

VERTEX PHARMACEUTICALS INC / MA  
Form 424B3  
March 27, 2006

Filed Pursuant to Rule 424(b)(3)

Registration No. 333-120055

PROSPECTUS SUPPLEMENT NO. 8 DATED MARCH 27, 2006

(TO PROSPECTUS DATED FEBRUARY 14, 2005)

**VERTEX PHARMACEUTICALS INCORPORATED****\$79,313,000 5<sup>3</sup>/<sub>4</sub>% Convertible Senior Subordinated Notes Due 2011****5,308,800 Shares of Common Stock Issuable Upon Conversion of the Notes**

This Prospectus Supplement No. 8 supplements and amends the Prospectus dated February 14, 2005 (the "Prospectus"), relating to the resale from time to time by holders of our 5<sup>3</sup>/<sub>4</sub>% Convertible Senior Subordinated Notes Due 2011 (the "Notes") (Restricted CUSIP: 92352FAG5; Registered CUSIP: 92352FAK6) and shares of our common stock issuable upon the conversion of the Notes. Such information has been obtained from the selling holders. This prospectus supplement should be read in conjunction with the Prospectus, which is to be delivered with this prospectus supplement.

The information appearing in the table below, as of the date hereof, supplements and amends the information in the table appearing under the heading "Selling Holders" in the Prospectus, and, where the name of a selling holder identified in the table below also appears in the table in the Prospectus, the information set forth in the table below regarding that selling holder supercedes the information in the Prospectus:

| <b>Name of security holder</b>             | <b>Principal Amount of Notes Beneficially Owned and Offered(1)</b> | <b>Number of shares of Common Stock Issuable Upon Conversion of the Notes that May Be Offered</b> |
|--|--|---|
| Amaranth LLC                               | 2,500,000  | 167,336   |
| Amaranth Helix Limited                     | 2,500,000  | 167,336   |
| Bank Austria Cayman Islands Ltd.           | 3,493,000  | 233,802   |
| BP Amoco PLC Master Trust                  | 644,000  | 43,106  |
| Consolidated Pension Plan                  | 325,000  | 21,754  |
| Context Convertible Arbitrage Fund, LP     | 2,800,000  | 187,417   |
| Context Convertible Arbitrage Offshore LTD | 7,690,000  | 514,726   |
| Clinton Multistrategy Master Fund, Ltd.    | 4,000,000  | 267,738   |
| Delaware Street Capital Master Fund L.P.   | 1,000,000  | 66,935  |

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|   |            |           |
|---|------------|-----------|
| Detroit Medical Center Endowment/Funded Dep. Fund (and) The Detroit Medical Center Guggenheim Portfolio Co. XV, LLC | 483,000    | 32,329    |
| Estate of James Campbell CH   | 11,000     | 736       |
| Estate of James Campbell EST2   | 212,000    | 14,190    |
| Hotel Union & Hotel Industry of Hawaii Pension Plan   | 179,000    | 11,981    |
| Institutional Benchmark Master Fund Ltd.  | 736,000    | 49,264    |
| Institutional Benchmark Master Fund c/o Quattro Fund  | 1,307,000  | 87,484    |
| National Bank of Canada   | 575,000    | 38,488    |
| Quattro Fund Ltd.   | 15,552,000 | 1,040,964 |
| Quattro Multistrategy Master Fund   | 541,000    | 36,212    |
| QVT Fund LP(2)  | 10,437,000 | 698,595   |
| Ramius, LP(3)   | 135,000    | 9,036     |
| Ramius Capital Group(3)   | 645,000    | 43,173    |

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