

# **PTC THERAPEUTICS, INC.**

Reported by  
**UTTER CHRISTINE MARIE**

## **FORM 3**

(Initial Statement of Beneficial Ownership)

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

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

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

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4) <b>Common Stock</b>	2. Amount of Securities Beneficially Owned (Instr. 4) <b>5297 (1)</b>	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) <b>D</b>	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<b>Stock Option (Right To Buy)</b>	(2)	4/27/2021	<b>Common Stock</b>	<b>74.0</b>	<b>\$490.8</b>	<b>D</b>	
<b>Stock Option (Right To Buy)</b>	(2)	1/10/2022	<b>Common Stock</b>	<b>21.0</b>	<b>\$218.4</b>	<b>D</b>	
<b>Stock Option (Right To Buy)</b>	(2)	5/15/2023	<b>Common Stock</b>	<b>1150.0</b>	<b>\$10.85</b>	<b>D</b>	
<b>Stock Option (Right To Buy)</b>	(3)	1/28/2024	<b>Common Stock</b>	<b>3369.0</b>	<b>\$27.05</b>	<b>D</b>	
<b>Stock Option (Right To Buy)</b>	(4)	9/23/2024	<b>Common Stock</b>	<b>4688.0</b>	<b>\$40.45</b>	<b>D</b>	
<b>Stock Option (Right To Buy)</b>	(5)	1/2/2025	<b>Common Stock</b>	<b>17800.0</b>	<b>\$51.0</b>	<b>D</b>	
<b>Stock Option (Right To Buy)</b>	(6)	1/3/2026	<b>Common Stock</b>	<b>11000.0</b>	<b>\$30.86</b>	<b>D</b>	
<b>Stock Option (Right To Buy)</b>	(7)	1/2/2027	<b>Common Stock</b>	<b>12600.0</b>	<b>\$11.23</b>	<b>D</b>	

**Explanation of Responses:**

- (1) Includes 3,900 shares of Restricted Stock Units awarded to the Reporting Person, which vests in four equal annual installments over four years, commencing on January 3, 2018.
- (2) Currently exercisable.
- (3) This option was granted on January 28, 2014 and vests over four years, with 25% of the shares underlying the option vested on January 28, 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 28, 2015.
- (4) This option was granted on September 23, 2014 and vests over four years, with 25% of the shares underlying the option vested on September 23, 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 December 23, 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 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.
- (6) 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.
- (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.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Utter Christine Marie C/O PTC THERAPEUTICS, INC. 100 CORPORATE COURT SOUTH PLAINFIELD, NJ 07080			Principal Financial Officer	

**Signatures**

Avraham S. Adler, attorney-in-fact                      6/6/2017  
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 5(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.

LIMITED POWER OF ATTORNEY FOR SECTION 16 REPORTING OBLIGATIONS

Know all by these presents, that the undersigned hereby makes, constitutes and appoints each of Donald Mankoff, Mark Boulding, Colleen Diver Johnson, Avraham Adler and Martin Rexroad, signing singly and each acting individually, as the undersigned's true and lawful attorney in fact with full power and authority as hereinafter described to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of PTC Therapeutics, Inc. (the "Company"), Forms 3, 4, and 5 (including any amendments thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder (the "Exchange Act");
  - (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to prepare, complete and execute any such Form 3, 4, or 5, prepare, complete and execute any amendment or amendments thereto, and timely deliver and file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority;
  - (3) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information regarding transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to such attorney in fact and approves and ratifies any such release of information; and
  - (4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney in fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney in fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain in such terms and conditions as such attorney in fact may approve in such attorney in fact's discretion.
- The undersigned hereby grants to each such attorney in fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney in fact, or such attorney in fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys in fact, in serving in such capacity at the request of the undersigned, are not assuming nor relieving, nor is the Company assuming nor relieving, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act. The undersigned acknowledges that neither the Company nor the foregoing attorneys in fact assume (i) any liability for the undersigned's responsibility to comply with the requirement of the Exchange Act, (ii) any liability of the undersigned for any failure to comply with such requirements, or (iii) any obligation or liability of the undersigned for profit disgorgement under Section 16(b) of the Exchange Act.
- This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys in fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 6th day of June, 2017.

/s/Christine Utter  
Signature

Christine Utter  
Print Name