

PTC THERAPEUTICS, INC.  
Form 4  
May 22, 2015

**FORM 4**

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

OMB APPROVAL

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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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Kovacs Shane William Charles

(Last) (First) (Middle)

C/O PTC THERAPEUTICS,  
INC., 100 CORPORATE COURT

(Street)

SOUTH PLAINFIELD, NJ 07080

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
PTC THERAPEUTICS, INC.  
[PTCT]

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/22/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chief Financial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | Price  |                                   |
| Common Stock                    | 05/22/2015                           |  | M <sup>(1)</sup>               |   | 60,375  | \$ 10.85   | A 72,725 D                        |
| Common Stock                    | 05/22/2015                           |  | M <sup>(1)</sup>               |   | 18,616  | \$ 27.05   | A 91,341 D                        |
| Common Stock                    | 05/22/2015                           |  | S <sup>(1)</sup>               |   | 64,041  | \$ 55.26   | D 27,300 D                        |
| Common Stock                    | 05/22/2015                           |  | S <sup>(1)</sup>               |   | 18,450  | \$ 55.93   | D 8,850 D                         |

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

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(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction 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 (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy)                | \$ 10.85   | 05/22/2015                           |  | M <sup>(1)</sup>               | 60,375  | <sup>(4)</sup> 05/21/2023                                | Common Stock  | 60,375                        |
| Stock Option (Right to Buy)                | \$ 27.05   | 05/22/2015                           |  | M <sup>(1)</sup>               | 18,616  | <sup>(5)</sup> 01/27/2024                                | Common Stock  | 18,616                        |
| Stock Option (Right to Buy)                | \$ 51  |                                      |  |                                |   | <sup>(6)</sup> 01/01/2025                                | Common Stock  | 85,600                        |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| Kovacs Shane William Charles<br>C/O PTC THERAPEUTICS, INC.<br>100 CORPORATE COURT<br>SOUTH PLAINFIELD, NJ 07080 |               |           | Chief Financial Officer |       |

## Signatures

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

05/22/2015

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* 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).

(1) The transactions reported in this Form 4 were effected pursuant to a written Rule 10b5-1 plan adopted by the reporting person for the primary purposes of covering tax obligations associated with a restricted stock vesting event and diversification.

This price represents the weighted average price of sale transactions that were executed in multiple trades at prices ranging from \$54.73 to \$55.72 per share. The reporting person hereby undertakes, upon request by the SEC staff, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.

(3) This price represents the weighted average price of sale transactions that were executed in multiple trades at prices ranging from \$55.73 to \$56.48 per share. The reporting person hereby undertakes, upon request by the SEC staff, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.

(4) This option award was granted on May 22, 2013, with 25% of the shares underlying the option vested on May 22, 2014, and an additional 2.083% of the original number of shares underlying the option vesting on a monthly basis thereafter, beginning on June 30, 2014.

(5) This option award was granted on January 28, 2014, 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.

(6) This option award was granted on January 2, 2015, with 25% of the shares underlying the option vesting 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.

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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