

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| 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).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| | | |
|--|---|--|
| <div>1. Name and Address of Reporting Person*</div> <div><u>Rothera Mark</u></div> <div>(Last) (First) (Middle)</div> <div><u>C/O PTC THERAPEUTICS, INC.</u></div> <div><u>100 CORPORATE COURT</u></div> <div>(Street)</div> <div><u>SOUTH PLAINFIELD NJ 07080</u></div> <div>(City) (State) (Zip)</div> | <div>2. Issuer Name and Ticker or Trading Symbol</div> <div><u>PTC THERAPEUTICS, INC. [PTCT]</u></div> <div>3. Date of Earliest Transaction (Month/Day/Year)</div> <div><u>05/24/2017</u></div> <div>4. If Amendment, Date of Original Filed (Month/Day/Year)</div> | <div>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</div> <div><div>X</div>Director10% Owner</div> <div>Officer (give title below)Other (specify below)</div> <div><u>Chief Commercial Officer</u></div> <div>6. Individual or Joint/Group Filing (Check Applicable Line)</div> <div><div>X</div>Form filed by One Reporting Person</div> <div>Form filed by More than One Reporting Person</div> |
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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 | 05/24/2017 | | M | | 2,000 | A | \$10.85 | 33,739 | D | |
| Common Stock | | | | | | | | 9,216 | I | By Trust ⁽¹⁾ |

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 Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-------|--|-----------------|---|----------------------------|--|--|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Stock Option (Right To Buy) | \$10.85 | 05/24/2017 | | M | | | 2,000 | (2)05/15/2023 | | Common Stock | 2,000 | \$0 | 6,125 | D | |
| Stock Option (Right To Buy) | \$10.85 | | | | | | | (3)05/15/2023 | | Common Stock | 69,227 | | 69,227 | D | |
| Stock Option (Right To Buy) | \$27.05 | | | | | | | (4)01/27/2024 | | Common Stock | 65,000 | | 65,000 | D | |
| Stock Option (Right To Buy) | \$51 | | | | | | | (5)01/01/2025 | | Common Stock | 69,550 | | 69,550 | D | |
| Stock Option (Right To Buy) | \$30.86 | | | | | | | (6)01/03/2026 | | Common Stock | 70,000 | | 70,000 | D | |
| Stock Option (Right To Buy) | \$11.23 | | | | | | | (7)01/02/2027 | | Common Stock | 56,000 | | 56,000 | D | |

Explanation of Responses:

1. This transaction involved a bona fide gift of securities by the reporting person to a trust of which the reporting person's spouse is a beneficiary.
2. This option was granted on May 15, 2013 and vests as follows: 25% of the shares underlying the option vested on December 31, 2013 and an additional 2.083% of the original number of shares underlying the option vesting monthly thereafter beginning on January 31, 2014.
3. This option was granted on May 15, 2013 and vests over four years, with 25% of the shares underlying the option vested on May 15, 2014 and an additional 2.083% of the original number of shares underlying the option vesting monthly thereafter beginning on June 15, 2014.
4. This option was granted on January 28, 2014, and vests over four years, with 25% of the shares underlying the option vested on January 1, 2015, 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 1, 2015.
5. This option was granted on January 2, 2015, and vests over four years, with 25% of the shares underlying the option vesting on January 1, 2016, 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 1, 2016.
6. 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.
7. 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.

Remarks:

Avraham S. Adler, attorney-in-fact

05/25/2017

** Signature of Reporting Person

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

LIMITED POWER OF ATTORNEY FOR SECTION 16 REPORTING OBLIGATIONS

Know all by these presents, that the undersigned hereby makes, constitutes and appoints each of Donald Mankoff, Mark Boulding, Colleen Diver Johnson, Avraham Adler ;
(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of PTC Therapeutics, Inc. (the "Company"), Forms 3,
(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to prepare, complete and execute any such Form 3, 4,
(3) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information regarding transactions in the Company's securities from any 1
(4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney in fact, may be of benefit to, in the be:
The undersigned hereby grants to each such attorney in fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, c
This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's
IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 25th day of May, 2017.

/s/Mark Rothera
Signature

Mark Rothera
Print Name