

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Souza Marcio</u>  (Last) (First) (Middle) C/O PTC THERAPEUTICS, INC. 100 CORPORATE COURT  (Street) SOUTH PLAINFIELD NJ 07080  (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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Operating Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/23/2019</u>	
	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	12/23/2019		S <sup>(1)</sup>		6,000	D	\$48.322 <sup>(2)</sup>	53,035 <sup>(3)</sup>	D	
Common Stock	12/23/2019		S <sup>(1)</sup>		14,814	D	\$49.141 <sup>(4)</sup>	38,221	D	
Common Stock	12/23/2019		M <sup>(1)</sup>		30,000	A	\$12.53	68,221	D	
Common Stock	12/23/2019		S <sup>(1)</sup>		8,729	D	\$48.321 <sup>(5)</sup>	59,492	D	
Common Stock	12/23/2019		S <sup>(1)</sup>		21,271	D	\$49.14 <sup>(4)</sup>	38,221	D	
Common Stock	12/23/2019		M <sup>(1)</sup>		15,881	A	\$11.23	54,102	D	
Common Stock	12/23/2019		S <sup>(1)</sup>		8,877	D	\$48.58 <sup>(6)</sup>	45,225	D	
Common Stock	12/23/2019		S <sup>(1)</sup>		7,004	D	\$49.319 <sup>(7)</sup>	38,221	D	
Common Stock	12/23/2019		M <sup>(1)</sup>		30,000	A	\$18.01	68,221	D	
Common Stock	12/23/2019		S <sup>(1)</sup>		11,332	D	\$48.431 <sup>(8)</sup>	56,889	D	
Common Stock	12/23/2019		S <sup>(1)</sup>		18,668	D	\$49.19 <sup>(9)</sup>	38,221	D	
Common Stock	12/23/2019		M <sup>(10)</sup>		6,250	A	\$12.92	11,288 <sup>(3)</sup>	I	By Spouse
Common Stock	12/23/2019		S <sup>(10)</sup>		6,250	D	\$48.8	5,038	I	By Spouse

**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)	\$12.53	12/23/2019		M <sup>(1)</sup>			30,000	(11)	05/30/2027	Common Stock	30,000	\$12.53	0	D	
Stock Option (Right To Buy)	\$11.23	12/23/2019		M <sup>(1)</sup>			15,881	(12)	01/02/2027	Common Stock	15,881	\$11.23	7,219	D	
Stock Option (Right To Buy)	\$18.01	12/23/2019		M <sup>(1)</sup>			30,000	(13)	01/02/2028	Common Stock	30,000	\$18.01	45,000	D	

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(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)	\$12.92	12/23/2019		M <sup>(10)</sup>			6,250	(14)	05/17/2027	Common Stock	6,250	\$12.92	3,750	I	By Spouse
Stock Option (Right To Buy)	\$33.02							(15)	01/21/2029	Common Stock	112,500		112,500	D	
Stock Option (Right To Buy)	\$33.02							(16)	01/21/2029	Common Stock	25,000		25,000	D	
Stock Option (Right To Buy)	\$26.42							(11)	07/31/2024	Common Stock	30,000		30,000	D	
Stock Option (Right To Buy)	\$51							(11)	01/02/2025	Common Stock	10,525		10,525	D	
Stock Option (Right To Buy)	\$30.86							(17)	01/03/2026	Common Stock	16,000		16,000	D	
Stock Option (Right To Buy)	\$12.64							(18)	11/16/2026	Common Stock	2,000		2,000	D	
Stock Option (Right To Buy)	\$33.02							(15)	01/21/2029	Common Stock	6,825		6,825	I	By Spouse
Stock Option (Right To Buy)	\$18.01							(13)	01/02/2028	Common Stock	2,696		2,696	I	By Spouse

**Explanation of Responses:**

- The Reporting Person's transactions reported in this Form 4 were effected pursuant to a written Rule 10b5-1 plan adopted by the Reporting Person on November 19, 2019.
- This price represents the weighted average price of sale transactions that were executed in multiple trades at prices ranging from \$47.75 to \$48.72 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.
- Includes 371 shares of common stock acquired under the Issuer's employee stock purchase plan for the period ending June 30, 2019.
- This price represents the weighted average price of sale transactions that were executed in multiple trades at prices ranging from \$48.77 to \$49.65 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 \$47.77 to \$48.72 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 \$48.02 to \$49.01 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 \$49.03 to \$49.65 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 \$47.82 to \$48.82 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 \$48.82 to \$49.68 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.
- The transactions of the Reporting Person's spouse reported in this Form 4 were effected pursuant to a written Rule 10b5-1 plan adopted by the Reporting Person's spouse on November 19, 2019.
- 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 May 17, 2017, and vests over four years, with 25% of the shares underlying the option vesting on May 8, 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 August 8, 2018.
- 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.
- 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.
- This option was granted on January 4, 2016 and vests over four years, with 25% of the shares underlying the option vested on January 4, 2017, 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 4, 2017.
- This option was granted on November 17, 2016, and vests over four years, with 25% of the shares underlying the option vesting on November 17, 2017, 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 February 17, 2018.

**Remarks:**

Avraham S. Adler, attorney-in-fact      12/26/2019

\*\* 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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