

PTC THERAPEUTICS, INC.
Form 4
September 11, 2014

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
SCHMERTZLER MICHAEL

2. Issuer Name and Ticker or Trading Symbol
PTC THERAPEUTICS, INC.
[PTCT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1300 VALLEY ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/09/2014

Director 10% Owner
 Officer (give title below) Other (specify below)

NEW CANAAN, CT 06840

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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					26,766	D	
Common Stock	09/09/2014		J ⁽¹⁾		1,125,742	D	\$ 0
Common Stock	09/11/2014		J ⁽³⁾		849	D	(3)
Common Stock					1,320,369	I	

See footnote (2)
See footnote (4)
See footnote (5)

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHMERTZLER MICHAEL 1300 VALLEY ROAD NEW CANAAN, CT 06840		X		

Signatures

/s/ Colleen Diver Johnson, attorney-in-fact
 Date: 09/11/2014
 **Signature of Reporting Person

Explanation of Responses:

- * 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).
- (1) Represents a distribution in kind of (i) 879,811 shares of Common Stock of the Issuer ("Common Stock") by Credit Suisse First Boston Equity Partners (Bermuda), L.P. without consideration to its limited partners and (ii) 245,931 shares of Common Stock by Credit Suisse First Boston Equity Partners, L.P. without consideration to its limited partners. The reporting person disclaims beneficial ownership of the distributed securities except to the extent of his pecuniary interest therein.
- (2) Consists of (i) 879,798 shares of Common Stock held by Credit Suisse First Boston Equity Partners, L.P.; (ii) 245,924 shares of Common Stock held by Credit Suisse First Boston Equity Partners (Bermuda), L.P.; (iii) 3,487 shares of Common Stock held by EMA Private Equity Fund 1999 LP; (iv) 1,697 shares of Common Stock held by Credit Suisse First Boston U S Executive Advisors LP; and (v) 234 shares of Common Stock held by Credit Suisse First Boston Finders and Screeners LP. The reporting person is a Managing Director of Aries Advisors, LLC, the sub-advisor to Credit Suisse First Boston Equity Partners, L.P. The reporting person disclaims beneficial

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ownership of the shares of Common Stock held by Credit Suisse First Boston Equity Partners, L.P. and its affiliates except to the extent of his pecuniary interest therein.

- Represents dispositions pursuant to Rule 144 of 849 shares of Common Stock at a weighted average price of \$32.58 per share by Credit
- (3) Suisse First Boston U S Executive Advisors LP. Although included in the reporting person's prior ownership reports, the reporting person disclaims beneficial ownership of the disposed securities.

- Consists of (i) 879,798 shares held by Credit Suisse First Boston Equity Partners, L.P.; (ii) 245,924 shares held by Credit Suisse First Boston Equity Partners (Bermuda), L.P.; (iii) 3487 shares held by EMA Private Equity Fund 1999 LP; (iv) 848 shares held by Credit
- (4) Suisse First Boston U S Executive Advisors LP; and (v) 234 shares held by Credit Suisse First Boston Finders and Screeners LP. The reporting person disclaims beneficial ownership of the reported shares of Common Stock except to the extent of his pecuniary interest therein.

- Securities held by Section Six Partners, L.P. The reporting person is a general and limited partner of, and trustee of certain family trusts
- (5) holding interests in, Section Six Partners, L.P. The reporting person disclaims beneficial ownership of the shares of Common Stock held by Section Six Partners, L.P. except to the extent of his pecuniary interest therein.

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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