

# **PTC THERAPEUTICS, INC.**

Reported by  
**ROTHERA MARK**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 03/17/17 for the Period Ending 03/15/17

Address	100 CORPORATE COURT SOUTH PLAINFIELD, NJ 07080-2449
Telephone	9082227000
CIK	0001070081
Symbol	PTCT
SIC Code	2834 - Pharmaceutical Preparations
Industry	Biotechnology & Medical Research
Sector	Healthcare
Fiscal Year	12/31

# FORM 4

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

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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or  
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<b>Rothera Mark</b>			<b>PTC THERAPEUTICS, INC. [ PTCT ]</b>			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chief Commercial Officer</b>		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
<b>C/O PTC THERAPEUTICS, INC., 100 CORPORATE COURT</b>			<b>3/15/2017</b>					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
<b>SOUTH PLAINFIELD, NJ 07080</b>						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)								

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	3/15/2017		M		2966	A	\$10.85	31739	D	
Common Stock								9216	I	By Trust (U)

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right To Buy)	\$10.85	3/15/2017		M		2966		(2)	5/15/2023	Common Stock	2966.0	\$0	69227	D	
Stock Option (Right To Buy)	\$10.85							(3)	5/15/2023	Common Stock	8125.0		8125	D	
Stock Option (Right To Buy)	\$27.05							(4)	1/27/2024	Common Stock	65000.0		65000	D	
Stock Option (Right To Buy)	\$51.0							(5)	1/1/2025	Common Stock	69550.0		69550	D	
Stock Option (Right To Buy)	\$30.86							(6)	1/3/2026	Common Stock	70000.0		70000	D	
Stock Option (Right To Buy)	\$11.23							(7)	1/2/2027	Common Stock	56000.0		56000	D	

### Explanation of Responses:

- (1) Shares held by trust of which reporting person's spouse is a beneficiary and co-trustee.
- (2) This option was granted on May 15, 2013 and vests over four years, with 25% of the shares underlying the option vested on May 15, 2014 and an additional 2.083% of the original number of shares underlying the option vesting monthly thereafter beginning on June 15, 2014.
- (3) This option was granted on May 15, 2013 and vests as follows: 25% of the shares underlying the option vested on December 31, 2013 and an additional 2.083% of the original number of shares underlying the option vesting monthly thereafter beginning on January 31, 2014.
- (4) This option was granted on January 28, 2014, and vests over four years, with 25% of the shares underlying the option vested on January 1, 2015, and an additional 6.25% of the original number of shares underlying the option vesting at the end of each successive three-month period thereafter, beginning on April 1, 2015.
- (5) This option was granted on January 2, 2015, and vests over four years, with 25% of the shares underlying the option vested on January 1, 2016, and an additional 6.25% of the original number of shares underlying the option vesting at the end of each successive three-month period thereafter, beginning on April 1, 2016.
- (6) This option was granted on January 4, 2016, and vests over four years, with 25% of the shares underlying the option vesting on January 4, 2017, and an additional 6.25% of the original number of shares underlying the option vesting at the end of each successive three-month period thereafter, beginning on

April 4, 2017.

- ( This option was granted on January 3, 2017, and vests over four years, with 25% of the shares underlying the option vesting on January 3, 2018, and an  
7) additional 6.25% of the original number of shares underlying the option vesting at the end of each successive three-month period thereafter, beginning on  
April 3, 2018.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Rothera Mark C/O PTC THERAPEUTICS, INC. 100 CORPORATE COURT SOUTH PLAINFIELD, NJ 07080</b>			<b>Chief Commercial Officer</b>	

**Signatures**

/s/ Colleen Diver Johnson, attorney-in-fact

3/17/2017

\*\* Signature of Reporting Person

Date

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

\* 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).

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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