

Section 7 – Regulation FD

Item 7.01.

Regulation FD Disclosure.

On October 26, 2016, PTC issued financial guidance for the first quarter and full 2017 fiscal year. Although GAAP operating expense guidance and GAAP operating margin guidance were presented as intended for both periods, as was Non-GAAP EPS guidance, the GAAP EPS guidance included in the October 26, 2016 press release and prepared remarks inadvertently omitted interest expense for both the Q1'17 and FY'17 periods, which requires revisions to the GAAP EPS guidance for both periods. The revised GAAP EPS guidance is set forth in the table below. There is no change to Q1'17 and FY'17 Non-GAAP EPS guidance.

Revised GAAP EPS Guidance	Q1'17 Low	Q1'17 High	FY'17 Low	FY'17 High
EPS (GAAP)	\$ (0.02)	\$ 0.02	\$ 0.21	\$ 0.32

Forward-Looking Statements

Statements about our first quarter and full fiscal 2017 guidance are forward-looking statements that involve risks and uncertainties that could cause actual results to differ materially from those projected. These risks include: the macroeconomic and/or global manufacturing climates may not improve or may deteriorate; customers may not purchase our solutions when or at the rates we expect; our businesses, including our Internet of Things (IoT) business, may not expand and/or generate the revenue we expect; foreign currency exchange rates may vary from our expectations and thereby affect our reported revenue and expense; the mix of revenue between license & subscription solutions, support and professional services could be different than we expect, which could impact our EPS results; our customers may purchase more of our solutions as subscriptions than we expect, which would adversely affect near-term revenue, operating margins, and EPS; customers may not purchase subscriptions at the rate we expect, which could impact our ability to achieve expected subscription bookings; sales of our solutions as subscriptions may not have the longer-term effect on revenue that we expect; our workforce realignment may not achieve the expense savings we expect and may adversely affect our operations; we may be unable to generate sufficient operating cash flow to return 40% of free cash flow to shareholders and other uses of cash or our credit facility limits could preclude share repurchases; and any repatriation of cash held outside the U.S., which constitutes a significant portion of our cash, could be subject to significant taxes. In addition, our assumptions concerning our future GAAP and non-GAAP effective income tax rates are based on estimates and other factors that could change, including the geographic mix of our revenue, expenses and profits and loans and cash repatriations from foreign subsidiaries. Other risks and uncertainties that could cause actual results to differ materially from those projected are detailed from time to time in reports we file with the Securities and Exchange Commission, including our most recent Annual Report on Form 10-K and Quarterly Report on Form 10-Q.

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: October 31, 2016 By: /s/ Andrew Miller
Andrew Miller
Executive Vice
President, Chief
Financial Officer