

PTC THERAPEUTICS, INC.
Form 4
May 11, 2015

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
SCHMERTZLER MICHAEL

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)
1300 VALLEY ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/07/2015

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

NEW CANAAN, CT 06840
(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 Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock					26,766 ⁽¹⁾	D		
Common Stock	05/07/2015		J ⁽²⁾		1,125,722	D	\$ 0 4,569 ⁽³⁾	See footnote ⁽³⁾
Common Stock	05/11/2015		J ⁽⁴⁾		848	D	⁽⁴⁾ 3,721 ⁽⁵⁾	See footnote ⁽⁵⁾
Common Stock							1,320,369	See footnote ⁽⁶⁾

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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. Price or Amount of Derivative Security (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 51					01/02/2016	01/01/2025	Common Stock	24,000
Stock Option (Right to Buy)	\$ 27.05					01/28/2015	01/27/2024	Common Stock	20,000
Stock Option (Right to Buy)	\$ 10.85					<u>(7)</u>	05/15/2023	Common Stock	60,000
Stock Option (Right to Buy)	\$ 218.4					<u>(8)</u>	01/10/2022	Common Stock	276
Stock Option (Right to Buy)	\$ 490.8					<u>(8)</u>	04/27/2021	Common Stock	276
Stock Option (Right to Buy)	\$ 1,149.6					<u>(8)</u>	02/02/2020	Common Stock	216
	\$ 508.8					<u>(8)</u>	10/07/2019		266

Stock Option (Right to Buy)				Common Stock	
Stock Option (Right to Buy)	\$ 735.6	(8)	01/25/2018	Common Stock	166
Stock Option (Right to Buy)	\$ 735.6	(8)	07/14/2018	Common Stock	83
Stock Option (Right to Buy)	\$ 626.4	(8)	04/18/2017	Common Stock	125
Stock Option (Right to Buy)	\$ 392.4	(8)	03/01/2016	Common Stock	90

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHMERTZLER MICHAEL 1300 VALLEY ROAD NEW CANAAN, CT 06840	X			

Signatures

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

05/11/2015

__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) Represents 26,766 shares of common stock of the Issuer ("common stock") directly held by the reporting person.

Represents final distributions in kind, without consideration to the applicable limited partners, of common stock of the Issuer effected by Credit Suisse First Boston Equity Partners (Bermuda), L.P. (879,798 shares) and Credit Suisse First Boston Equity Partners, L.P. (245,924 shares). The shares of common stock distributed were initially received by these funds upon the automatic conversion of preferred stock at the time of the Issuer's initial public offering in June 2013. The reporting person is a managing director of Aries Advisors, LLC, the sub-advisor to Credit Suisse First Boston Equity Partners, L.P. The reporting person disclaims beneficial ownership of the distributed shares of common stock except to the extent of his pecuniary interest therein.

(3) Consists of (i) 3,487 shares of common stock held by EMA Private Equity Fund 1999 LP; (ii) 848 shares of common stock held by Credit Suisse First Boston U S Executive Advisors LP; and (iii) 234 shares of common stock held by Credit Suisse First Boston Finders and Screeners LP. The reporting person disclaims beneficial ownership of the shares of common stock held by these entities.

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- Represents dispositions pursuant to Rule 144 of 848 shares of common stock at a weighted average price of \$55.6807 per share by Credit Suisse First Boston U S Executive Advisors LP. Although included in the reporting person's prior ownership reports, the reporting person disclaims beneficial ownership of the disposed securities.
- (4)

- Consists of (i) 3,487 shares of common stock held by EMA Private Equity Fund 1999 LP; and (ii) 234 shares of common stock held by Credit Suisse First Boston Finders and Screeners LP. The reporting person disclaims beneficial ownership of the shares of common stock held by these entities.
- (5)

- Represents shares of common stock held by Section Six Partners, L.P. The reporting person is a general and limited partner of, and trustee of certain family trusts holding interests in, Section Six Partners, L.P. The reporting person disclaims beneficial ownership of the shares of common stock held by Section Six Partners, L.P. except to the extent of his pecuniary interest therein.
- (6)

- This option was granted on May 15, 2013 and vests over three years, with 8.33% of the shares underlying the option vested 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.
- (7)

- (8) Currently exercisable.

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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