

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

Post-Effective Amendment No.1 To

**FORM S-8**

**REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933**

**PTC Therapeutics, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction of Incorporation  
or Organization)

**04-3416587**  
(I.R.S. Employer  
Identification No.)

**100 Corporate Court**  
**South Plainfield, New Jersey**  
(Address of Principal Executive Offices)

**07080**  
(Zip Code)

**2013 Long Term Incentive Plan**  
**2020 Inducement Stock Incentive Plan**  
(Full Title of the Plan)

**Stuart W. Peltz, Ph.D.**  
**Chief Executive Officer**  
**PTC Therapeutics, Inc.**  
**100 Corporate Court**  
**South Plainfield, New Jersey**  
(Name and Address of Agent For Service)

**(908) 222-7000**  
(Telephone Number, Including Area Code, of Agent For Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or and emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

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.

## EXPLANATORY NOTE

This Post-Effective Amendment No. 1 relates to the Registration Statement on Form S-8 (Commission File No. 333-251878) (as amended, the “Registration Statement”) of PTC Therapeutics, Inc. (the “Registrant”), registering 1,000,000 additional shares of the Registrant’s common stock issuable under the Registrant’s 2020 Inducement Stock Incentive Plan (as amended, the “Plan”), which was originally filed with the Securities and Exchange Commission on January 4, 2021.

On April 11, 2022, the Board of Directors of the Registrant approved an amendment to the Plan, effective April 11, 2022, to decrease the number of shares of the Registrant’s common stock available for issuance under the Plan by 700,000 shares. As a result of such amendment, the number of shares available for issuance under the Plan decreased from 2,000,000 shares to 1,300,000 shares. Accordingly, the Registrant hereby removes from registration 700,000 shares of its common stock that were originally registered for issuance under the Registrant Statement and that remain unissued as of the date hereof.

The Registration Statement is hereby amended to reflect the deregistration of such common shares. Except to the extent specified above, the Registration Statement as originally filed is not amended or otherwise affected by this Post-Effective Amendment No. 1.

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**Item 8. Exhibits.**

<b>Number</b>	<b>Description</b>
<a href="#"><u>99.1</u></a>	<a href="#"><u>Amendment No. 2 to 2020 Inducement Stock Incentive plan</u></a>

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post Effective Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized, in South Plainfield, New Jersey, on this 13th day of April, 2022.

PTC Therapeutics, Inc.

By: /s/ Stuart W. Peltz  
Stuart W. Peltz, Ph.D.  
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Stuart W. Peltz</u> Stuart W. Peltz, Ph.D.	Chief Executive Officer and Director (principal executive officer)	April 13, 2022
<u>*</u> Emily Hill	Chief Financial Officer (principal financial officer)	April 13, 2022
<u>*</u> Christine Utter	Chief Accounting Officer (principal accounting officer)	April 13, 2022
<u>*</u> Michael Schmertzler	Chairman of the Board and Director	April 13, 2022
<u>*</u> Allan Jacobson, Ph.D.	Director	April 13, 2022
<u>*</u> Stephanie S. Okey, M.S.	Director	April 13, 2022
<u>*</u> Emma Reeve	Director	April 13, 2022
<u>/s/ Mary Smith</u> Mary Smith	Director	April 13, 2022
<u>*</u> David P. Southwell	Director	April 13, 2022
<u>*</u> Glenn D. Steele, Jr., M.D., Ph.D.	Director	April 13, 2022
<u>*</u> Dawn Svoronos	Director	April 13, 2022
<u>*</u> Jerome B. Zeldis, M.D., Ph.D.	Director	April 13, 2022

\* By: /s/ Stuart W. Peltz, Ph.D  
Stuart W. Peltz, Ph.D.  
Attorney-in-Fact

AMENDMENT NO. 2 TO  
2020 INDUCEMENT STOCK INCENTIVE PLAN  
OF  
PTC THERAPEUTICS, INC.

The 2020 Inducement Stock Incentive Plan (the “Plan”) of PTC Therapeutics, Inc. (the “Company”) is hereby amended as follows (all capitalized terms used and not defined herein shall have the respective meanings ascribed to such terms in the Plan):

1. Section 4(a)(1) of the Plan be and hereby is deleted in its entirety and the following is inserted in lieu thereof:

(1) Authorized Number of Shares. Subject to adjustment under Section 9, Awards may be made under the Plan for up to 1,300,000 shares of common stock, \$0.001 par value per share, of the Company (the “Common Stock”). Shares issued under the Plan may consist in whole or in part of authorized but unissued shares or treasury shares.

2. Except as set forth herein, the Plan shall remain in full force and effect.

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*Approved by the Board of Directors on April 11, 2022.*

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