

PTC THERAPEUTICS, INC.
Form SC 13G/A
February 17, 2015

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934
Amendment No. 1

PTC Therapeutics, Inc.
(Name of Issuer)
Common Stock, \$0.001 par value per share
(Title of Class of Securities)
69366J200
(CUSIP Number)
December 31, 2014
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAMES OF REPORTING PERSONS/I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS
(ENTITIES ONLY)

Paul G. Allen

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b) (1)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

5 SOLE VOTING POWER

NUMBER OF

SHARES **1,701,731 (2)**
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY **0**
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON **1,701,731 (2)**
8 SHARED DISPOSITIVE POWER

WITH

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,701,731 (2)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.1% (3)

12 TYPE OF REPORTING PERSON

IN

- (1) This Schedule 13G is filed by Paul G. Allen, Vulcan Ventures Incorporated (VVI), Vulcan Capital Venture Capital Management I LLC (VCVC Management I), Vulcan Capital Venture Capital I LLC (VCVC I), Cougar Investment Holdings LLC (Cougar), VCVC Management III LLC (VCVC Management III) and VCVC III LLC (VCVC III and, together with Paul G. Allen, VVI, VCVC Management I, VCVC I, Cougar and VCVC Management III, the Reporting Persons). The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.
- (2) Mr. Allen has sole voting and dispositive power over the aggregate 1,701,731 shares (the Shares), including (a) the 101,562 shares held of record by VVI (the VVI Shares), (b) the 797,102 shares held of record by VCVC I (the VCVC I Shares) and (c) the 803,067 shares held of record by VCVC III (the VCVC III Shares). Mr. Allen is not a holder of record of any of the Shares, and disclaims all beneficial ownership in the shares held by VVI, VCVC I and VCVC III, except to the extent of his pecuniary interest therein.
- (3) Based upon 33,602,541 shares of common stock of the Company outstanding as of November 5, 2014, as reported by the Company in its Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission (the SEC) on November 6, 2014.

1 NAMES OF REPORTING PERSONS/I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS
(ENTITIES ONLY)

Vulcan Ventures Incorporated (VVI)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Washington

5 SOLE VOTING POWER

NUMBER OF

SHARES **0**

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY **0**

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON **0**

8 SHARED DISPOSITIVE POWER

WITH

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

898,664 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.7% (2)

12 TYPE OF REPORTING PERSON

CO

- (1) Of the 898,664 shares reported above, VVI is the record holder of the 101,562 VVI Shares and VCVC I is the record holder of the 797,102 VCVC I Shares. VVI is the managing member of VCVC Management I, which is the manager of VCVC I. Paul G. Allen is the sole owner of VVI, and has sole voting and dispositive power over the VVI Shares and the VCVC I Shares. VVI is not a record holder of the VCVC I Shares and disclaims all beneficial ownership in the VCVC I Shares, except to the extent of its pecuniary interest therein.
- (2) Based upon 33,602,541 shares of common stock of the Company outstanding as of November 5, 2014, as reported by the Company in its Quarterly Report on Form 10-Q filed with the SEC on November 6, 2014.

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1 NAMES OF REPORTING PERSONS/I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS
(ENTITIES ONLY)

2 **Vulcan Capital Venture Capital Management I LLC (VCVC Management I)**
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES **0**
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY **0**
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON **0**
8 SHARED DISPOSITIVE POWER

WITH

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

797,102 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.4% (2)

12 TYPE OF REPORTING PERSON

OO

- (1) VCVC Management I is the manager of VCVC I, which is the record holder of the 797,102 VCVC I Shares. VCVC Management I is not a record holder of the VCVC I Shares and disclaims all beneficial ownership in the VCVC I Shares, except to the extent of its pecuniary interest therein. Paul G. Allen is the sole owner of VVI, which is the managing member of VCVC Management I, and Mr. Allen has sole voting and dispositive power over the VCVC I Shares.
- (2) Based upon 33,602,541 shares of common stock of the Company outstanding as of November 5, 2014, as reported by the Company in its Quarterly Report on Form 10-Q filed with the SEC on November 6, 2014.

1 NAMES OF REPORTING PERSONS/I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS
(ENTITIES ONLY)

Vulcan Capital Venture Capital I LLC (VCVC I)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES **0**

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY **0**

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON **0**

8 SHARED DISPOSITIVE POWER

WITH

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

797,102 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.4% (2)

12 TYPE OF REPORTING PERSON

OO

- (1) VCVC I is the record holder of the 797,102 VCVC I Shares. VCVC I is managed by VCVC Management I, which in turn is managed by VVI. Mr. Allen, who is the sole owner of VVI, has sole voting and dispositive power over the VCVC I Shares. Mr. Allen, VVI and VCVC Management I are not the record holders of the VCVC I Shares and disclaim all beneficial ownership in the VCVC I Shares, except to the extent of their respective pecuniary interest therein.
- (2) Based upon 33,602,541 shares of common stock of the Company outstanding as of November 5, 2014, as reported by the Company in its Quarterly Report on Form 10-Q filed with the SEC on November 6, 2014.

1 NAMES OF REPORTING PERSONS/I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS
(ENTITIES ONLY)

Cougar Investment Holdings LLC (Cougar)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES **0**

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY **0**

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON **0**

8 SHARED DISPOSITIVE POWER

WITH

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

803,067 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.4% (2)

12 TYPE OF REPORTING PERSON

OO

- (1) Cougar is the managing member of VCVC Management III, which is the manager of VCVC III, which is the record holder of the 803,067 VCVC III Shares. Cougar is not a record holder of the VCVC III Shares and disclaims all beneficial ownership in the VCVC III Shares, except to the extent of its pecuniary interest therein. Paul G. Allen is the sole owner of Cougar, and has sole voting and dispositive power over the VCVC III Shares.
- (2) Based upon 33,602,541 shares of common stock of the Company outstanding as of November 5, 2014, as reported by the Company in its Quarterly Report on Form 10-Q filed with the SEC on November 6, 2014.

1 NAMES OF REPORTING PERSONS/I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS
(ENTITIES ONLY)

2 **VCVC Management III LLC (VCVC Management III)**
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES **0**
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY **0**
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON **0**
8 SHARED DISPOSITIVE POWER

WITH

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

803,067 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.4% (2)

12 TYPE OF REPORTING PERSON

OO

- (1) VCVC Management III is the manager of VCVC III, which is the record holder of the 803,067 VCVC III Shares. VCVC Management III is not a record holder of the VCVC III Shares and disclaims all beneficial ownership in the VCVC III Shares, except to the extent of its pecuniary interest therein. Paul G. Allen is the sole owner of Cougar, which is the managing member of VCVC Management III, and has sole voting and dispositive power over the VCVC III Shares.
- (2) Based upon 33,602,541 shares of common stock of the Company outstanding as of November 5, 2014, as reported by the Company in its Quarterly Report on Form 10-Q filed with the SEC on November 6, 2014.

1 NAMES OF REPORTING PERSONS/I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS
(ENTITIES ONLY)

VCVC III LLC (VCVC III)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES **0**
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY **0**
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON **0**
8 SHARED DISPOSITIVE POWER

WITH

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

803,067 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.4% (2)

12 TYPE OF REPORTING PERSON

OO

- (1) VCVC III is the record holder of the 803,067 VCVC III Shares. VCVC III is managed by VCVC Management III, which in turn is managed by Cougar. Mr. Allen, who is the sole owner of Cougar, has sole voting and dispositive power over the VCVC III Shares. Mr. Allen, Cougar and VCVC Management III are not record holders of the VCVC III Shares and disclaim all beneficial ownership in the VCVC III Shares, except to the extent of their respective pecuniary interest therein.
- (2) Based upon 33,602,541 shares of common stock of the Company outstanding as of November 5, 2014, as reported by the Company in its Quarterly Report on Form 10-Q filed with the SEC on November 6, 2014.

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Item 1(a) Name of Issuer:

PTC Therapeutics, Inc.

Item 1(b) Address of Issuer's Principal Executive Offices:

100 Corporate Court, South Plainfield, NJ 07080

Item 2(a) Name of Person Filing:

- (i) Paul G. Allen;
- (ii) Vulcan Ventures Incorporated (*VVI*);
- (iii) Vulcan Capital Venture Capital Management I LLC (*VCVC Management I*);
- (iv) Vulcan Capital Venture Capital I LLC (*VCVC I*);
- (v) Cougar Investment Holdings LLC (*Cougar*);
- (vi) VCVC Management III LLC (*VCVC Management III*);
- (vii) VCVC III LLC (*VCVC III*).

The foregoing persons hereinafter sometimes collectively are referred to as the Reporting Persons. Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party. The Reporting Persons' agreement in writing to file this statement on behalf of each of them is attached as Exhibit 99.1 hereto.

Item 2(b) Address of Principal Business Office or, If None, Residence

- (i) 505 Fifth Avenue South, Suite 900, Seattle, WA 98104
- (ii) 505 Fifth Avenue South, Suite 900, Seattle, WA 98104

- (iii) 505 Fifth Avenue South, Suite 900, Seattle, WA 98104
- (iv) 505 Fifth Avenue South, Suite 900, Seattle, WA 98104
- (v) 505 Fifth Avenue South, Suite 900, Seattle, WA 98104
- (vi) 505 Fifth Avenue South, Suite 900, Seattle, WA 98104
- (vii) 505 Fifth Avenue South, Suite 900, Seattle, WA 98104

Item 2(c) Citizenship:

- (i) U.S.
- (ii) Washington
- (iii) Delaware
- (iv) Delaware
- (v) Delaware
- (vi) Delaware
- (vii) Delaware

Item 2(d) Title of Class of Securities:

Common Stock, \$0.001 par value per share

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Item 2(e) CUSIP Number:
69366J200

Item 3. If this statement is filed pursuant to 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) " Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o)
- (b) " Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) " Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) " Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) " An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);
- (f) " An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
- (g) " A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);
- " A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (h) 1813);
- (i) " A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) " A non-U.S. institution in accordance with §240.13d 1(b)(1)(ii)(J);
- (k) " Group, in accordance with 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with §240.13d 1(b)(1)(ii)(J), please specify the type of institution:

Not applicable.

Item 4. Ownership

| Reporting Person | Sole Voting Power | Shared Voting Power | Sole Dispositive Power | Shared Dispositive Power | Beneficial Ownership | Percentage of Class* |
|---------------------|-------------------|---------------------|------------------------|--------------------------|----------------------|----------------------|
| Paul G. Allen | 1,701,731 | 0 | 1,701,731 | 0 | 1,701,731 | 5.1% |
| VVI | 0 | 0 | 0 | 0 | 898,664 | 2.7% |
| VCVC Management I | 0 | 0 | 0 | 0 | 797,102 | 2.4% |
| VCVC I | 0 | 0 | 0 | 0 | 797,102 | 2.4% |
| Cougar | 0 | 0 | 0 | 0 | 803,067 | 2.4% |
| VCVC Management III | 0 | 0 | 0 | 0 | 803,067 | 2.4% |
| VCVC III | 0 | 0 | 0 | 0 | 803,067 | 2.4% |

Paul G. Allen, who is the sole owner of VVI and Cougar, has sole voting and dispositive power over the aggregate 1,701,731 shares, including the 101,562 shares held of record by VVI, the 797,102 shares held of record by VCVC I

and the 803,067 shares held of record by VCVC III. VVI is the managing member of VCVC Management I, which is the manager of VCVC I. Cougar is the managing member of VCVC Management III, which is the manager of VCVC III. Mr. Allen, VVI and VCVC Management I disclaim all beneficial ownership in the shares held by VCVC I, except to the extent of their respective pecuniary interest therein, and Mr. Allen, Cougar and VCVC Management III disclaim all beneficial ownership in the shares held by VCVC III, except to the extent of their respective pecuniary interest therein.

* Based upon 33,602,541 shares of common stock of the Company outstanding as of November 5, 2014, as reported by the Company in its Quarterly Report on Form 10-Q filed with the SEC on November 6, 2014.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner or more than five percent of the class of securities, check the following box: "

Item 6. Ownership of More Than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certifications

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 13, 2015

PAUL G. ALLEN

By: /s/ WILLIAM BENACK
Name: William Benack
Title: Attorney-in-fact for Paul G. Allen

Dated: February 13, 2015

VULCAN VENTURES INCORPORATED

By: /s/ WILLIAM BENACK
Name: William Benack
Title: Vice President

Dated: February 13, 2015

VULCAN CAPITAL VENTURE CAPITAL MANAGEMENT I LLC

By Vulcan Ventures Incorporated, its Managing Member

By: /s/ WILLIAM BENACK
Name: William Benack
Title: Vice President

Dated: February 13, 2015

VULCAN CAPITAL VENTURE CAPITAL I LLC

By Vulcan Capital Venture Capital Management I LLC, its Manager

By Vulcan Ventures Incorporated, its Managing Member

By: /s/ WILLIAM BENACK
Name: William Benack
Title: Vice President

Dated: February 13, 2015

COUGAR INVESTMENT HOLDINGS LLC

By: /s/ WILLIAM BENACK
Name: William Benack
Title: Vice President

Dated: February 13, 2015

VCVC MANAGEMENT III LLC

By Cougar Investment Holdings LLC, its Managing Member

By: /s/ WILLIAM BENACK
Name: William Benack
Title: Vice President

Dated: February 13, 2015

VCVC III LLC

By VCVC Management III LLC, its Manager

By Cougar Investment Holdings LLC, its Managing Member

By: /s/ WILLIAM BENACK

Name: William Benack

Title: Vice President

EXHIBIT INDEX

| Exhibit | Title |
|---------|--|
| 99.1 | Joint Filing Agreement dated February 13, 2015 among the Reporting Persons |
| 99.2 | Power of Attorney |