

PTC THERAPEUTICS, INC.  
Form SC 13D/A  
November 12, 2014

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

**SCHEDULE 13D**

**UNDER THE SECURITIES EXCHANGE ACT OF 1934**

**(Amendment No. 2 )\***

**PTC Therapeutics, Inc.**

(Name of Issuer)

**Common Stock, \$0,001 par value per share**

(Title of Class of Securities)

**69366J200**

(CUSIP Number)

**HBM Healthcare Investments (Cayman) Ltd.**

**Governor Square, Suite #4-212-2**

Edgar Filing: PTC THERAPEUTICS, INC. - Form SC 13D/A

**23 Lime Tree Bay Ave. West Bay**

**Grand Cayman, Cayman Islands**

**Telephone: (345) 946-8002**

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

**October 28, 2014**

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

---

|                     |  |  |
|---------------------|--|--|
| CUSIP No. 69366J200 |  |  |
|---------------------|--|--|

|              |   |           |                          |    |                   |        |  |  |           |              |  |    |                     |          |  |  |   |      |  |    |                        |           |  |  |           |              |  |     |                          |  |  |  |   |
|--------------|---|-----------|--------------------------|----|-------------------|--------|--|--|-----------|--------------|--|----|---------------------|----------|--|--|---|------|--|----|------------------------|-----------|--|--|-----------|--------------|--|-----|--------------------------|--|--|--|---|
| 1.           | Name of Reporting Persons<br><br>HBM Healthcare Investments (Cayman) Ltd. ( HBM )   |           |                          |    |                   |        |  |  |           |              |  |    |                     |          |  |  |   |      |  |    |                        |           |  |  |           |              |  |     |                          |  |  |  |   |
| 2.           | Check the Appropriate Box if a Member of a Group (See Instructions)<br><br>(a)<br><br>(b)   |           |                          |    |                   |        |  |  |           |              |  |    |                     |          |  |  |   |      |  |    |                        |           |  |  |           |              |  |     |                          |  |  |  |   |
| 3.           | SEC USE ONLY  |           |                          |    |                   |        |  |  |           |              |  |    |                     |          |  |  |   |      |  |    |                        |           |  |  |           |              |  |     |                          |  |  |  |   |
| 4.           | Source of Funds (See Instructions)<br><br>WC  |           |                          |    |                   |        |  |  |           |              |  |    |                     |          |  |  |   |      |  |    |                        |           |  |  |           |              |  |     |                          |  |  |  |   |
| 5.           | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)   |           |                          |    |                   |        |  |  |           |              |  |    |                     |          |  |  |   |      |  |    |                        |           |  |  |           |              |  |     |                          |  |  |  |   |
| 6.           | Citizenship or Place of Organization<br><br>Cayman Islands, British West Indies   |           |                          |    |                   |        |  |  |           |              |  |    |                     |          |  |  |   |      |  |    |                        |           |  |  |           |              |  |     |                          |  |  |  |   |
|              | <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 20%; padding: 2px;">Number of</td> <td style="width: 10%;"></td> <td style="width: 5%; padding: 2px;">7.</td> <td style="padding: 2px;">Sole Voting Power</td> </tr> <tr> <td style="padding: 2px;">Shares</td> <td></td> <td></td> <td style="padding: 2px;">1,618,717</td> </tr> <tr> <td style="padding: 2px;">Beneficially</td> <td></td> <td style="padding: 2px;">8.</td> <td style="padding: 2px;">Shared Voting Power</td> </tr> <tr> <td style="padding: 2px;">Owned by</td> <td></td> <td></td> <td style="padding: 2px;">0</td> </tr> <tr> <td style="padding: 2px;">Each</td> <td></td> <td style="padding: 2px;">9.</td> <td style="padding: 2px;">Sole Dispositive Power</td> </tr> <tr> <td style="padding: 2px;">Reporting</td> <td></td> <td></td> <td style="padding: 2px;">1,618,717</td> </tr> <tr> <td style="padding: 2px;">Person With:</td> <td></td> <td style="padding: 2px;">10.</td> <td style="padding: 2px;">Shared Dispositive Power</td> </tr> <tr> <td></td> <td></td> <td></td> <td style="padding: 2px;">0</td> </tr> </table> | Number of |                          | 7. | Sole Voting Power | Shares |  |  | 1,618,717 | Beneficially |  | 8. | Shared Voting Power | Owned by |  |  | 0 | Each |  | 9. | Sole Dispositive Power | Reporting |  |  | 1,618,717 | Person With: |  | 10. | Shared Dispositive Power |  |  |  | 0 |
| Number of    |   | 7.        | Sole Voting Power        |    |                   |        |  |  |           |              |  |    |                     |          |  |  |   |      |  |    |                        |           |  |  |           |              |  |     |                          |  |  |  |   |
| Shares       |   |           | 1,618,717                |    |                   |        |  |  |           |              |  |    |                     |          |  |  |   |      |  |    |                        |           |  |  |           |              |  |     |                          |  |  |  |   |
| Beneficially |   | 8.        | Shared Voting Power      |    |                   |        |  |  |           |              |  |    |                     |          |  |  |   |      |  |    |                        |           |  |  |           |              |  |     |                          |  |  |  |   |
| Owned by     |   |           | 0                        |    |                   |        |  |  |           |              |  |    |                     |          |  |  |   |      |  |    |                        |           |  |  |           |              |  |     |                          |  |  |  |   |
| Each         |   | 9.        | Sole Dispositive Power   |    |                   |        |  |  |           |              |  |    |                     |          |  |  |   |      |  |    |                        |           |  |  |           |              |  |     |                          |  |  |  |   |
| Reporting    |   |           | 1,618,717                |    |                   |        |  |  |           |              |  |    |                     |          |  |  |   |      |  |    |                        |           |  |  |           |              |  |     |                          |  |  |  |   |
| Person With: |   | 10.       | Shared Dispositive Power |    |                   |        |  |  |           |              |  |    |                     |          |  |  |   |      |  |    |                        |           |  |  |           |              |  |     |                          |  |  |  |   |
|              |   |           | 0                        |    |                   |        |  |  |           |              |  |    |                     |          |  |  |   |      |  |    |                        |           |  |  |           |              |  |     |                          |  |  |  |   |
| 11.          | Aggregate Amount Beneficially Owned by Each Reporting Person<br><br>1,618,717   |           |                          |    |                   |        |  |  |           |              |  |    |                     |          |  |  |   |      |  |    |                        |           |  |  |           |              |  |     |                          |  |  |  |   |
| 12.          | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o  |           |                          |    |                   |        |  |  |           |              |  |    |                     |          |  |  |   |      |  |    |                        |           |  |  |           |              |  |     |                          |  |  |  |   |
| 13.          | Percent of Class Represented by Amount in Row (11)<br><br>4.82%(1)  |           |                          |    |                   |        |  |  |           |              |  |    |                     |          |  |  |   |      |  |    |                        |           |  |  |           |              |  |     |                          |  |  |  |   |
| 14.          | Type of Reporting Person (See Instructions)   |           |                          |    |                   |        |  |  |           |              |  |    |                     |          |  |  |   |      |  |    |                        |           |  |  |           |              |  |     |                          |  |  |  |   |

CO

(1) This percentage is calculated based upon 33,602,541 shares of the Issuer's Common Stock outstanding as of November 5, 2014 as reported in Issuer's Form 10Q filed on November 6, 2014.

**Explanatory Note:** This Amendment No. 2 to Schedule 13 D (this Amendment No. 1 ) is being filed as an amendment to the initial statement on Schedule 13 D relating to the Common Stock, par value \$0.001 per share, of PTC Therapeutics, Inc., a Delaware corporation (the Issuer ), as filed with the Securities and Exchange Commission (the SEC ) on July 5, 2013 (the original 13D ) and amended by Amendment No. 1 filed October 27, 2014 (the Schedule 13D ).

All capitalized terms not otherwise defined herein shall have the meaning ascribed to the terms in the Original 13D. The Original Schedule 13 D is hereby further amended and remains in full force and effect.

**Item 4. Purpose of Transaction**

The response set forth in Item 4 of Schedule 13D is hereby amended and supplemented by adding the following paragraph at the end of Item 4:

HBM sold an aggregate of 125,000 of Common Stock in open market transactions from October 27, 2014 through October 28, 2014 for gross proceeds of approximately \$4,815,810.30.

**Item 5. Interest in Securities of the Issuer**

(a) (b) As of the date of this filing, HBM directly beneficially owns 1,618,717 shares of Common Stock, which constitutes approximately 4.82% of the Issuer's Common Stock based upon 33,602,541 shares of the Issuer's Common Stock outstanding as of November 5, 2014 as reported in Issuer's Form 10Q filed on November 6, 2014.

(c) The following is a list of the shares sold in multiple open market transactions.

| Entity                                   | Date of Transaction | Number of Shares Sold | Price Per Share |
|--|---------------------|-----------------------|-----------------|
| HBM Healthcare Investments (Cayman) Ltd. | October 27, 2014    | 10,000                | \$36.7749       |

|   |                  |        |           |
|---|------------------|--------|-----------|
| HBM Healthcare Investments<br>(Cayman) Ltd. | October 27, 2014 | 20,000 | \$37.0729 |
| HBM Healthcare Investments<br>(Cayman) Ltd. | October 28, 2014 | 25,000 | \$39.0801 |
| HBM Healthcare Investments<br>(Cayman) Ltd. | October 28, 2014 | 25,000 | \$39.2653 |
| HBM Healthcare Investments<br>(Cayman) Ltd. | October 28, 2014 | 15,000 | \$39.1078 |
| HBM Healthcare Investments<br>(Cayman) Ltd. | October 28, 2014 | 15,000 | \$38.0263 |
| HBM Healthcare Investments<br>(Cayman) Ltd. | October 28, 2014 | 15,000 | \$40.0468 |

(d) Not apply.

(e) This statement is being filed to report that as of October 28, 2014, HBM ceased to be a beneficial owner of more than five percent of Issuer's Common Stock.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: November 12, 2014

**HBM HEALTHCARE INVESTMENTS (CAYMAN) LTD.**

By: /s/ Jean-Marc Lesieur  
Name: Jean-Marc Lesieur  
Title: Director