

EXPLANATORY NOTE

On March 1, 2017, PTC reported the voting results with respect to its 2017 Annual Meeting of Stockholders held on March 1, 2017. This amendment is being filed to confirm the frequency with which PTC will hold a vote on the compensation of our named executive officers.

Section 5 – Corporate Governance and Management

Item 5.07

Submission of Matters to a Vote of Security Holders.

PTC confirms that, in accordance with the Board of Directors' recommendation that PTC hold an annual vote on the compensation of our named executive officers, the stockholders indicated by a majority of votes cast that they preferred an annual vote on the compensation of our named executive officers. Accordingly, PTC will hold an annual vote on the compensation of our named executive officers.

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: March 17, 2017 By: /s/ Aaron C.
von Staats
Aaron C.
von Staats
General Counsel
& Secretary