

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

As previously disclosed in our proxy statement filed with the Securities Exchange Commission on April 29, 2016, following his election as a Class III Director at our annual meeting of shareholders on June 15, 2016, Joshua Boger resigned as a Class III Director and was immediately re-appointed to our board of directors as a Class I Director, with a term expiring in 2017, in order to ensure that the number of members of each class of our board of directors remains as nearly equal as possible.

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

Our annual meeting of shareholders was held on June 15, 2016. Our shareholders elected Joshua Boger, Terrence C. Kearney, Yuchun Lee and Elaine S. Ullian to serve on our board of directors until the annual meeting of shareholders to be held in 2019 (subject in the case of Joshua Boger to his resignation and re-appointment as described in Item 5.02). The tabulation of votes with respect to the election of such directors was as follows:

| | For | Withheld | Non-votes |
|---------------------|-------------|------------|-----------|
| Joshua Boger | 209,144,022 | 7,778,654 | 7,499,911 |
| Terrence C. Kearney | 188,460,892 | 28,461,784 | 7,499,911 |
| Yuchun Lee | 214,026,832 | 2,895,844 | 7,499,911 |
| Elaine S. Ullian | 186,856,582 | 30,066,094 | 7,499,911 |

In addition, our shareholders: (i) ratified the appointment of Ernst & Young LLP as our independent registered public accounting firm for the year ending December 31, 2016; (ii) approved, on an advisory basis, the compensation program for our named executive officers; (iii) approved a shareholder proposal requesting that we take steps to declassify our board of directors; (iv) did not approve a shareholder proposal requesting that we adopt a policy limiting acceleration of equity awards to senior executives upon a change of control; (v) did not approve a shareholder proposal requesting that we adopt a policy requiring that senior executives retain a percentage of their equity awards; and (vi) did not approve a shareholder proposal requesting a report assessing the feasibility of integrating sustainability into performance measures for our senior executive compensation. The tabulation of votes with respect to these proposals was as follows:

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| | For | Against | Abstain | Non-Votes |
|--|-------------|-------------|------------|-----------|
| Ratification of our Independent Registered Public Accounting Firm | 219,935,083 | 4,424,627 | 62,877 | - |
| Advisory Vote on Executive Compensation | 158,479,501 | 56,761,314 | 1,681,861 | 7,499,911 |
| Shareholder Proposal on Board Declassification | 208,011,542 | 8,815,697 | 95,437 | 7,499,911 |
| Shareholder Proposal on Limiting Acceleration of Equity Upon a Change of Control | 69,062,009 | 147,718,726 | 141,941 | 7,499,911 |
| Shareholder Proposal on Equity Retention | 44,314,372 | 172,460,395 | 147,909 | 7,499,911 |
| Shareholder Proposal on Sustainability Report | 38,276,076 | 167,090,996 | 11,555,604 | 7,499,911 |

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: June 15, 2016 /s/ Michael J. LaCascia
Michael J. LaCascia
Senior Vice President and General Counsel