
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

PTC Therapeutics, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies: _____
 - (2) Aggregate number of securities to which transaction applies: _____
 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined): _____
 - (4) Proposed maximum aggregate value of transaction: _____
 - (5) Total fee paid: _____
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
 - (1) Amount Previously Paid: _____
 - (2) Form, Schedule or Registration Statement No.: _____
 - (3) Filing Party: _____
 - (4) Date Filed: _____

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on June 8, 2021



PTC THERAPEUTICS, INC.
180 CORPORATE COURT
SOUTH PLAINFIELD, NJ 07080-2449

Your **Vote** Counts!

PTC THERAPEUTICS, INC.

2021 Annual Meeting

June 8, 2021 9:00 AM ET

Virtual Meeting Site:

www.virtualshareholdermeeting.com/PTCT2021



D52877-PS6456

You invested in PTC THERAPEUTICS, INC. and it's time to vote!

You have the right to vote on proposals being presented at the 2021 Annual Meeting.

Get informed before you vote

View the Notice and Proxy Statement and 2020 Annual Report online OR you can receive a free paper or email copy of the material(s) by requesting prior to May 25, 2021. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



To view the proxy materials and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and vote without entering a control number



Vote in Advance of the 2021 Annual Meeting

Vote by June 7, 2021 11:59 PM ET. For shares held in a Plan, vote by June 5, 2021 11:59 PM ET. Visit www.ProxyVote.com

Vote Virtually at the 2021 Annual Meeting*

Vote on June 8, 2021
9:00 AM ET

Visit www.virtualshareholdermeeting.com/PTCT2021

*Please check the proxy and www.virtualshareholdermeeting.com/PTCT2021 for any special requirements for meeting attendance.

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THIS IS NOT A VOTABLE BALLOT

This is an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting. Please follow the instructions on the reverse side to vote these important matters.

| Voting Items | Board Recommends |
|---|---|
| 1. Election of Four Class II Directors Nominees: 01) Emma Reeve 02) Michael Schmertzler 03) Glenn D. Steele Jr., M.D., Ph.D. 04) Mary Smith | <input checked="" type="checkbox"/> For |
| 2. Approval of an amendment to the Company's Restated Certificate of Incorporation to increase the number of authorized shares of common stock from 125,000,000 to 250,000,000. | <input checked="" type="checkbox"/> For |
| 3. Approval of an amendment to the Company's 2016 Employee Stock Purchase Plan to increase the number of authorized shares of common stock under the plan from 1,000,000 to 2,000,000. | <input checked="" type="checkbox"/> For |
| 4. Ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2021. | <input checked="" type="checkbox"/> For |
| 5. Approval on a non-binding, advisory basis, of the Company's named executive officer compensation as described in the proxy statement. | <input checked="" type="checkbox"/> For |
| NOTE: To transact any other business that may be properly brought before the meeting or any adjournment or postponement of the meeting. | |

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Sign up for E-delivery".