

PTC THERAPEUTICS, INC.
Form S-1MEF
February 12, 2014

As filed with the Securities and Exchange Commission on February 12, 2014

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-1

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

PTC Therapeutics, Inc.

(Exact Name of Registrant as Specified in its Charter)

| | | |
|---|---|--|
| Delaware | 2834 | 04-3416587 |
| (State or Other Jurisdiction of Incorporation or Organization) | (Primary Standard Industrial Classification Code Number) | (I.R.S. Employer Identification Number) |

**100 Corporate Court
South Plainfield, New Jersey 07080
(908) 222-7000**

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

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Stuart W. Peltz, Ph.D.
Chief Executive Officer
PTC Therapeutics, Inc.
100 Corporate Court
South Plainfield, New Jersey 07080
(908) 222-7000

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

copies to:

| | | |
|--|--|-------------------------------|
| David E. Redlick | Mark E. Boulding | Richard Truesdell, Jr. |
| Brian A. Johnson | Executive Vice President and Chief Legal Officer | Davis Polk & Wardwell LLP |
| Wilmer Cutler Pickering Hale and Dorr LLP | PTC Therapeutics, Inc. | 450 Lexington Avenue |
| 7 World Trade Center, 250 Greenwich Street | 100 Corporate Court | New York, New York 10017 |
| New York, New York 10007 | South Plainfield, New Jersey 07080 | Telephone: (212) 450-4000 |
| Telephone: (212) 230-8800 | Telephone: (908) 222-7000 | Fax: (212) 701-5800 |
| Fax: (212) 230-8888 | Fax: (908) 222-1128 | |

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-188657

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

CALCULATION OF REGISTRATION FEE

| Title of each class of securities to be registered | | Proposed maximum aggregate offering price (1) | | Amount of registration fee (2) |
|--|----|---|----|--------------------------------|
| Common Stock, \$0.001 par value per share | \$ | 11,500,000 | \$ | 1,482 |

(1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(o) under the Securities Act of 1933, as amended. Includes the offering price of additional shares that the underwriters have the option to purchase.

(2) Calculated pursuant to Rule 457(o) based on an estimate of the proposed maximum aggregate offering price.

EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

This registration statement is being filed with respect to the registration of additional shares of common stock, \$0.001 par value per share, of PTC Therapeutics, Inc., a Delaware corporation, pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The contents of the earlier registration statement on Form S-1 (File No. 333-193677), which was declared effective by the Commission on February 12, 2014, are incorporated in this registration statement by reference.

The required opinions and consents are listed on an Exhibit Index attached hereto and filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Borough of South Plainfield, State of New Jersey, on this 12th day of February, 2014.

PTC Therapeutics, Inc.

By:

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

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Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|--|--|-------------------|
| /s/ Stuart W. Peltz, Ph.D. Stuart W. Peltz, Ph.D. | Chief Executive Officer and Director (principal executive officer) | February 12, 2014 |
| /s/ Shane Kovacs Shane Kovacs | Chief Financial Officer (principal financial and accounting officer) | February 12, 2014 |
| * Michael Schmertzler | Chairman of the Board | February 12, 2014 |
| * Richard Aldrich | Director | February 12, 2014 |
| * Axel Bolte | Director | February 12, 2014 |
| * Allan Jacobson, Ph.D. | Director | February 12, 2014 |
| * Adam Koppel, M.D., Ph.D. | Director | February 12, 2014 |
| * Michael Kranda | Director | February 12, 2014 |
| * Geoffrey McDonough, M.D. | Director | February 12, 2014 |
| * David P. Southwell | Director | February 12, 2014 |
| * Jerome B. Zeldis, M.D., Ph.D. | Director | February 12, 2014 |
| *By: /s/ Stuart W. Peltz, Ph.D. Name: Stuart W. Peltz, Ph.D. Title: Attorney-in-Fact | | February 12, 2014 |

EXHIBIT INDEX

| Exhibit No. | Description |
|--------------------|--|
| 5.1 | Opinion of Wilmer Cutler Pickering Hale and Dorr LLP |
| 23.1 | Consent of Ernst & Young LLP, independent registered public accounting firm |
| 23.2 | Consent of Wilmer Cutler Pickering Hale and Dorr LLP (included in Exhibit 5.1) |
| 24.1* | Powers of Attorney |

* Filed as Exhibit 24.1 to the Registrant's Registration Statement on Form S-1 (File No. 333-193677) filed with the Securities and Exchange Commission on January 31, 2014.