

Peltz Stuart Walter  
Form 4  
January 09, 2019

# 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 \*  
Peltz Stuart Walter

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/07/2019

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

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

(Street)

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

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

SOUTH PLAINFIELD, NJ 07080

(City) (State) (Zip)

### 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 (A) or (D) Price                                    |   |  |                                   |
| Common Stock                    | 01/07/2019                           |  | S                              | 1,764 (1) D \$ 34.75  | 24,882  | D  |                                   |
| Common Stock                    | 01/07/2019                           |  | S                              | 339 (2) D \$ 34.75  | 17,947 (3)  | I  | By Spouse (4)                     |
| Common Stock                    | 01/07/2019                           |  | S                              | 409 (5) D \$ 34.75  | 17,538  | I  | By Spouse (4)                     |

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

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SEC 1474 (9-02)

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**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. Price of Derivative Security (Instr. 3) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares |
| Stock Option (Right To Buy)                | \$ 451.2   |                                      |  |                                |   | (6) 05/15/2019   |   | Common Stock                               | 41                         |
| Stock Option (Right To Buy)                | \$ 1,149.6   |                                      |  |                                |   | (6) 02/02/2020   |   | Common Stock                               | 37                         |
| Stock Option (Right To Buy)                | \$ 490.8   |                                      |  |                                |   | (6) 04/27/2021   |   | Common Stock                               | 58                         |
| Stock Option (Right To Buy)                | \$ 218.4   |                                      |  |                                |   | (6) 01/10/2022   |   | Common Stock                               | 38                         |
| Stock Option (Right To Buy)                | \$ 10.85   |                                      |  |                                |   | (6) 05/15/2023   |   | Common Stock                               | 3,900                      |
| Stock Option (Right To Buy)                | \$ 27.05   |                                      |  |                                |   | (6) 01/28/2024   |   | Common Stock                               | 4,900                      |
| Stock Option (Right To Buy)                | \$ 51  |                                      |  |                                |   | (6) 01/02/2025   |   | Common Stock                               | 10,880                     |

|                             |          |      |            |              |        |
|-----------------------------|----------|------|------------|--------------|--------|
| Stock Option (Right To Buy) | \$ 30.86 | (7)  | 01/03/2026 | Common Stock | 11,000 |
| Stock Option (Right To Buy) | \$ 12.64 | (8)  | 11/16/2026 | Common Stock | 2,000  |
| Stock Option (Right To Buy) | \$ 11.23 | (9)  | 01/02/2027 | Common Stock | 12,600 |
| Stock Option (Right To Buy) | \$ 18.01 | (10) | 01/02/2028 | Common Stock | 30,625 |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| Peltz Stuart Walter<br>C/O PTC THERAPEUTICS, INC.<br>100 CORPORATE COURT<br>SOUTH PLAINFIELD, NJ 07080 | X             |           | Chief Executive Officer |       |

## Signatures

/s/ Avraham S. Adler,  
attorney-in-fact

01/09/2019

\*\*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) Represents shares automatically sold pursuant to an irrevocable sell to cover election to satisfy tax withholding obligations in connection with the vesting of 5,400 shares of restricted stock from a January 3, 2017 grant of 21,600 shares of restricted stock.
- (2) Represents shares automatically sold pursuant to an irrevocable sell to cover election to satisfy tax withholding obligations in connection with the vesting of 975 RSUs from a January 3, 2017 grant of 3,900 RSUs.  
Includes: 1) 1,950 unvested RSUs from an award of 3,900 RSUs granted on January 3, 2017, which vests in four equal annual installments over four years, commencing on January 3, 2018; and 2) 5,250 shares of restricted stock granted on January 3, 2018, which vest in four equal annual installments over four years, commencing on January 3, 2019.
- (3) The reporting person acquired beneficial ownership of these securities upon his marriage to the owner of the securities in 2018.
- (4) Represents shares automatically sold pursuant to an irrevocable sell to cover election to satisfy tax withholding obligations in connection with the vesting of 1,312 shares of restricted stock from a January 3, 2018 grant of 5,250 shares of restricted stock.
- (5) Currently exercisable.
- (6)
- (7)

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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.

- (8) 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.

- (9) 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.

- (10) This option was granted on January 3, 2018, and vests over four years, with 25% of the shares underlying the option vesting on January 3, 2019, 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, 2019.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.