

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL | |
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

| | | |
|--|---|--|
| 1. Name and Address of Reporting Person* <u>Peltz Stuart Walter</u> (Last) (First) (Middle) C/O PTC THERAPEUTICS, INC. 100 CORPORATE COURT (Street) SOUTH NJ 07080 PLAINFIELD (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>PTC THERAPEUTICS, INC. [PTCT]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Executive Officer |
| | 3. Date of Earliest Transaction (Month/Day/Year) 12/07/2020 | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|--------------------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 12/07/2020 | | M ⁽¹⁾ | | 192,792 | A | \$27.05 | 248,877 | D | |
| Common Stock | 12/07/2020 | | S ⁽¹⁾ | | 85,113 | D | \$59.556 ⁽²⁾ | 163,764 | D | |
| Common Stock | 12/07/2020 | | S ⁽¹⁾ | | 34,036 | D | \$60.636 ⁽³⁾ | 129,728 | D | |
| Common Stock | 12/07/2020 | | S ⁽¹⁾ | | 33,443 | D | \$61.68 ⁽⁴⁾ | 96,285 | D | |
| Common Stock | 12/07/2020 | | S ⁽¹⁾ | | 13,984 | D | \$62.435 ⁽⁵⁾ | 82,301 | D | |
| Common Stock | 12/07/2020 | | S ⁽¹⁾ | | 6,494 | D | \$63.674 ⁽⁶⁾ | 75,807 | D | |
| Common Stock | 12/07/2020 | | S ⁽¹⁾ | | 18,022 | D | \$64.625 ⁽⁷⁾ | 57,785 | D | |
| Common Stock | 12/07/2020 | | S ⁽¹⁾ | | 1,700 | D | \$65.775 ⁽⁸⁾ | 56,085 | D | |
| Common Stock | 12/07/2020 | | M ⁽¹⁾ | | 18,125 | A | \$11.23 | 74,210 | D | |
| Common Stock | 12/07/2020 | | S ⁽¹⁾ | | 7,652 | D | \$59.58 ⁽⁹⁾ | 66,558 | D | |
| Common Stock | 12/07/2020 | | S ⁽¹⁾ | | 3,332 | D | \$60.842 ⁽¹⁰⁾ | 63,226 | D | |
| Common Stock | 12/07/2020 | | S ⁽¹⁾ | | 2,852 | D | \$61.903 ⁽¹¹⁾ | 60,374 | D | |
| Common Stock | 12/07/2020 | | S ⁽¹⁾ | | 747 | D | \$63.01 ⁽¹²⁾ | 59,627 | D | |
| Common Stock | 12/07/2020 | | S ⁽¹⁾ | | 3,242 | D | \$64.363 ⁽¹³⁾ | 56,385 | D | |
| Common Stock | 12/07/2020 | | S ⁽¹⁾ | | 300 | D | \$65.193 ⁽¹⁴⁾ | 56,085 | D | |
| Common Stock | 12/07/2020 | | M ⁽¹⁾ | | 137,500 | A | \$18.01 | 193,585 | D | |
| Common Stock | 12/07/2020 | | S ⁽¹⁾ | | 61,768 | D | \$59.56 ⁽¹⁵⁾ | 131,817 | D | |
| Common Stock | 12/07/2020 | | S ⁽¹⁾ | | 22,902 | D | \$60.662 ⁽¹⁶⁾ | 108,915 | D | |
| Common Stock | 12/07/2020 | | S ⁽¹⁾ | | 23,543 | D | \$61.676 ⁽¹⁷⁾ | 85,372 | D | |
| Common Stock | 12/07/2020 | | S ⁽¹⁾ | | 9,927 | D | \$62.413 ⁽¹⁸⁾ | 75,445 | D | |
| Common Stock | 12/07/2020 | | S ⁽¹⁾ | | 5,520 | D | \$63.652 ⁽¹⁹⁾ | 69,925 | D | |
| Common Stock | 12/07/2020 | | S ⁽¹⁾ | | 13,530 | D | \$64.607 ⁽²⁰⁾ | 56,395 | D | |
| Common Stock | 12/07/2020 | | S ⁽¹⁾ | | 310 | D | \$65.705 ⁽²¹⁾ | 56,085 | D | |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---------|--|-----------------|---|--|--|---|--|-------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | | Title |
| Stock Option (Right To Buy) | \$27.05 | 12/07/2020 | | M ⁽¹⁾ | | | 192,792 | (22) | 01/27/2024 | Common Stock | 192,792 | \$27.05 | 0 | D | |

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---------|--|-----------------|---|----------------------------|--|--|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Stock Option (Right To Buy) | \$11.23 | 12/07/2020 | | M ⁽¹⁾ | | | 18,125 | (23) | 01/02/2027 | Common Stock | 18,125 | \$11.23 | 7,875 | D | |
| Stock Option (Right To Buy) | \$18.01 | 12/07/2020 | | M ⁽¹⁾ | | | 137,500 | (24) | 01/02/2028 | Common Stock | 137,500 | \$18.01 | 62,500 | D | |
| Stock Option (Right To Buy) | \$490.8 | | | | | | | (22) | 04/27/2021 | Common Stock | 541 | | 541 | D | |
| Stock Option (Right To Buy) | \$218.4 | | | | | | | (22) | 01/10/2022 | Common Stock | 416 | | 416 | D | |
| Stock Option (Right To Buy) | \$51 | | | | | | | (22) | 01/01/2025 | Common Stock | 300,000 | | 300,000 | D | |
| Stock Option (Right To Buy) | \$30.86 | | | | | | | (22) | 01/03/2026 | Common Stock | 175,000 | | 175,000 | D | |
| Stock Option (Right To Buy) | \$33.02 | | | | | | | (25) | 01/21/2029 | Common Stock | 265,000 | | 265,000 | D | |
| Stock Option (Right To Buy) | \$33.02 | | | | | | | (26) | 01/21/2029 | Common Stock | 55,000 | | 55,000 | D | |
| Stock Option (Right To Buy) | \$51.16 | | | | | | | (27) | 01/28/2030 | Common Stock | 192,500 | | 192,500 | D | |

Explanation of Responses:

- This transaction was effected pursuant to a written Rule 10b5-1 plan adopted by the Reporting Person on November 6, 2020.
- This price represents the weighted average price of sale transactions that were executed in multiple trades at prices ranging from \$59.11 to \$60.10 per share. The Reporting Person hereby undertakes, upon request by the SEC staff, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.
- This price represents the weighted average price of sale transactions that were executed in multiple trades at prices ranging from \$60.11 to \$61.10 per share. The Reporting Person hereby undertakes, upon request by the SEC staff, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.
- This price represents the weighted average price of sale transactions that were executed in multiple trades at prices ranging from \$61.11 to \$62.10 per share. The Reporting Person hereby undertakes, upon request by the SEC staff, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.
- This price represents the weighted average price of sale transactions that were executed in multiple trades at prices ranging from \$62.11 to \$62.95 per share. The Reporting Person hereby undertakes, upon request by the SEC staff, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.
- This price represents the weighted average price of sale transactions that were executed in multiple trades at prices ranging from \$63.14 to \$64.12 per share. The Reporting Person hereby undertakes, upon request by the SEC staff, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.
- This price represents the weighted average price of sale transactions that were executed in multiple trades at prices ranging from \$64.18 to \$65.11 per share. The Reporting Person hereby undertakes, upon request by the SEC staff, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.
- This price represents the weighted average price of sale transactions that were executed in multiple trades at prices ranging from \$65.54 to \$66.05 per share. The Reporting Person hereby undertakes, upon request by the SEC staff, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.
- This price represents the weighted average price of sale transactions that were executed in multiple trades at prices ranging from \$59.12 to \$60.10 per share. The Reporting Person hereby undertakes, upon request by the SEC staff, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.
- This price represents the weighted average price of sale transactions that were executed in multiple trades at prices ranging from \$60.49 to \$61.45 per share. The Reporting Person hereby undertakes, upon request by the SEC staff, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.
- This price represents the weighted average price of sale transactions that were executed in multiple trades at prices ranging from \$61.53 to \$62.43 per share. The Reporting Person hereby undertakes, upon request by the SEC staff, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.
- This price represents the weighted average price of sale transactions that were executed in multiple trades at prices ranging from \$62.64 to \$63.43 per share. The Reporting Person hereby undertakes, upon request by the SEC staff, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.
- This price represents the weighted average price of sale transactions that were executed in multiple trades at prices ranging from \$63.82 to \$64.74 per share. The Reporting Person hereby undertakes, upon request by the SEC staff, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.
- This price represents the weighted average price of sale transactions that were executed in multiple trades at prices ranging from \$64.92 to \$65.67 per share. The Reporting Person hereby undertakes, upon request by the SEC staff, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.
- This price represents the weighted average price of sale transactions that were executed in multiple trades at prices ranging from \$59.11 to \$60.10 per share. The Reporting Person hereby undertakes, upon request by the SEC staff, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.
- This price represents the weighted average price of sale transactions that were executed in multiple trades at prices ranging from \$60.11 to \$61.10 per share. The Reporting Person hereby undertakes, upon request by the SEC staff, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.
- This price represents the weighted average price of sale transactions that were executed in multiple trades at prices ranging from \$61.11 to \$62.10 per share. The Reporting Person hereby undertakes, upon request by the SEC staff, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.
- This price represents the weighted average price of sale transactions that were executed in multiple trades at prices ranging from \$62.11 to \$63.00 per share. The Reporting Person hereby undertakes, upon request by the SEC staff, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.
- This price represents the weighted average price of sale transactions that were executed in multiple trades at prices ranging from \$63.19 to \$64.18 per share. The Reporting Person hereby undertakes, upon request by the SEC staff, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.
- This price represents the weighted average price of sale transactions that were executed in multiple trades at prices ranging from \$64.19 to \$65.03 per share. The Reporting Person hereby undertakes, upon request by the SEC staff, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.
- This price represents the weighted average price of sale transactions that were executed in multiple trades at prices ranging from \$65.54 to \$66.05 per share. The Reporting Person hereby undertakes, upon request by the SEC staff, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.
- Currently exercisable.
- This option was granted on January 3, 2017, and vests over four years, with 25% of the shares underlying the option vesting on January 3, 2018, and an additional 6.25% of the original number of shares underlying the option vesting at the end of each successive three-month period thereafter, beginning on April 3, 2018.
- This option was granted on January 3, 2018, and vests over four years, with 25% of the shares underlying the option vesting on January 3, 2019, and an additional 6.25% of the original number of shares underlying the option vesting at the end of each successive three-month period thereafter, beginning on April 3, 2019.
- This option was granted on January 22, 2019 and vests over four years, with 25% of the shares underlying the option vesting on January 22, 2020, and an additional 6.25% of the original number of shares underlying the option vesting at the end of each successive three-month period thereafter, beginning April 22, 2020.

26. This option was granted on January 22, 2019 and vests over four years, with 50% of the shares underlying the option vesting on January 22, 2022, and the remaining 50% of the original number of shares underlying the option vesting on January 22, 2023.

27. This option was granted on January 29, 2020 and vests over four years, with 25% of the shares underlying the option vesting on January 29, 2021, and an additional 6.25% of the original number of shares underlying the option vesting at the end of each successive three-month period thereafter, beginning April 29, 2021.

Remarks:

Due to technical limitations of the EDGAR filing system, which limits the number of rows per table, this filing is two of two separate Form 4 filings being made by the Reporting Person.

/s/ Avraham S. Adler, attorney-
in-fact 12/09/2020

** 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.

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