

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

| OMB APPROVAL                                 |           |
|--|-----------|
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|   |   |   |
|---|---|---|
| 1. Name and Address of Reporting Person *<br><u>Utter Christine Marie</u><br><br>(Last) (First) (Middle)<br><u>C/O PTC THERAPEUTICS, INC.</u><br><u>100 CORPORATE COURT</u><br><br>(Street)<br><u>SOUTH</u> <u>NJ</u> <u>07080</u><br><u>PLAINFIELD</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>PTC THERAPEUTICS, INC.</u> [ <u>PTCT</u> ]<br><br>3. Date of Earliest Transaction (Month/Day/Year)<br><u>06/02/2017</u><br><br>4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><br><u>Principal Financial Officer</u><br><br>6. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><br>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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price |   |  |   |
| Common Stock                    |                                      |  |                                |   |   |            |       | 5,297   | D  |   |

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)                | \$13.1   | 06/02/2017                           |  | A                              |   | 25,000   |     | (1)  | 06/02/2027      | Common Stock  | 25,000                     | \$0  | 25,000   | D   |  |
| Stock Option (Right To Buy)                | \$490.8  |                                      |  |                                |   |  |     | (2)  | 04/27/2021      | Common Stock  | 74                         |  | 74   | D   |  |
| Stock Option (Right To Buy)                | \$218.4  |                                      |  |                                |   |  |     | (2)  | 01/10/2022      | Common Stock  | 21                         |  | 21   | D   |  |
| Stock Option (Right To Buy)                | \$10.85  |                                      |  |                                |   |  |     | (2)  | 05/15/2023      | Common Stock  | 1,150                      |  | 1,150  | D   |  |
| Stock Option (Right To Buy)                | \$27.05  |                                      |  |                                |   |  |     | (3)  | 01/28/2024      | Common Stock  | 3,369                      |  | 3,369  | D   |  |
| Stock Option (Right To Buy)                | \$40.45  |                                      |  |                                |   |  |     | (4)  | 09/23/2024      | Common Stock  | 4,688                      |  | 4,688  | D   |  |
| Stock Option (Right To Buy)                | \$51   |                                      |  |                                |   |  |     | (5)  | 01/02/2025      | Common Stock  | 17,800                     |  | 17,800   | D   |  |
| Stock Option (Right To Buy)                | \$30.86  |                                      |  |                                |   |  |     | (6)  | 01/03/2026      | Common Stock  | 11,000                     |  | 11,000   | D   |  |
| Stock Option (Right To Buy)                | \$11.23  |                                      |  |                                |   |  |     | (7)  | 01/02/2027      | Common Stock  | 12,600                     |  | 12,600   | D   |  |

Explanation of Responses:

1. This option was granted on June 2, 2017, and vests over two years, with 50% of the shares underlying the option vesting on June 2, 2018, and an additional 12.5% of the original number of shares underlying the option vesting at the end of each successive three-month period thereafter, beginning on September 2, 2018.

2. Currently exercisable.
3. This option was granted on January 28, 2014 and vests over four years, with 25% of the shares underlying the option vested on January 28, 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 28, 2015.
4. This option was granted on September 23, 2014 and vests over four years, with 25% of the shares underlying the option vested on September 23, 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 December 23, 2015.
5. This option was granted on January 2, 2015 and vests over four years, with 25% of the shares underlying the option vested on January 2, 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 2, 2016.
6. This option was granted on January 4, 2016 and vests over four years, with 25% of the shares underlying the option vested 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 06/06/2017

\*\* 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.

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