

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person* <u>SCHMERTZLER MICHAEL</u>			2. Issuer Name and Ticker or Trading Symbol <u>PTC THERAPEUTICS, INC. [PTCT]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>01/29/2013</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
1300 VALLEY ROAD			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	<u>NEW CANAAN CT</u>	<u>06840</u>						
(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/25/2013		C		276,853	A	(1)	276,853	I	See footnotes ^{(2),(20)}
Common Stock	06/25/2013		C		1,980,029	A	(1)	2,256,882	I	See footnotes ^{(3),(20)}

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				
8% Convertible Promissory Notes	(4)	01/29/2013		P		\$443,060.68		(4)	(4)	Series Four Senior Preferred Stock ⁽⁴⁾	(4)	(4)	\$443,060.68	I	See footnotes ⁽⁵⁾⁽²⁰⁾
Warrant (right to purchase)	\$0.01	01/29/2013		P		114,131		01/29/2014	01/29/2020	Series One Preferred Stock	114,131	\$0.01	114,131	I	See footnotes ⁽⁶⁾⁽²⁰⁾
Warrant (right to purchase)	\$0.01	01/29/2013		P		445,828		01/29/2014	01/29/2020	Series Two Preferred Stock	445,828	\$0.01	445,828	I	See footnotes ⁽⁷⁾⁽²⁰⁾
8% Convertible Promissory Notes	(4)	02/15/2013		P		\$886,120.96		(4)	(4)	Series Four Senior Preferred Stock ⁽⁴⁾	(4)	(4)	\$1,329,181.64	I	See footnotes ⁽⁸⁾⁽²⁰⁾
Series Four Senior Preferred Stock	(1)	03/07/2013		P		165,464		(1)	(1)	Common Stock	165,464	\$12	165,464	I	See footnotes ⁽⁹⁾⁽²⁰⁾
8% Convertible Promissory Notes	(4)	03/07/2013		C		\$1,336,658.84		(4)	(4)	Series Four Senior Preferred Stock	111,389	(4)	0	I	See footnotes ⁽¹⁰⁾⁽²⁰⁾
Series Four Senior Preferred Stock	(1)	03/07/2013		C		111,389		(1)	(1)	Common Stock	111,389	(1)	276,853	I	See footnotes ⁽¹⁰⁾⁽²⁰⁾
Series One Preferred Stock	(11)	03/07/2013		J ⁽¹¹⁾		328,604		(11)	(11)	Common Stock	328,604	(11)	0	I	See footnotes ⁽¹²⁾⁽²⁰⁾
Series One Preferred Stock	(11)	03/07/2013		J ⁽¹¹⁾		1,177,496		(11)	(11)	Series Five Junior Preferred Stock	1,177,496	(11)	1,177,496	I	See footnotes ⁽¹³⁾⁽²⁰⁾
Series Two Preferred Stock	(14)	03/07/2013		J ⁽¹⁴⁾		2,706,450		(14)	(14)	Common Stock	2,706,450	(14)	0	I	See footnotes ⁽¹⁵⁾⁽²⁰⁾
Series Two Preferred Stock	(14)	03/07/2013		J ⁽¹⁴⁾		338,304		(14)	(14)	Series Five Junior Preferred Stock	338,304	(14)	338,304	I	See footnotes ⁽¹⁶⁾⁽²⁰⁾
Series One Preferred Stock	(11)	03/07/2013		J ⁽¹¹⁾		1,177,496		(11)	(11)	Series Five Junior Preferred Stock	1,177,496	(11)	0	I	See footnotes ⁽¹³⁾⁽²⁰⁾

**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				
Series Two Preferred Stock	(14)	03/07/2013		J ⁽¹⁴⁾			338,304	(14)	(14)	Series Five Junior Preferred Stock	338,304	(14)	0	I	See footnotes ⁽¹⁶⁾⁽²⁰⁾
Series Five Junior Preferred Stock	(1)	03/07/2013		J ⁽¹¹⁾⁽¹⁴⁾			1,515,800	(1)	(1)	Common Stock	1,515,800	(1)	1,515,800	I	See footnote ⁽¹⁷⁾⁽²⁰⁾
Warrant (right to purchase)	\$0.01	03/07/2013		J ⁽¹¹⁾			114,131	01/29/2014	01/29/2020	Series One Preferred Stock	114,131	(11)	0	I	See footnotes ⁽¹⁸⁾⁽²⁰⁾
Warrant (right to purchase)	\$0.0028	03/07/2013		J ⁽¹¹⁾			408,969	01/29/2014	01/29/2020	Series Five Junior Preferred Stock	408,969	\$0.0028	408,969	I	See footnotes ⁽¹⁸⁾⁽²⁰⁾
Warrant (right to purchase)	\$0.0028	03/07/2013		S ⁽¹⁸⁾			96	01/29/2014	01/29/2020	Series Five Junior Preferred Stock	96	\$0.0028	408,873	I	See footnotes ⁽¹⁸⁾⁽²⁰⁾
Warrant (right to purchase)	\$0.0028	03/07/2013		C			408,873	01/29/2014	01/29/2020	Series Five Junior Preferred Stock	408,873	\$0.0028	0	I	See footnotes ⁽¹⁸⁾⁽²⁰⁾
Series Five Junior Preferred Stock	(1)	03/07/2013		C			408,873	(1)	(1)	Common Stock	408,873	(1)	1,924,673	I	See footnotes ⁽¹⁸⁾⁽²⁰⁾
Warrant (right to purchase)	\$0.01	03/07/2013		J ⁽¹⁴⁾			445,828	01/29/2014	01/29/2020	Series Two Preferred Stock	445,828	(14)	445,828	I	See footnotes ⁽¹⁹⁾⁽²⁰⁾
Warrant (right to purchase)	\$0.08	03/07/2013		J ⁽¹⁴⁾			55,728	01/29/2014	01/29/2020	Series Five Junior Preferred Stock	55,728	\$0.08	55,728	I	See footnotes ⁽¹⁹⁾⁽²⁰⁾
Warrant (right to purchase)	\$0.08	03/07/2013		S ⁽¹⁹⁾			372	01/29/2014	01/29/2020	Series Five Junior Preferred Stock	372	\$0.08	55,356	I	See footnotes ⁽¹⁹⁾⁽²⁰⁾
Warrant (right to purchase)	\$0.08	03/07/2013		C			55,356	01/29/2014	01/29/2020	Series Five Junior Preferred Stock	55,356	\$0.08	0	I	See footnotes ⁽¹⁹⁾⁽²⁰⁾
Series Five Junior Preferred Stock	(1)	03/07/2013		C			55,356	(1)	(1)	Common Stock	55,356	(1)	1,980,029	I	See footnotes ⁽¹⁹⁾⁽²⁰⁾
Series Four Senior Preferred Stock	(1)	06/25/2013		C			276,853	(1)	(1)	Common Stock	276,853	(1)	0	I	See footnotes ⁽²⁾⁽²⁰⁾
Series Five Junior Preferred Stock	(1)	06/25/2013		C			1,980,029	(1)	(1)	Common Stock	1,980,029	(1)	0	I	See footnotes ⁽¹²⁾⁽²⁰⁾

Explanation of Responses:

- Each share of Series Four Senior Preferred Stock and each share of Senior Five Junior 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 and the Series Five Junior Preferred Stock had no expiration date.
- Consists of (a) 216,209 shares held by Credit Suisse First Boston Equity Partners, L.P.; (b) 60,436 shares held by Credit Suisse First Boston Equity Partners (Bermuda), L.P.; and (c) 208 shares held by Credit Suisse First Boston U.S. Executive Advisors, L.P.
- Consists of (a) 1,543,400 shares held by Credit Suisse First Boston Equity Partners, L.P.; (b) 431,419 shares held by Credit Suisse First Boston Equity Partners (Bermuda), L.P.; (c) 1,489 shares held by Credit Suisse First Boston U.S. Executive Advisors, L.P.; and (d) 3,487 shares held by EMA Private Equity Fund 1999, L.P.; and (e) 234 shares held by Credit Suisse First Boston Finders & Screeners, L.P.
- The convertible promissory notes issued as part of PTC Therapeutics, Inc.'s bridge financing in January and February 2013 were (1) payable upon demand of the holders at any time on or after the first anniversary of the date of issuance and (2) convertible into shares of the same class and series of capital stock of PTC Therapeutics, Inc. issued to other investors in the next qualified financing (with gross proceeds of at least \$20 million) at a conversion price equal to the price per share paid by other investors in such financing.
- Consists of (i) \$346,007.86 principal amount of notes held by Credit Suisse First Boston Equity Partners, L.P.; (ii) \$96,717.91 principal amount of notes held by Credit Suisse First Boston Equity Partners (Bermuda), L.P.; and (iii) \$334.71 principal amount of notes held by Credit Suisse First Boston U.S. Executive Advisors, L.P.
- Consists of (i) 89,131 warrants held by Credit Suisse First Boston Equity Partners, L.P.; (ii) 24,914 warrants held by Credit Suisse First Boston Equity Partners (Bermuda), L.P.; and (iii) 86 warrants held by Credit Suisse First Boston U.S. Executive Advisors, L.P.
- Consists of (i) 348,170 series two warrants held by Credit Suisse First Boston Equity Partners, L.P.; (ii) 97,322 series two warrants held by Credit Suisse First Boston Equity Partners (Bermuda), L.P.; and (iii) 336 series two warrants held by Credit Suisse First Boston U.S. Executive Advisors, L.P.
- Consists of (i) \$692,015.72 principal amount of notes held by Credit Suisse First Boston Equity Partners, L.P.; (ii) \$193,453.82 principal amount of notes held by Credit Suisse First Boston Equity Partners (Bermuda), L.P.; and (iii) \$669.42 principal amount of notes held by Credit Suisse First Boston U.S. Executive Advisors, L.P.
- Consists of (i) 129,220 shares purchased by Credit Suisse First Boston Equity Partners, L.P.; (ii) 36,120 shares purchased by Credit Suisse First Boston Equity Partners (Bermuda), L.P.; and (iii) 124 shares purchased by Credit Suisse First Boston U.S. Executive Advisors, L.P.
- Consists of (i) 86,989 shares issued upon conversion of convertible promissory notes held by Credit Suisse First Boston Equity Partners, L.P.; (ii) 24,316 shares issued upon conversion of convertible promissory notes held by Credit Suisse First Boston Equity Partners (Bermuda), L.P.; and (iii) 84 shares issued upon conversion of convertible promissory notes held by Credit Suisse First Boston U.S. Executive Advisors, L.P.
- In connection with a recapitalization and reverse stock split that occurred on March 7, 2013, each share of Series One Preferred Stock converted automatically into a number of shares of Series Five Junior Preferred Stock equal to a fraction, the numerator of which was 430 and the denominator of which was 120, without payment of further consideration. Series One Preferred Stock warrants were automatically adjusted to be exercisable into shares of Series Five Junior Preferred Stock at the applicable conversion ratio. The Series One Preferred Stock had no expiration date.
- Consists of (i) 256,623 shares held by Credit Suisse First Boston Equity Partners, L.P.; (ii) 71,733 shares held by Credit Suisse First Boston Equity Partners (Bermuda), L.P.; and (iii) 248 shares held by Credit Suisse First Boston U.S. Executive Advisors, L.P.
- Consists of (i) 919,565 shares issued upon reclassification held by Credit Suisse First Boston Equity Partners, L.P.; (ii) 257,043 shares issued upon reclassification held by Credit Suisse First Boston Equity Partners (Bermuda), L.P.; and (iii) 888 shares issued upon reclassification held by Credit Suisse First Boston U.S. Executive Advisors, L.P.
- In connection with a recapitalization and reverse stock split that occurred on March 7, 2013, each share of Series Two Preferred Stock converted automatically into a number of shares of Series Five Junior Preferred Stock equal to a fraction, the numerator of which was 15 and the denominator of which was 120, without payment of further consideration. Series Two Preferred Stock warrants were automatically adjusted to be exercisable into shares of Series Five Junior Preferred Stock at the applicable conversion ratio. The Series Two Preferred Stock had no expiration date.
- Consists of (i) 2,090,351 shares held by Credit Suisse First Boston Equity Partners, L.P.; (ii) 584,305 shares held by Credit Suisse First Boston Equity Partners (Bermuda), L.P.; (iii) 2,019 shares held by Credit Suisse First Boston U.S. Executive Advisors, L.P.

