

| OMB APPROVAL | |
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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

| | | |
|---|---|---|
| 1. Name and Address of Reporting Person* <u>Boulding Mark Elliott</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 <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <input type="checkbox"/> <u>Exec. VP and CLO</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>07/07/2020</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 | 07/07/2020 | | M ⁽¹⁾ | | 13,125 | A | \$11.23 | 52,849 | D | |
| Common Stock | 07/07/2020 | | S ⁽¹⁾ | | 474 | D | \$54.698 ⁽²⁾ | 52,375 | D | |
| Common Stock | 07/07/2020 | | S ⁽¹⁾ | | 962 | D | \$55.307 ⁽³⁾ | 51,413 | D | |
| Common Stock | 07/07/2020 | | S ⁽¹⁾ | | 357 | D | \$54.109 ⁽⁴⁾ | 51,056 | D | |
| Common Stock | 07/07/2020 | | S ⁽¹⁾ | | 2,824 | D | \$55.224 ⁽⁵⁾ | 48,232 | D | |
| Common Stock | 07/07/2020 | | S ⁽¹⁾ | | 100 | D | \$55.73 | 48,132 | D | |
| Common Stock | 07/07/2020 | | S ⁽¹⁾ | | 400 | D | \$54.148 ⁽⁶⁾ | 47,732 | D | |
| Common Stock | 07/07/2020 | | S ⁽¹⁾ | | 2,881 | D | \$55.239 ⁽⁷⁾ | 44,851 | D | |
| Common Stock | 07/07/2020 | | S ⁽¹⁾ | | 626 | D | \$54.179 ⁽⁸⁾ | 44,225 | D | |
| Common Stock | 07/07/2020 | | S ⁽¹⁾ | | 4,301 | D | \$55.228 ⁽⁵⁾ | 39,924 | D | |
| Common Stock | 07/07/2020 | | S ⁽¹⁾ | | 200 | D | \$55.73 | 39,724 | D | |
| Common Stock | 07/07/2020 | | M ⁽¹⁾ | | 17,500 | A | \$18.01 | 57,224 | D | |
| Common Stock | 07/07/2020 | | S ⁽¹⁾ | | 600 | D | \$54.195 ⁽⁹⁾ | 56,624 | D | |
| Common Stock | 07/07/2020 | | S ⁽¹⁾ | | 3,775 | D | \$55.256 ⁽¹⁰⁾ | 52,849 | D | |
| Common Stock | 07/07/2020 | | S ⁽¹⁾ | | 1,000 | D | \$54.202 ⁽⁸⁾ | 51,849 | D | |
| Common Stock | 07/07/2020 | | S ⁽¹⁾ | | 7,350 | D | \$55.232 ⁽¹⁰⁾ | 44,499 | D | |
| Common Stock | 07/07/2020 | | S ⁽¹⁾ | | 400 | D | \$55.738 ⁽¹¹⁾ | 44,099 | D | |
| Common Stock | 07/07/2020 | | S ⁽¹⁾ | | 600 | D | \$54.195 ⁽⁹⁾ | 43,499 | D | |
| Common Stock | 07/07/2020 | | S ⁽¹⁾ | | 3,675 | D | \$55.241 ⁽⁵⁾ | 39,824 | D | |
| Common Stock | 07/07/2020 | | S ⁽¹⁾ | | 100 | D | \$55.73 | 39,724 | 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 |
| Stock Option (Right To Buy) | \$11.23 | 07/07/2020 | | M ⁽¹⁾ | | 13,125 | (12) | 01/02/2027 | Common Stock | 13,125 | \$11.23 | 6,563 | 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) | \$18.01 | 07/07/2020 | | M ⁽¹⁾ | | | 17,500 | (13) | 01/02/2028 | Common Stock | 17,500 | \$18.01 | 26,250 | D | |
| Stock Option (Right To Buy) | \$490.8 | | | | | | | (14) | 04/27/2021 | Common Stock | 233 | | 233 | D | |
| Stock Option (Right To Buy) | \$218.4 | | | | | | | (14) | 01/10/2022 | Common Stock | 191 | | 191 | D | |
| Stock Option (Right To Buy) | \$51 | | | | | | | (14) | 01/01/2025 | Common Stock | 85,600 | | 85,600 | D | |
| Stock Option (Right To Buy) | \$30.86 | | | | | | | (14) | 01/03/2026 | Common Stock | 70,000 | | 70,000 | D | |
| Stock Option (Right To Buy) | \$33.02 | | | | | | | (15) | 01/21/2029 | Common Stock | 72,500 | | 72,500 | D | |
| Stock Option (Right To Buy) | \$33.02 | | | | | | | (16) | 01/21/2029 | Common Stock | 17,500 | | 17,500 | D | |
| Stock Option (Right To Buy) | \$51.16 | | | | | | | (17) | 01/28/2030 | Common Stock | 59,500 | | 59,500 | D | |

Explanation of Responses:

- This transaction was effected pursuant to a written Rule 10b5-1 plan adopted by the reporting person on March 4, 2020.
- This price represents the weighted average price of sale transactions that were executed in multiple trades at prices ranging from \$54.12 to \$55.05 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 \$55.12 to \$55.62 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 \$53.73 to \$54.44 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 \$54.73 to \$55.66 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 \$53.73 to \$54.57 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 \$54.73 to \$55.62 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 \$53.73 to \$54.63 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 \$53.73 to \$54.67 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 \$54.73 to \$55.68 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.
- This price represents the weighted average price of sale transactions that were executed in multiple trades at prices ranging from \$55.73 to \$55.74 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 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.
- Currently exercisable.
- 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 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 on April 29, 2021.

Remarks:

/s/ Avraham S. Adler, attorney-
in-fact

07/09/2020
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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.