FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

| Washington, | D.C. | 20549 | |
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| | | | |

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| | OMB APPROVAL | | | | | | | | | |
|------|------------------|-----------|--|--|--|--|--|--|--|--|
| ОМІ | 3 Number: | 3235-0287 | | | | | | | | |
| Esti | mated average bu | rden | | | | | | | | |
| | s per response: | 0.5 | | | | | | | | |

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>ALDRICH RICHARD</u> | | | | | | 2. Issuer Name and Ticker or Trading Symbol PTC THERAPEUTICS, INC. [PTCT] | | | | | | | (Che | eck all applicated Director | , | | 10% Owner | | | |
| (Last) 1365 MA | (F AIN STREE | First) CT | | | 3. Date of Earliest Transaction (Month/Day/Year) 03/07/2013 | | | | | | | | Officer (g below) | give title | | Other (s | specify | | | |
| (Street) | AM N | 1A | 02451 | | 4 | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | 'ear) | | Individual or Joint/Group Filing (Check Applicable Line X Form filed by One Reporting Person Form filed by More than One Reporting Persol | | | | | | |
| (City) | (5 | State) | (Zip) | | | | | | | | | | | | | | | | | |
| | | - | Γable I - No | n-Deri | ivat | ive S | Securiti | es Acq | uired, | Dis | posed of, | or Bene | ficially | 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 a | | | and 5) Securities Beneficiall Owned Fo | | 6. Own Form: I (D) or I (I) (Inst | Direct I ndirect I r. 4) (| 7. Nature of Indirect Beneficial Ownership | | | | | |
| | | | | | | | | Code | v | Amount (A) or (D) | | Price | Reported Transaction(s) (Instr. 3 and 4) | | | | Instr. 4) | | | |
| Common | nmon Stock | | | 06/2 | 5/20 | 2013 C 583,333 A | | (1) | 583,333 | | | | See Footnote ⁽²⁾ | | | | | | | |
| Common | Stock | | | 06/2 | 5/20 | 013 | | | P | | 466,667 | A | \$15 | 15 1,050,000 I | | | See Footnote ⁽²⁾ | | | |
| Common | Common Stock | | 06/2 | 5/20 | 5/2013 | | | P | | 300,000 | 300,000 A | | 300,000 | | 1 1 1 | | See Footnote ⁽³⁾ | | | |
| | | | Table II - | | | | | | , | | osed of, o convertible | | - | Owned | | , | | • | | |
| 1. Title of Derivative Security (Instr. 3) | Conversion Date Execution I or Exercise (Month/Day/Year) if any | | 3A. Deemed Execution Dat if any (Month/Day/Ye | Code (Instr. | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exerc Expiration Da (Month/Day/Y | | ate of Securities | | es J Security | 8. Price of Derivative Security (Instr. 5) | 9. Num derivati Securit Benefic Owned Followi | tive ties cially d ing | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | Beneficial Ownership (Instr. 4) | | | |
| | | | | | | | | | | | | | Amount or | 1 | Reporte Transa (Instr. 4 | ction(s) | | | | |
| | | | | Co | de | v | (A) | (D) | Date Exercis | sable | Expiration Date | Title | Number of Shares | s | | | | | | |
| Series Four Senior Preferred Stock | (1) | 03/07/2013 | | P | | | 583,333 | | (1) |) | (1) | Common stock | 583,333 | \$12 | 583,333 | | I | See Footnote ⁽²⁾ | | |
| Stock Option (right to buy) | \$10.85 | 05/15/2013 | | P | , | | 20,000 | | (4) |) | 05/15/2023 | Common stock | 20,000 | \$10.85 | 20, | 000 | D | | | |
| Series Four Senior Preferred Stock | (1) | 06/25/2013 | | C | | | | 583,333 | (1) |) | (1) | Common stock | 583,333 | (1) | (| 0 | I | See Footnote ⁽²⁾ | | |

Explanation of Responses:

- 1. Each share of Series Four Senior 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 had no expiration date
- 2. Shares held by Longwood Fund LP. The managing members of Longwood Fund LP, including Mr. Aldrich, share voting and investment power with respect to such shares. Mr. Aldrich disclaims beneficial ownership of the shares held by Longwood Fund LP except to the extent of any pecuniary interest therein.
- 3. Shares held by RA Capital Biotech Fund LP. The managing members of RA Capital Biotech Fund LP, including Mr. Aldrich, share voting and investment power with respect to such shares. Mr. Aldrich disclaims beneficial ownership of the shares held by RA Capital Biotech Fund LP except to the extent of any pecuniary interest therein.
- 4. This option was granted on May 15, 2013 and vests over three years, with 8.33% of the shares underlying the option vesting 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.

/s/ Mark E. Boulding, attorney-06/27/2013 in-fact

** 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.