

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)
				(A) or (D) Code V Amount 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)

displays a currently valid OMB control number.

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	05/15/2019	Common Stock	41
Stock Option (Right To Buy)	\$ 1,149.6					(6) 02/02/2020	02/02/2020	Common Stock	37
Stock Option (Right To Buy)	\$ 490.8					(6) 04/27/2021	04/27/2021	Common Stock	58
Stock Option (Right To Buy)	\$ 218.4					(6) 01/10/2022	01/10/2022	Common Stock	38
Stock Option (Right To Buy)	\$ 10.85					(6) 05/15/2023	05/15/2023	Common Stock	3,900
Stock Option (Right To Buy)	\$ 27.05					(6) 01/28/2024	01/28/2024	Common Stock	4,900
Stock Option (Right To Buy)	\$ 51					(6) 01/02/2025	01/02/2025	Common Stock	10,880

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

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Peltz Stuart Walter C/O PTC THERAPEUTICS, INC. 100 CORPORATE COURT 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.