
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **March 24, 2026**

PTC THERAPEUTICS, INC.

(Exact Name of Company as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-35969
(Commission
File Number)

04-3416587
(IRS Employer
Identification No.)

500 Warren Corporate Center Drive
Warren, NJ
(Address of Principal Executive Offices)

07059
(Zip Code)

Registrant's telephone number, including area code: **(908) 222-7000**

Not applicable
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$0.001 par value per share	PTCT	Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On March 24, 2026, PTC Therapeutics, Inc., (the “Company”) appointed Jessica Chutter to its board of directors (the “Board”), effective immediately, filling a vacancy on the Board. Ms. Chutter will serve as a Class I director with a term expiring at the annual meeting of stockholders to be held in 2026.

Ms. Chutter has over 40 years’ experience in healthcare investment banking, all at Morgan Stanley & Co. LLC and its affiliates (“Morgan Stanley”), a leading global financial services firm. She was a Managing Director from 1998 to February 2026 and most recently served as Vice Chair of Healthcare Investment Banking from 2020 to February 2026 and Chair of Biotechnology Investment Banking from May 2010 to February 2026. From 1998 to May 2010, she was co-head of Biotechnology Investment Banking and from 1982-1984 and 1986-1997 served in various positions in healthcare investment banking. In her role, she helped build the biotechnology franchise at Morgan Stanley and advised biotechnology companies and pharmaceutical companies on strategic and capital markets considerations, including mergers and acquisitions, initial public offerings, and common stock and convertible financings and valuation analyses.

She is a member of the Board of Trustees of The Hospital for Sick Children and a director of Toronto Innovation Acceleration Partners, a not for profit and commercializations hub that translates health science research from member institutions.

Ms. Chutter earned an MBA from Harvard Business School and Bachelor of Arts in Commerce and Honors Economics from McGill University.

In connection with Ms. Chutter’s appointment to the Board, she will be entitled to compensation in accordance with the Company’s outside director compensation policy, under which each non-employee director receives a base annual retainer of \$50,000 per year for service as a Board member. The Company will also reimburse Ms. Chutter for reasonable travel and other expenses incurred in connection with attending meetings of the Board and any committee on which she serves.

In addition, in accordance with the Company’s outside director equity compensation policy, the Company granted Ms. Chutter, pursuant to the Company’s Amended and Restated 2013 Long-Term Incentive Plan, (i) an “initial director equity grant” consisting of 3,475 stock options to purchase shares of the Company’s common stock, which vest equally on a monthly basis over 36 months beginning on the one month anniversary of the grant date and 4,000 restricted stock units, which shares underlying such restricted stock units vest in three equal annual installments commencing on March 24, 2027, and (ii) an “annual director equity grant”, pro-rated for the remainder of 2026, consisting of 2,896 stock options to purchase shares of the Company’s common stock, which vest in ten equal monthly installments commencing on April 2, 2026, and 3,333 restricted stock units, with 1,000 shares underlying such restricted stock units vesting on June 2, 2026, and the remaining 2,333 shares vesting on January 2, 2027. Beginning in 2027, Ms. Chutter will be eligible for equity award grants on the same terms as other continuing members of the Board.

There is no arrangement or understanding between Ms. Chutter and any other persons pursuant to which Ms. Chutter was elected as a director. In addition, Ms. Chutter is not a party to any transaction, or series of transactions, required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Item 7.01 Regulation FD Disclosure.

On March 25, 2026, the Company issued a press release in which it announced the appointment of Ms. Chutter described above. A copy of the press release is attached to this Current Report on Form 8-K (this “Report”) as Exhibit 99.1 and is incorporated by reference into this Item 7.01.

The information in this Item 7.01 (including Exhibit 99.1) shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing. All website addresses given in this Report or incorporated herein by reference are for information only and are not intended to be an active link or to incorporate any website information into this Report.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press Release, dated March 25, 2026 issued by PTC Therapeutics, Inc.
104	The cover page from this Current Report on Form 8-K, formatted in Inline XBRL

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

PTC Therapeutics, Inc.

Date: March 25, 2026

By: /s/ Pierre Gravier
Name: Pierre Gravier
Title: Chief Financial Officer

PTC Therapeutics Appoints Biotech Banking Pioneer Jessica Chutter to Board of Directors

WARREN, N.J., March 25, 2026 – PTC Therapeutics, Inc., (NASDAQ: PTCT) today announced the appointment of Jessica Chutter to its Board of Directors. Ms. Chutter is a highly accomplished biotechnology investment banker with an extensive list of achievements over her long tenure at Morgan Stanley, including building and leading the bank's biotechnology franchise.

"I have closely followed Jessica's illustrious career, and I am proud to welcome her to PTC's Board of Directors," said Michael Schmertzler, Chairman of the Board of Directors. "Jessica will play an integral role as the Board continues to work with the management team on charting the company's next stage of growth."

Ms. Chutter recently retired as Managing Director and Chair of Biotechnology Investment Banking of Morgan Stanley after a distinguished career spanning over 40 years. She helped build the biotechnology banking practice at Morgan Stanley and is widely considered a pioneer in establishing the field of biotechnology investment banking. During her tenure at Morgan Stanley, Ms. Chutter was involved in approximately \$80 billion of capital raising and \$85 billion of strategic transactions. Ms. Chutter earned a BA in Commerce/Economics from McGill University and an MBA from Harvard University.

"We look forward to Jessica's contributions as we continue to build the PTC of the future," said Matthew B. Klein, M.D., Chief Executive Officer of PTC Therapeutics. "Jessica was a trusted advisor to PTC during her time at Morgan Stanley and her broad vision, extensive biotech experience and track record of successful company building will make her a valued Board member."

"I have been impressed with the transformation of PTC over the past few years into a strong and execution-oriented biotech company well positioned for future success," said Ms. Chutter. "I look forward to working with Matt, Michael, and the rest of the PTC Board at this important time in the company's growth."

About PTC Therapeutics, Inc.

PTC is a global biopharmaceutical company dedicated to the discovery, development and commercialization of clinically differentiated medicines for children and adults living with rare disorders. PTC is advancing a robust and diversified pipeline of transformative medicines as part of its mission to provide access to best-in-class treatments for patients with unmet medical needs. The company's strategy is to leverage its scientific expertise and global commercial infrastructure to optimize value for patients and other stakeholders. To learn more about PTC, please visit www.ptcbio.com and follow us on LinkedIn, X, Instagram and Facebook.

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Forward-Looking Statements

This press release contains forward-looking statements within the meaning of The Private Securities Litigation Reform Act of 1995. All statements contained in this release, other than statements of historic fact, are forward-looking statements, including statements regarding: the future expectations, plans and prospects for PTC; PTC's strategy, future operations, future financial position, future revenues, projected costs; and the objectives of management. Other forward-looking statements may be identified by the words, "guidance", "plan," "anticipate," "believe," "estimate," "expect," "intend," "may," "target," "potential," "will," "would," "could," "should," "continue," and similar expressions.

PTC's actual results, performance or achievements could differ materially from those expressed or implied by forward-looking statements it makes as a result of a variety of risks and uncertainties, including those related to: the outcome of pricing, coverage and reimbursement negotiations with third party payors for PTC's products or product candidates that PTC commercializes or may commercialize in the future; changes in tax and other laws, regulations, rates and policies; the eligible patient base and commercial potential of PTC's products and product candidates; PTC's scientific approach and general development progress; and the factors discussed in the "Risk Factors" section of PTC's most recent Annual Report on Form 10-K, as well as any updates to these risk factors filed from time to time in PTC's other filings with the SEC. You are urged to carefully consider all such factors.

As with any pharmaceutical under development, there are significant risks in the development, regulatory approval and commercialization of new products. There are no guarantees that any product will receive or maintain regulatory approval in any territory, or prove to be commercially successful.

The forward-looking statements contained herein represent PTC's views only as of the date of this press release and PTC does not undertake or plan to update or revise any such forward-looking statements to reflect actual results or changes in plans, prospects, assumptions, estimates or projections, or other circumstances occurring after the date of this press release except as required by law.
