against</u>	<u>Abstentions</u>
20,443,484	100,378	532,844

Item 6.

Exhibits

<u>Exhibit Number</u>	<u>Description</u>
31.1	Certification of our Chief Executive Officer and Chief Financial Officer, Paul H. Riss, pursuant to 18 U.S.C. 1350 (Section 302 of the Sarbanes-Oxley Act of 2002)
32.1	Certification of our Chief Executive Officer and Chief Financial Officer, Paul H. Riss, pursuant to 18 U.S.C. 1350 (Section 906 of the Sarbanes-Oxley Act of 2002)

SIGNATURES

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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.

eLEC Communications Corp.

Date: July 23, 2007

By: /s/ Paul H. Riss

Paul H. Riss
Chief Executive Officer
(Principal Financial and
Accounting Officer)

EXHIBIT INDEX

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32.1	Certification of our Chief Executive Officer and Chief Financial Officer, Paul H. Riss, Pursuant to 18 U.S.C. 1350 (Section 906 of the Sarbanes-Oxley Act of 2002)

EXHIBIT 31.1

CERTIFICATION

Pursuant to 18 U.S.C. 1350
(Section 302 of the Sarbanes-Oxley Act of 2002)

I, Paul H. Riss, Chief Executive Officer and Chief Financial Officer of eLEC Communications Corp., certify that:

1. I have reviewed this quarterly report on Form 10-Q of eLEC Communications Corp.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and I have:

Explanation of Responses:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under my supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to me by others within those entities, particularly during the period in which this report is being prepared;

(b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. I have disclosed, based on my most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 23, 2007

/s/ Paul H. Riss
Paul H. Riss
Chief Executive Officer and Chief
Financial Officer

EXHIBIT 32.1

CERTIFICATION

Pursuant to 18 U.S.C. 1350
(Section 906 of the Sarbanes-Oxley Act of 2002)

In connection with the Quarterly Report on Form 10-Q of eLEC Communications Corp. (the "Company") for the quarter ended May 31, 2007, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Paul H. Riss, as Chief Executive Officer and Chief Financial Officer of the Company, hereby certifies, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that:

Explanation of Responses:

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(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

Date: July 23, 2007

By:

/s/ Paul H. Riss

Paul H. Riss

Chief Executive Officer and

Chief Financial Officer

This certification accompanies each Report pursuant to § 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by the Sarbanes-Oxley Act of 2002, be deemed filed by the Company for purposes of §18 of the Securities Exchange Act of 1934, as amended.

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.
