

# PTC THERAPEUTICS, INC.

Reported by  
**SOUZA MARCIO**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 06/02/17 for the Period Ending 05/31/17

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

OMB APPROVAL  
OMB Number: 3235-0287  
Estimated average burden  
hours per response... 0.5

[ ] 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 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>Souza Marcio</b>			<b>PTC THERAPEUTICS, INC. [ PTCT ]</b>			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> <b>X</b> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chief Operating Officer</b>		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
<b>C/O PTC THERAPEUTICS, INC., 100 CORPORATE COURT</b>			<b>5/31/2017</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	5/31/2017		A		30000 (1)	A	\$0	36457	D	

**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				
Stock Option (Right To Buy)	\$12.53	5/31/2017		A		30000	(2)	5/31/2017	Common Stock	30000.0	\$12.53	30000	D	
Stock Option (Right To Buy)	\$26.42						(3)	7/31/2024	Common Stock	30000.0		30000	D	
Stock Option (Right To Buy)	\$51.0						(4)	1/2/2025	Common Stock	10525.0		10525	D	
Stock Option (Right To Buy)	\$30.86						(5)	1/3/2026	Common Stock	16000.0		16000	D	
Stock Option (Right To Buy)	\$12.64						(6)	11/16/2026	Common Stock	2000.0		2000	D	
Stock Option (Right To Buy)	\$11.23						(7)	1/2/2027	Common Stock	23100.0		23100	D	
Stock Option (Right To Buy)	\$12.92						(8)	5/17/2027	Common Stock	10000.0		10000	I	By Spouse

### Explanation of Responses:

- Restricted stock awarded to the Reporting Person vests in two equal annual installments over two years, commencing on May 31, 2018.
- This option was granted on May 31, 2017, and vests in two equal annual installments over two years, commencing on May 31, 2018.
- This option was granted on July 31, 2014 and vests over four years, with 25% of the shares underlying the option vested on July 31, 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 October 31, 2015.
- This option was granted on January 2, 2015 and vests over four years, with 25% of the shares underlying the option vested on January 2, 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 2, 2016.
- This option was granted on January 4, 2016 and vests over four years, with 25% of the shares underlying the option vested 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 November 17, 2016, and vests over four years, with 25% of the shares underlying the option vesting on November 17, 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

February 17, 2018.

- (7) 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 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.
- (8) This option was granted on May 17, 2017, and vests over four years, with 25% of the shares underlying the option vesting on May 8, 2018, 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 August 8, 2018.

**Reporting Owners**

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

**Signatures**

**Avraham S. Adler, attorney-in-fact**

**6/2/2017**

\*\* 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.