

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM S-8

**REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933**

PTC Therapeutics, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation
or Organization)

04-3416587

(I.R.S. Employer
Identification No.)

**100 Corporate Court
South Plainfield, New Jersey**

(Address of Principal Executive Offices)

07080

(Zip Code)

**2013 Long Term Incentive Plan
Inducement Stock Option Awards (January 2017 – December 2017)**
(Full Title of the Plan)

Stuart W. Peltz, Ph.D.

Chief Executive Officer

PTC Therapeutics, Inc.

100 Corporate Court

South Plainfield, New Jersey

(Name and Address of Agent For Service)

(908) 222-7000

(Telephone Number, Including Area Code, of Agent For Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b of the Exchange Act.

Large accelerated filer ☐

Accelerated filer ☒

Non-accelerated filer ☐

Smaller reporting company ☐

(Do not check if a smaller reporting company)

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$0.001 par value per share	1,664,295 shares (2)	\$16.94 (4)	\$28,193,157.30 (4)	\$3,510.05
Common Stock, \$0.001 par value per share	4,000 shares (3)	\$14.29 (5)	\$57,160.00 (5)	\$7.12
Common Stock, \$0.001 par value per share	20,900 shares (3)	\$13.50 (5)	\$282,150.00 (5)	\$35.13
Common Stock, \$0.001 par value per share	19,600 shares (3)	\$13.53 (5)	\$265,188.00 (5)	\$33.02
Common Stock, \$0.001 par value per share	5,000 shares (3)	\$13.18 (5)	\$65,900.00 (5)	\$8.20
Common Stock, \$0.001 par value per share	1,400 shares (3)	\$10.22 (5)	\$14,308.00 (5)	\$1.78
Common Stock, \$0.001 par value per share	162,400 shares (3)	\$11.37 (5)	\$1,846,488.00 (5)	\$229.89
Common Stock, \$0.001 par value per share	25,000 shares (3)	\$11.58 (5)	\$289,500.00 (5)	\$36.04
Common Stock, \$0.001 par value per share	19,000 shares (3)	\$12.17 (5)	\$231,230.00 (5)	\$28.79
Common Stock, \$0.001 par value per share	46,500 shares (3)	\$12.92 (5)	\$600,780.00 (5)	\$74.80
Common Stock, \$0.001 par value per share	10,000 shares (3)	\$12.54 (5)	\$125,400.00 (5)	\$15.61
Common Stock, \$0.001 par value per share	13,500 shares (3)	\$12.62 (5)	\$170,370.00 (5)	\$21.21
Common Stock, \$0.001 par value per share	11,500 shares (3)	\$13.55 (5)	\$155,825.00 (5)	\$19.40
Common Stock, \$0.001 par value per share	11,000 shares (3)	\$16.61 (5)	\$182,710.00 (5)	\$22.75
Common Stock, \$0.001 par value per share	74,750 shares (3)	\$17.85 (5)	\$1,334,287.50 (5)	\$166.12
Common Stock, \$0.001 par value per share	27,000 shares (3)	\$19.91 (5)	\$537,570.00 (5)	\$66.93

Common Stock, \$0.001 par value per share	4,000 shares (3)	\$18.69 (5)	\$74,760.00 (5)	\$9.31
Common Stock, \$0.001 par value per share	26,500 shares (3)	\$20.41 (5)	\$540,865.00 (5)	\$67.34
Common Stock, \$0.001 par value per share	3,500 shares (3)	\$19.51 (5)	\$68,285.00 (5)	\$8.50
Common Stock, \$0.001 par value per share	2,500 shares (3)	\$20.89 (5)	\$52,225.00 (5)	\$6.50
Common Stock, \$0.001 par value per share	14,000 shares (3)	\$16.99 (5)	\$237,860.00 (5)	\$29.61
Common Stock, \$0.001 par value per share	6,000 shares (3)	\$18.25 (5)	\$109,500.00 (5)	\$13.63
Common Stock, \$0.001 par value per share	5,000 shares (3)	\$17.77 (5)	\$88,850.00 (5)	\$11.06
Common Stock, \$0.001 par value per share	36,500 shares (3)	\$15.14 (5)	\$552,610.00 (5)	\$68.80
Common Stock, \$0.001 par value per share	25,000 shares (3)	\$15.73 (5)	\$393,250.00 (5)	\$48.96
Common Stock, \$0.001 par value per share	10,000 shares (3)	\$16.25 (5)	\$162,500.00 (5)	\$20.23

- (1) In accordance with Rule 416 under the Securities Act of 1933, as amended, this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Reflects 1,664,354 shares added to the 2013 Long Term Incentive Plan as of January 1, 2018, pursuant to such plan's evergreen provision.
- (3) Consists of shares issuable under new hire inducement stock option awards granted between January 9, 2017 and December 11, 2017 in accordance with NASDAQ Listing Rule 5635(c)(4).
- (4) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457 (h) of the Securities Act of 1933, as amended. The price per share and aggregate offering price are calculated on the basis of \$16.94, the average of the high and low sale price of the Registrant's Common Stock on the NASDAQ Global Select Market on December 29, 2017, in accordance with Rule 457(c) under the Securities Act of 1933, as amended.
- (5) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) of the Securities Act of 1933, as amended. The price per share and aggregate offering price are calculated on the basis of the exercise price of the options outstanding under the applicable inducement stock option award.

PART I
INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information.

The information required by Item 1 is included in documents sent or given to participants in the plans covered by this registration statement pursuant to Rule 428(b)(1) of the Securities Act of 1933, as amended (the “Securities Act”).

Item 2. Registrant Information and Employee Plan Annual Information.

The written statement required by Item 2 is included in documents sent or given to participants in the plans covered by this registration statement pursuant to Rule 428(b)(1) of the Securities Act.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The registrant is subject to the informational and reporting requirements of Sections 13(a), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and in accordance therewith files reports, proxy statements and other information with the Securities and Exchange Commission (the “Commission”). The following documents, which are on file with the Commission, are incorporated in this registration statement by reference:

(a) The registrant’s latest annual report filed pursuant to Section 13(a) or 15(d) of the Exchange Act or the latest prospectus filed pursuant to Rule 424(b) under the Securities Act that contains audited financial statements for the registrant’s latest fiscal year for which such statements have been filed.

(b) All other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the document referred to in (a) above.

(c) The description of the securities contained in the registrant’s registration statement on Form 8-A filed under the Exchange Act, including any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be part hereof from the date of the filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this registration statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Section 102 of the Delaware General Corporation Law permits a corporation to eliminate the personal liability of its directors or its stockholders for monetary damages for a breach of fiduciary duty as a director, except where the director breached his or her duty of loyalty, failed to act in good faith, engaged in intentional misconduct or knowingly violated a law, authorized the payment of a dividend or approved a stock repurchase in violation of Delaware corporate law or obtained an improper personal benefit. The registrant's certificate of incorporation provides that no director shall be personally liable to the registrant or its stockholders for monetary damages for any breach of fiduciary duty as a director, notwithstanding any provision of law imposing such liability, except to the extent that the Delaware General Corporation Law prohibits the elimination or limitation of liability of directors for breaches of fiduciary duty.

Section 145 of the Delaware General Corporation Law provides that a corporation has the power to indemnify a director, officer, employee or agent of the corporation and certain other persons serving at the request of the corporation in related capacities against expenses (including attorneys' fees), judgments, fines and amounts paid in settlements actually and reasonably incurred by the person in connection with an action, suit or proceeding to which he or she is or is threatened to be made a party by reason of such position, if such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, and, in any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful, except that, in the case of actions brought by or in the right of the corporation, no indemnification shall be made with respect to any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery or other adjudicating court determines that, despite the adjudication of liability but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which the Court of Chancery or such other court shall deem proper.

The registrant's certificate of incorporation provides that the registrant will indemnify each person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative (other than an action by or in the right of the registrant) by reason of the fact that he or she is or was, or has agreed to become, a director or officer of the registrant, or is or was serving, or has agreed to serve, at the registrant's request as a director, officer, partner, employee or trustee of, or in a similar capacity with, another corporation, partnership, joint venture, trust or other enterprise (all such persons being referred to as an "Indemnatee"), or by reason of any action alleged to have been taken or omitted in such capacity, against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding and any appeal therefrom, if such Indemnatee acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the registrant's best interests, and, with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful.

The registrant's certificate of incorporation also provides that it will indemnify any Indemnatee who was or is a party to an action or suit by or in the right of the registrant to procure a judgment in the registrant's favor by reason of the fact that the Indemnatee is or was, or has agreed to become, a director or officer of the registrant, or is or was serving, or has agreed to serve, at the registrant's request as a director, officer, partner, employee or trustee or, or in a similar capacity with, another corporation, partnership, joint venture, trust or other enterprise, or by reason of any action alleged to have been taken or omitted in such capacity, against all expenses (including attorneys' fees) and, to the extent permitted by law, amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding, and any appeal therefrom, if the Indemnatee acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the registrant's best interests, except that no indemnification shall be made with respect to any claim, issue or matter as to which such person shall have been adjudged to be liable to the registrant, unless a court determines that, despite such adjudication but in view of all of the circumstances, he or she is entitled to indemnification of such expenses. Notwithstanding the foregoing, to the extent that any Indemnatee has been successful, on the merits or otherwise, he or she will be indemnified by the registrant against all expenses (including attorneys' fees) actually and reasonably incurred by him or her or on his or her behalf in connection therewith. If the registrant does not assume the defense, expenses must be advanced to an Indemnatee under certain circumstances.

The registrant has entered into indemnification agreements with its directors and executive officers. In general, these agreements provide that the registrant will indemnify the director or executive officer to the fullest extent permitted by law for claims arising out of his or her capacity as a director or officer of the registrant or in connection with their service at the registrant's request for another corporation or entity. The indemnification agreements also provide for procedures that will apply in the event that a director or executive officer makes a claim for indemnification and establishes certain presumptions that are favorable to the director or executive officer.

The registrant maintains a general liability insurance policy which covers certain liabilities of its directors and officers arising out of claims based on acts or omissions in their capacities as directors or officers.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

Number	Description
3.1	Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.3 to the Registration Statement on Form S-1, as amended (File No. 333-188657), of the Registrant)
3.2	Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K filed by the Registrant on April 21, 2017)
5.1	Opinion of Wilmer Cutler Pickering Hale and Dorr LLP
23.1	Consent of Wilmer Cutler Pickering Hale and Dorr LLP (included in Exhibit 5.1)
23.2	Consent of Ernst & Young LLP
23.3	Consent of Deloitte & Touche LLP
24.1	Power of attorney (included on the signature pages of this registration statement)
99.1	2013 Long Term Incentive Plan (incorporated by reference to Exhibit 10.10 to the Registration Statement on Form S-1, as amended (File No. 333-188657), of the Registrant)
99.2	Form of Nonqualified Stock Option Agreement Inducement Grant Agreement-2014/2015 (incorporated by reference to Exhibit 10.14 to the Annual Report on Form 10-K filed by the Registrant on March 2, 2015)

Item 9. Undertakings.

1. The undersigned registrant hereby undertakes:
 - (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:
 - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement; *provided, however*, that paragraphs (i) and (ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

2. The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act that is incorporated by reference in the registration statement shall be deemed to be a new registration

statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

3. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in South Plainfield, New Jersey, on this 2nd day of January, 2018.

PTC Therapeutics, Inc.

By: /s/ Stuart W. Peltz
Stuart W. Peltz, Ph.D.
Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of PTC Therapeutics, Inc., hereby severally constitute and appoint Stuart W. Peltz, Ph.D., Christine Utter and Mark E. Boulding, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the registration statement on Form S-8 filed herewith and any and all subsequent amendments to said registration statement, and generally to do all such things in our names and on our behalf in our capacities as officers and directors to enable PTC Therapeutics, Inc. to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said registration statement and any and all amendments thereto.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Stuart W. Peltz</u> Stuart W. Peltz, Ph.D.	Chief Executive Officer and Director (principal executive officer)	January 2, 2018
<u>/s/ Christine Utter</u> Christine Utter	Principal Financial Officer (principal financial and accounting officer)	January 2, 2018
<u>/s/ Michael Schmertzler</u> Michael Schmertzler	Chairman of the Board and Director	January 2, 2018
<u>/s/ Allan Jacobson</u> Allan Jacobson, Ph.D.	Director	January 2, 2018
<u>/s/ David P. Southwell</u> David P. Southwell	Director	January 2, 2018
<u>/s/ Glenn Steele</u> Glenn D. Steele, Jr., M.D., Ph.D.	Director	January 2, 2018
<u>/s/ Dawn Svoronos</u> Dawn Svoronos	Director	January 2, 2018
<u>/s/ Jerome B. Zeldis</u> Jerome B. Zeldis, M.D., Ph.D.	Director	January 2, 2018

INDEX TO EXHIBITS

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WILMERHALE

January 2, 2018

+1 212 230 8800 (t)

+1 212 230 8888 (f)

wilmerhale.com

PTC Therapeutics, Inc.

100 Corporate Court

South Plainfield, New Jersey 07080

Re: 2013 Long Term Incentive Plan; Inducement Stock Option Awards for the Period of January 2017 through December 2017

Ladies and Gentlemen:

We have assisted in the preparation of a Registration Statement on Form S-8 (the “**Registration Statement**”) to be filed with the Securities and Exchange Commission (the “**Commission**”) under the Securities Act of 1933, as amended (the “**Securities Act**”), relating to an aggregate of 2,248,845 shares (the “**Shares**”) of common stock, \$0.001 par value per share (the “**Common Stock**”), of PTC Therapeutics, Inc., a Delaware corporation (the “**Company**”), consisting of (i) an aggregate of 1,664,295 shares of Common Stock issuable under the Company’s 2013 Long Term Incentive Plan (the “**Plan**”) and (ii) 584,550 shares of Common Stock issuable pursuant to nonqualified stock option agreements providing for employee inducement grants between the Company and various employees, which were entered into in connection with the commencement of such employees’ employment with the Company pursuant to Nasdaq Stock Market Rule 5635(c)(4) (the “**Inducement Award Agreements**”).

We have examined the Certificate of Incorporation and Bylaws of the Company, each as amended and restated to date, and originals, or copies certified to our satisfaction, of all pertinent records of the meetings of the directors and stockholders of the Company, the Registration Statement, certificates of representatives of the Company and such other documents relating to the Company as we have deemed material for the purposes of this opinion.

In our examination of the foregoing documents, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, photostatic or other copies, the authenticity of the originals of any such documents and the legal competence of all signatories to such documents.

We assume that the appropriate action will be taken, prior to the offer and sale of the Shares in accordance with the Plan and the Inducement Award Agreements, to register and qualify the Shares for sale under all applicable state securities or “blue sky” laws.

Wilmer Cutler Pickering Hale and Dorr LLP, 7 World Trade Center, 250 Greenwich Street, New York, New York 10007

Beijing Berlin Boston Brussels Denver Frankfurt London Los Angeles New York Palo Alto Washington

We express no opinion herein as to the laws of any state or jurisdiction other than the state laws of the State of New York, the General Corporation Law of the State of Delaware and the federal laws of the United States of America.

It is understood that this opinion is to be used only in connection with the offer and sale of the Shares while the Registration Statement is in effect.

Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized for issuance and, when the Shares are issued and paid for in accordance with the terms and conditions of the Plan or the Inducement Award Agreements, as applicable, the Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion with the Commission in connection with the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act. In giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

WILMER CUTLER PICKERING
HALE AND DORR LLP

By: /s/ Brian A. Johnson
Brian A. Johnson, a Partner

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2013 Long Term Incentive Plan and the Inducement Stock Option Awards (January 2017 - December 2017) of PTC Therapeutics, Inc. of our reports dated March 16, 2017, with respect to the consolidated financial statements and the effectiveness of internal control over financial reporting of PTC Therapeutics, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2016, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Iselin, New Jersey

January 2, 2018

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statement on Form S-8 of PTC Therapeutics, Inc. of our report dated May 10, 2017, relating to the financial statements of the Emflaza Business as of and for the years ended December 31, 2016 and 2015 (which report expresses an unmodified opinion and includes an emphasis-of-matter paragraph relating to the allocation of certain assets, liabilities, expenses, and income that have historically been held at the Marathon Pharmaceutical Holdings, LLC corporate level but which are specifically identifiable or attributable to the Emflaza Business), appearing in the Current Report on Form 8-K/A dated July 3, 2017 of PTC Therapeutics, Inc.

Chicago, Illinois
January 2, 2018