



Section 5 – Corporate Governance and Management

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Election of Director

On February 24, 2016, the PTC Inc. Board of Directors elected Phillip Fernandez as a director of the company, effective immediately after the 2016 Annual Meeting of Stockholders to be held on March 2, 2016, to serve until the 2017 Annual Meeting of Stockholders.

Mr. Fernandez, age 55, is the President, Chief Executive Officer and Chairman of the Board of Marketo, Inc., a digital marketing software company, a position he has held since January 2006. Prior to that, Mr. Fernandez was with Epiphany, Inc., a marketing software company acquired by SSA Global Technologies, Inc., from 1999 to 2005, including as President and Chief Operating Officer from July 2003 until September 2005.

Compensation for Mr. Fernandez was not established at his election, but will be established when the compensation for all directors is determined for the year on March 2, 2016.

Mr. Fernandez was not appointed to any committee of the Board upon election.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PTC Inc.

Date: February 26, 2016 By: /s/ Aaron C. von Staats

Aaron C. von Staats

General Counsel &

Secretary