

PTC THERAPEUTICS, INC.

Form 4

June 27, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
ALDRICH RICHARD

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)

1365 MAIN STREET

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/07/2013

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

WALTHAM, MA 02451

(City) (State) (Zip)

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/25/2013		C		583,333	A	<u>11</u>	583,333	I	See Footnote <u>(2)</u>
Common Stock	06/25/2013		P		466,667	A	\$ 15	1,050,000	I	See Footnote <u>(2)</u>
Common Stock	06/25/2013		P		300,000	A	\$ 15	300,000	I	See Footnote <u>(3)</u>

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

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SEC 1474
(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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Series Four Senior Preferred Stock	<u>(1)</u>	03/07/2013		P		583,333		<u>(1)</u>	<u>(1)</u>	Common stock	583,333
Stock Option (right to buy)	\$ 10.85	05/15/2013		P		20,000		<u>(4)</u>	05/15/2023	Common stock	20,000
Series Four Senior Preferred Stock	<u>(1)</u>	06/25/2013		C		583,333		<u>(1)</u>	<u>(1)</u>	Common stock	583,333

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ALDRICH RICHARD 1365 MAIN STREET WALTHAM, MA 02451	X

Signatures

/s/ Mark E. Boulding,
attorney-in-fact

06/27/2013

__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).

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Each share of Series Four Senior Preferred Stock converted automatically into one share of Common Stock upon the closing of PTC Therapeutics, Inc.'s initial public offering without payment of further consideration. The Series Four Senior Preferred Stock had no expiration date.

- (1) Shares held by Longwood Fund LP. The managing members of Longwood Fund LP, including Mr. Aldrich, share voting and investment power with respect to such shares. Mr. Aldrich disclaims beneficial ownership of the shares held by Longwood Fund LP except to the extent of any pecuniary interest therein.

- (2) Shares held by RA Capital Biotech Fund LP. The managing members of RA Capital Biotech Fund LP, including Mr. Aldrich, share voting and investment power with respect to such shares. Mr. Aldrich disclaims beneficial ownership of the shares held by RA Capital Biotech Fund LP except to the extent of any pecuniary interest therein.

- (3) This option was granted on May 15, 2013 and vests over three years, with 8.33% of the shares underlying the option vesting on August 15, 2013 and an additional 8.33% of the original number of shares underlying the option vesting at the end of each successive three-month period thereafter.

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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