
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): October 10, 2025

PTC Inc.

(Exact name of Registrant as Specified in Its Charter)

Massachusetts
(State or Other Jurisdiction
of Incorporation)

0-18059
(Commission File Number)

04-2866152
(IRS Employer
Identification No.)

121 Seaport Boulevard
Boston, Massachusetts
(Address of Principal Executive Offices)

02210
(Zip Code)

Registrant's Telephone Number, Including Area Code: (781) 370-5000

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$.01 par value per share	PTC	The NASDAQ Global Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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.

Appointment of New Director

On October 10, 2025, James Lico was appointed to the Board of Directors of PTC Inc., effective as of October 13, 2025. Mr. Lico has also been appointed to serve as a member of the Corporate Governance Committee of the Board of Directors.

Mr. Lico served as the President and Chief Executive Officer and a member of the board of directors of Fortive Corporation, a provider of safety and productivity solutions to industrial and healthcare markets, from July 2016 to June 2025. Mr. Lico currently serves as an advisor to Fortive Corporation. Prior to July 2016, Mr. Lico served in leadership positions in a variety of different functions and businesses at Danaher Corporation after joining Danaher in 1996, serving as an Executive Vice President from 2005 until 2016. Mr. Lico has served on the board of directors of DuPont de Nemours, Inc. since June 2024. Mr. Lico holds a Bachelor of Science from the University of Michigan – Dearborn, and a Master’s in Management from Northwestern University – Kellogg School of Management. Mr. Lico is 59 years old.

Mr. Lico’s compensation for service as a director will be commensurate with that for our outside directors, other than our Board Chair, for the current Board service year, as prorated for the year. He will be paid an annual cash retainer of \$60,000, as prorated for the current service year, and will be granted an annual equity retainer of RSUs valued at approximately \$250,000 on the grant date, as prorated for the current service year, which RSUs will vest on the earlier of the 2026 Annual Meeting of Shareholders and March 15, 2026. He will also receive a one-time initial new director grant of RSUs valued at \$375,000 on the grant date, which RSUs will vest in two substantially equal installments on October 15, 2026 and 2027. For his service on the Corporate Governance Committee, Mr. Lico will receive compensation commensurate with that for other Corporate Governance Committee members, other than the Committee Chair, for the current service year. He will be paid a cash retainer of \$10,000, which will be prorated for the service year.

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 thereunto duly authorized.

PTC Inc.

Date: October 14, 2025

By: /s/Catherine Gorecki

Catherine Gorecki

Senior Vice President, Corporate & Securities Counsel, Assistant Secretary