

PTC INC.
Form DEFA14A
January 20, 2016

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

SCHEDULE 14A
(Rule 14a-101)
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to § 240.14a-12

PTC INC.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of filing fee (Check the appropriate box):

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x No fee required

.. Fee computed on table below per Exchange Act Rules 14a-(6)(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transactions applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

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.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, schedule or registration statement no.:

(3) Filing party:

(4) Date filed:

***** Exercise Your *Right* to Vote *****

**Important Notice Regarding the Availability of Proxy Materials for the
Stockholder Meeting to Be Held on March 2, 2016.**

PTC INC.

Meeting Information

Meeting Type: Annual Meeting
For holders as of: January 4, 2016
Date: March 2, 2016 **Time:** 8:00 a.m., local time
Location: PTC Inc.

140 Kendrick Street

Needham, MA 02494

You are receiving this communication because you hold shares in the company named above.

PTC INC.

140 KENDRICK STREET

NEEDHAM, MA 02494

This is not a ballot. You cannot use this notice to vote these shares. You can vote only by following the instructions on the reverse side. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

**See the reverse side of this notice to obtain
proxy materials and voting instructions.**

Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

NOTICE AND PROXY STATEMENT ANNUAL REPORT

How to View Online:

Have the information that is printed in the box marked by the arrow (located on the following page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET*: www.proxyvote.com
- 2) *BY TELEPHONE*: 1-800-579-1639
- 3) *BY E-MAIL**: sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before February 17, 2016 to facilitate timely delivery.

How To Vote

Please Choose One of the Following Voting Methods

Vote By Internet: To vote now by Internet, go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow (located on the following page) available and follow the instructions.

Vote By Telephone: You can vote by telephone by requesting a paper copy of the materials, which will include a proxy card and instructions on how to vote by telephone.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Vote In Person: If you are a registered stockholder (that is, you hold these shares in your name), you must present valid identification to vote at the meeting. If you hold these shares in street name (that is, in the name of the brokerage firm or bank holding the securities account in which these shares are held), you will need to obtain a legal proxy from the holder of record to vote at the meeting.

Voting Items

The Board of Directors recommends you vote

FOR ALL nominees:

1. Elect seven directors to serve until the 2017

Annual Meeting of Stockholders.

Nominees:

- | | |
|----------------------|----------------------|
| 01) Janice Chaffin | 05) Paul Lacy |
| 02) Donald Grierson | 06) Robert Schechter |
| 03) James Heppelmann | 07) Renato Zambonini |
| 04) Klaus Hoehn | |

The Board of Directors recommends you vote FOR the following proposals:

2. Advisory vote to approve the 2015 compensation of our named executive officers (say-on-pay).
3. Approve an increase in the number of shares authorized for issuance under the 2000 Equity Incentive Plan.
4. Re-approve the material terms of the performance goals under the 2000 Equity Incentive Plan.
5. Approve our 2016 Employee Stock Purchase Plan.
6. Advisory vote to confirm the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the current fiscal year.

