



DIVISION OF  
CORPORATION FINANCE

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

March 5, 2020

Alice Christenson  
Corporate Controller  
PTC Inc.  
121 Seaport Boulevard  
Boston, MA 02210

**Re: PTC Inc.  
Form 10-K for the fiscal year ended September 30, 2019  
Exhibit No. 10.19 - Second Amended and Restated Strategic Alliance Agreement by  
and between PTC Inc. and Rockwell Automation, Inc. dated as of November 14, 2019  
Filed November 18, 2019  
File No. 000-18059**

Dear Ms. Christenson:

We have concluded our assessment of your redacted exhibit for compliance with applicable form requirements and will process your supplemental response and related materials in accordance with your request.

Sincerely,

Division of Corporation Finance