

Edgar Filing: PTC THERAPEUTICS, INC. - Form FWP

PTC THERAPEUTICS, INC.
Form FWP
June 13, 2013

Filed Pursuant to Rule 433

Issuer Free Writing Prospectus dated June 13, 2013

Relating to Preliminary Prospectus dated June 5, 2013

Registration No. 333-188657

Common stock offered by PTC Therapeutics, Inc.	6,900,000 shares
Estimated initial public offering price	\$13.00 to \$16.00 per share
Over-allotment option	1,035,000 shares
NASDAQ Global Select Market Symbol	PTCT
Underwriters	J.P. Morgan Securities LLC Credit Suisse Securities (USA) LLC Cowen and Company, LLC Wedbush Securities Inc.

On June 13, 2013, PTC Therapeutics, Inc. (PTC) filed Amendment No. 3 to its Registration Statement on Form S-1 (File No. 333-188657) to update disclosures regarding fast track designation of ataluren that had been previously provided in PTC s preliminary prospectus dated June 5, 2013 (the Preliminary Prospectus) contained in Amendment No. 2 to the Registration Statement. The Preliminary Prospectus has been updated by Amendment No. 3 to the Registration Statement, which can be accessed through the following link:
<http://sec.gov/Archives/edgar/data/1070081/000104746913006950/a2215669zs-1a.htm>.

Risk Factors

The following risk factor on page 35 of the Preliminary Prospectus has been revised to indicate that PTC has obtained fast track designation from the U.S. Food and Drug Administration (FDA) for ataluren only for the treatment of Duchenne muscular dystrophy caused by nonsense mutations (nmDMD). The revised risk factor reads as follows:

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The fast track designation for ataluren may not actually lead to a faster development or regulatory review or approval process.

If a drug is intended for the treatment of a serious or life-threatening condition and the drug demonstrates the potential to address unmet medical needs for this condition, the drug sponsor may apply for FDA fast track designation. We have obtained a fast track designation from the FDA for ataluren for the treatment of nmDMD. However, we may not experience a faster development process, review or approval compared to conventional FDA procedures. The FDA may withdraw our fast track designation if the FDA believes that the designation is no longer supported by data from our clinical development program. Our fast track designation does not guarantee that we will qualify for or be able to take advantage of the FDA's expedited review procedures.

Business

Ataluren

Overview

The second sentence of the third paragraph under the caption **Business Ataluren Overview** on page 80 of the Preliminary Prospectus has been revised to indicate that PTC has obtained fast track designation from the FDA for ataluren only for the treatment of nmDMD. The revised second sentence reads as follows:

The FDA has granted orphan drug designation to ataluren for the treatment of nmDMD and nmCF and fast track designation to ataluren for the treatment of nmDMD.

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC web site at www.sec.gov. Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by contacting J.P. Morgan Securities LLC, c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, New York 11717; telephone: 866-803-9204; or Credit Suisse Securities (USA) LLC, or Credit Suisse Prospectus Department, One Madison Avenue, New York, NY 10010; telephone: 1-800-221-1037; email: newyork.prospectus@credit-suisse.com.

idth="8%" valign="top" rowspan="2" style="border: solid black; border-top-width: 1; border-left-width: 0; border-right-width: 1; border-bottom-width: 1">10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)
(Instr. 4)11. Nature of Indirect Beneficial Ownership
(Instr. 4)CodeV(A)(D)Date ExercisableExpiration DateTitleAmount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Jones James G C/O NMI HOLDINGS, INC. 2100 POWELL STREET, 12TH FL.	X			

EMERYVILLE, CA 94608

Signatures

/s/ Nicole C. Sanchez as
Attorney-in-Fact

12/10/2015

__Signature of Reporting Person

Date

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) The common stock was purchased by the reporting person in a series of open market transactions on the transaction date, with a volume weighted average purchase price of \$6.9796. The range of purchase prices on the transaction date was \$6.9758 to \$6.98 per share. The reporting person undertakes to provide, upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each price.

(2) Represents 66,832 class A common shares and 6,031 unvested restricted stock units.

(3) The common stock was purchased by the reporting person in a series of open market transactions on the transaction date, all at a purchase price of \$6.98. The reporting person undertakes to provide, upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each price.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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