

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 | |
|--|-----------|
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| | | |
|---|---|--|
| 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 10% Owner Officer (give title below) Other (specify below) Exec. VP and CLO |
| | 3. Date of Earliest Transaction (Month/Day/Year) 07/05/2019 | |
| 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 | 07/05/2019 | | M ⁽¹⁾ | | 3,281 | A | \$11.23 | 32,805 | D | |
| Common Stock | 07/05/2019 | | S ⁽¹⁾ | | 2,281 | D | \$44.479 ⁽²⁾ | 30,524 | D | |
| Common Stock | 07/05/2019 | | S ⁽¹⁾ | | 1,000 | D | \$45.342 ⁽³⁾ | 29,524 | D | |
| Common Stock | 07/05/2019 | | M ⁽¹⁾ | | 3,281 | A | \$11.23 | 32,805 | D | |
| Common Stock | 07/05/2019 | | S ⁽¹⁾ | | 2,183 | D | \$44.456 ⁽²⁾ | 30,622 | D | |
| Common Stock | 07/05/2019 | | S ⁽¹⁾ | | 1,098 | D | \$45.343 ⁽⁴⁾ | 29,524 | D | |
| Common Stock | 07/05/2019 | | M ⁽¹⁾ | | 4,375 | A | \$18.01 | 33,899 | D | |
| Common Stock | 07/05/2019 | | S ⁽¹⁾ | | 2,976 | D | \$44.46 ⁽⁵⁾ | 30,923 | D | |
| Common Stock | 07/05/2019 | | S ⁽¹⁾ | | 1,399 | D | \$45.314 ⁽⁶⁾ | 29,524 | D | |
| Common Stock | 07/05/2019 | | M ⁽¹⁾ | | 4,375 | A | \$18.01 | 33,899 | D | |
| Common Stock | 07/05/2019 | | S ⁽¹⁾ | | 2,934 | D | \$44.454 ⁽²⁾ | 30,965 | D | |
| Common Stock | 07/05/2019 | | S ⁽¹⁾ | | 1,441 | D | \$45.336 ⁽⁷⁾ | 29,524 | 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 | | | | | |
| Stock Option (Right To Buy) | \$11.23 | 07/05/2019 | | M ⁽¹⁾ | | | 3,281 | (8) | 01/02/2027 | Common Stock 3,281 | \$11.23 | 22,969 | D | |
| Stock Option (Right To Buy) | \$11.23 | 07/05/2019 | | M ⁽¹⁾ | | | 3,281 | (8) | 01/02/2027 | Common Stock 3,281 | \$11.23 | 19,688 | D | |
| Stock Option (Right To Buy) | \$18.01 | 07/05/2019 | | M ⁽¹⁾ | | | 4,375 | (9) | 01/02/2028 | Common Stock 4,375 | \$18.01 | 48,125 | D | |
| Stock Option (Right To Buy) | \$18.01 | 07/05/2019 | | M ⁽¹⁾ | | | 4,375 | (9) | 01/02/2028 | Common Stock 4,375 | \$18.01 | 43,750 | 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 | | | | | |
| Stock Option (Right To Buy) | \$1,149.6 | | | | | | | (10) | 02/02/2020 | Common Stock | 200 | 200 | D | |
| Stock Option (Right To Buy) | \$490.8 | | | | | | | (10) | 04/27/2021 | Common Stock | 233 | 233 | D | |
| Stock Option (Right To Buy) | \$218.4 | | | | | | | (10) | 01/10/2022 | Common Stock | 191 | 191 | D | |
| Stock Option (Right To Buy) | \$51 | | | | | | | (10) | 01/01/2025 | Common Stock | 85,600 | 85,600 | D | |
| Stock Option (Right To Buy) | \$30.86 | | | | | | | (11) | 01/03/2026 | Common Stock | 70,000 | 70,000 | D | |
| Stock Option (Right To Buy) | \$33.02 | | | | | | | (12) | 01/21/2029 | Common Stock | 72,500 | 72,500 | D | |
| Stock Option (Right To Buy) | \$33.02 | | | | | | | (13) | 01/21/2029 | Common Stock | 17,500 | 17,500 | D | |

Explanation of Responses:

- The transactions reported in this Form 4 were effected pursuant to a written Rule 10b5-1 plan adopted by the Reporting Person on November 7, 2018.
- This price represents the weighted average price of sale transactions that were executed in multiple trades at prices ranging from \$43.98 to \$44.92 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 \$45.02 to \$45.65 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 \$45.02 to \$45.68 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 \$43.99 to \$44.92 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 \$45.02 to \$45.63 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 \$45.02 to \$45.72 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 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 4, 2016, and vests over four years, with 25% of the shares underlying the option vesting 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 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.

Remarks:

/s/ Avraham S. Adler, attorney- 07/09/2019
in-fact

** 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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