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): **December 14, 2018**

PTC THERAPEUTICS, INC.

(Exact Name of Company as Specified in Charter)

Delaware	**001-35969**	**04-3416587**
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

100 Corporate Court South Plainfield, NJ	**07080**
(Address of Principal Executive Offices)	(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):

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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 o

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. o

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

On December 14, 2018, PTC Therapeutics, Inc., (the "Company") appointed Stephanie S. Okey, M.S. and Emma Reeve to its board of directors (the "Board"), effective immediately, filling two vacancies on the Board. Ms. Okey will serve as a Class I director with a term expiring at the annual meeting of stockholders to be held in 2020 and Ms. Reeve will serve as a Class II director with a term expiring at the annual meeting of stockholders to be held in 2021. Ms. Reeve was also appointed to serve as a member of the Company's audit committee.

For over 25 years, from 1987 until 2015, Ms. Okey served in various positions of increasing responsibility in the biopharmaceutical industry, first at Genentech, Inc., followed by 19 years at Genyzme, a Sanofi company ("Genzyme"). Ms. Okey's management experience during her tenure at Genyzme included serving as Senior Vice President, Head of North America, Rare Diseases, and U.S. General Manager, Rare Diseases from August 2012 to July 2015 and as Vice President and General Manager, U.S. Genetic Diseases Business Unit from September 2011 to August 2012. Ms. Okey retired from Genzyme in July 2015. Since June 2018, Ms. Okey has served as a member of the board of directors of Albireo Pharma, Inc., a Nasdaq-listed biopharmaceutical company. In addition, she previously served as a member of the board of directors of the California Life Sciences Association from October 2014 to January 2016. Ms. Okey received a B.S. degree in Zoology from The Ohio State University and a M.S. degree in Immunology and Medical Microbiology from Wright State University.

Ms. Reeve has served as the senior vice president and chief financial officer of Constellation Pharmaceuticals, Inc., a Nasdaq-listed biopharmaceutical company, since October 2017 and as its treasurer and secretary since December 2017. Ms. Reeve served as the corporate controller of PAREXEL International, a life sciences consulting firm and contract research organization, from September 2014 to October 2017 and as interim chief financial officer and corporate controller of PAREXEL from July 2016 to May 2017. Previously, Ms. Reeve served as head of finance and administration at Novartis Pharma Schweiz, a pharmaceutical company, from May 2012 to August 2014 and as vice president, global head business planning and analysis for Novartis Vaccines and Diagnostics, a division of Novartis, from January 2008 to April 2012. Prior to that, she served as the chief financial officer of Inotek Pharmaceuticals, Inc., and of Aton Pharma, Inc., and in operational and finance roles at Merck Research Laboratories and Bristol-Myers Squibb Company. Ms. Reeve received a B.Sc. degree in computer science from Imperial College, University of London and is an associate of the Institute of Chartered Accountants in England & Wales.

In connection with Ms. Okey's and Ms. Reeve's appointments to the Board, Ms. Okey and Ms. Reeve 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. In addition, Ms. Reeve will be entitled to receive $8,000 per year for service as an audit committee member. The Company will also reimburse Ms. Okey and Ms. Reeve for reasonable travel and other expenses incurred in connection with attending meetings of the Board and any committee on which they serve.

In addition, in accordance with the Company's outside director equity compensation policy, the Company granted each of Ms. Okey and Mrs. Reeve, pursuant to the Company's 2013 Long Term Incentive Plan, (i) an "initial director option grant" of 14,000 stock options to purchase shares of the Company's common stock, which vests equally on a monthly basis over 36 months beginning on the one month anniversary of the grant date and (ii) an "annual director option grant", pro-rated for the remainder of 2018, of 1,167 stock options to purchase shares of the Company's common stock, which vests on January 3, 2019. Beginning in 2019, Ms. Okey and Ms. Reeve 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 either of Ms. Okey or Ms. Reeve and any other persons pursuant to which either of Ms. Okey and Ms. Reeve was elected as a director. In addition, neither Ms. Okey nor Ms. Reeve are 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 December 18, 2018, the Company issued a press release in which it announced the appointments of Ms. Okey and Ms. Reeve 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 December 18, 2018 issued by PTC Therapeutics, Inc.

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: December 18, 2018

By: /s/ Christine Utter
Name: Christine Utter
Title: Principal Financial Officer

PTC Therapeutics Deepens Financial and Commercial Expertise of Board with Two New Appointments

SOUTH PLAINFIELD, N.J., December 18, 2018 – PTC Therapeutics, Inc. (NASDAQ: PTCT) today announced the appointment of Emma Reeve and Stephanie Okey to the Company's Board of Directors. Ms. Reeve currently serves as the Chief Financial Officer of Constellation Pharmaceuticals, Inc., a publicly-traded company, and will enhance the financial expertise of the Board. Ms. Okey most recently served as the Senior Vice President, Head of North America, Rare Diseases and U.S. General Manager, Rare Disease Business Unit at Genzyme and brings decades of experience launching and commercializing rare and orphan disease products.

"We are very pleased to welcome Emma and Stephanie to PTC's Board of Directors," said Stuart W. Peltz, Ph.D., Chief Executive Officer of PTC Therapeutics. "As PTC continues to launch and commercialize products globally, Emma and Stephanie will provide the global experience and strategic leadership that will be vital to the growth of PTC. Emma's diverse global experience and deep knowledge of financial strategies, such as international reimbursement policies, and Stephanie's extensive rare disease commercial experience will assist in the delivery of therapies to the patients that urgently need them."

Ms. Reeve has over 20 years of global financial experience across pharmaceutical, medical device and bio-pharma companies. As Chief Financial Officer of Constellation Pharmaceuticals, Ms. Reeve ensured the Company was well-capitalized, and oversaw Constellation's initial public offering in July 2018. Prior to Constellation, Ms. Reeve acted as interim Chief Financial Officer and Corporate Controller of Parexel, a global biopharmaceutical services company, where she was responsible for all aspects of finance, investor relations, procurement and facilities, leading a team of over 950 people. Ms. Reeve served as Chief Financial Officer of Inotek Pharmaceuticals from 2005 to 2006 and of Aton Pharma from 2001 to 2003. She held senior finance roles at Bristol-Myers Squibb, Merck and Novartis.

Ms. Okey brings nearly three decades of biotech experience, launching and commercializing rare and orphan disease products, as well as large market products. During her time at Genzyme, Ms. Okey oversaw 500 employees and was responsible for six business units: Gaucher Disease and MPS1, Fabry Disease, Pompe and Neuromuscular Diseases, Cardiovascular Diseases, Endocrine Diseases and Leukine and Immunologic Diseases. She has successfully launched 13 therapeutic agents, 9 of which were in the orphan disease space. Ms. Okey is highly knowledgeable about complex approval processes, healthcare

stake holder systems and markets. Prior to her 19-year tenure at Genzyme, Ms. Okey held roles at MedImmune, Genentech and Bristol-Myers Squibb.

"I am delighted to join the board of PTC at this exciting time, when the Company has the potential for several global regulatory filings in 2019 including a BLA in AADC," said Ms. Reeve. "PTC is well-positioned to leverage its global footprint and strong financial profile as it drives the development and commercialization of its pipeline of therapeutics for rare disorders."

“PTC is aligned with my personal passion to provide therapies to patients and their families in urgent need of treatments, especially in the rare disease space,” said Ms. Okey. “I am excited to add my commercial experience to the existing foundation for growth of PTC and join its distinguished Board.”

About PTC Therapeutics, Inc.
PTC is a science-led, global biopharmaceutical company focused on the discovery, development and commercialization of clinically-differentiated medicines that provide benefits to patients with rare disorders. Founded 20 years ago, PTC Therapeutics has successfully launched two rare disorder products and has a global commercial footprint. This success is the foundation that drives investment in a robust pipeline of transformative medicines and our mission to provide access to best-in-class treatments for patients who have an unmet medical need.

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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; expectations with respect to PTC's recently acquired gene therapy platform, including any potential regulatory submissions; PTC's expectations with respect to the licensing and potential commercialization of Tegsedi and Waylivra; expansion of commercialization of Translarna and Emflaza; advancement of PTC's joint collaboration program in SMA; 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 Emflaza and Translarna and any other product candidates for which PTC may commercialize in the future; whether, and to what extent, third party payors impose additional requirements before approving Emflaza prescription reimbursement; PTC's ability to complete any dystrophin study necessary in order to resolve the matters set forth in the denial to the Complete Response letter it received from the FDA in connection with its new drug application for Translarna for the treatment of nonsense mutation Duchenne muscular dystrophy (nmDMD), and PTC's ability to perform additional clinical trials, non-clinical studies, and CMC assessments or analyses at significant cost; PTC's ability to maintain its marketing authorization of Translarna for the treatment of nmDMD in the European Economic Area (EEA), including whether the European Medicines Agency (EMA) determines in future annual renewal cycles that the benefit-risk balance of Translarna authorization supports renewal of such authorization; PTC's ability to enroll, fund, complete and timely submit to the EMA the results of Study 041, a randomized, 18-month, placebo-controlled clinical trial of Translarna for the treatment of nmDMD followed by an 18-month open-label extension, which is a specific obligation to continued marketing authorization in the EEA; expectations with respect to the potential financial impact or PTC's ability to realize the anticipated benefits of the acquisition of Agilis and its gene therapy platform, including with respect to the business of Agilis and expectations with respect to the potential achievement of development, regulatory and sales milestones and contingent payments to the former Agilis equityholders with respect thereto and PTC's ability to obtain marketing approval of PTC-AADC and other product candidates acquired from Agilis, will not be realized or will not be realized within the expected time period; expectations with respect to the potential financial impact and benefits of the collaboration and licensing agreement with Akcea Therapeutics, Inc., including with respect to the timing of regulatory approval of Tegsedi and Waylivra in countries in LATAM and the Caribbean, the commercialization of Tegsedi and Waylivra, and PTC's expectations with respect to contingent payments to Akcea based on net sales and the potential achievement of regulatory milestones; PTC's ability to realize the anticipated benefits of the acquisition of Emflaza, including the possibility that the expected benefits from the acquisition will not be realized or will not be realized within the expected time period; significant transaction costs, unknown liabilities, the risk of litigation and/or regulatory actions related to the acquisition of Emflaza or the acquisition of its gene therapy pipeline, as well as other business effects, including the effects of industry, market, economic, political or regulatory conditions; changes in tax and other laws, regulations, rates and policies; the eligible patient base and commercial potential of Translarna, Emflaza, PTC-AADC, Tegsedi, Waylivra or any of PTC's other product candidates; the enrollment, conduct, and results of studies under the SMA collaboration and events during, or as a result of, the studies that could delay or prevent further development under the program; PTC's scientific approach and general development progress; PTC's ability to satisfy its obligations under the terms of the senior secured term loan facility with MidCap Financial; the sufficiency of PTC's cash resources and its ability to obtain adequate financing in the future for its foreseeable and unforeseeable operating expenses and capital expenditures; and the factors discussed in the "Risk Factors" section of PTC's Annual Report

on Form 10-K for the year ended December 31, 2017, Quarterly Reports on Form 10-Q for the periods ended March 31, 2018, June 30, 2018 and September 30, 2018 and Exhibit 99.2 to PTC's Current Report on Form 8-K filed on August 24, 2018, 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, including Translarna, Emflaza, PTC-AADC, Tegsedi or Waylivra.

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