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IRONWOOD PHARMACEUTICALS INC

Form 4

Class B Common Stock

November 08	3, 2013											
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION									OMB APPROVAL			
	Washington, D.C. 20549							N OMB Number	:	-0287		
Check this if no longe subject to	er STATEN	MENT OF	CHAN			ICIA	WNERSHIP O	Expires:	January 31, 2005 ed average			
Section 16 Form 4 or			SECUR					burden l respons	burden hours per response 0.5			
Form 5 obligations may continue. See Instruction 1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940												
(Print or Type R	esponses)											
CONRADES GEORGE H Syr				Name and	l Ticker or	Tradi	ng	5. Relationship of Reporting Person(s) to Issuer				
		IRONW PHARM [IRWD]	IACEUT	TICALS 1	INC		(Check all applicable) _X_ Director 10% Owner					
(Last)	(First) (l		3. Date of Earliest Transaction ——Officer (give below)						Other (specify			
C/O IRONW PHARMACI BINNEY ST	EUTICALS, IN		11/06/20	•								
	(Street) 4. If Ame Filed(Mor				_	ıl		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
CAMBRIDO	GE, MA 02142							Person	More than On	e Reporting		
(City)	(State)	(Zip)	Tabl	e I - Non-D	Derivative	Secui	rities A	cquired, Disposed	of, or Benefi	cially Owne	d	
1.Title of Security (Instr. 3)	ity (Month/Day/Year) Execution Date, if			3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial	Beneficial Ownership	
Class A				Code V	Amount		Price	(Instr. 3 and 4)				
Common Stock	11/06/2013			<u>J(1)</u>	1,251	A	\$0	16,019	D			
Class B Common Stock								90,000	D			

By Longfellow

Venture

723,755

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Partners I, LLC (2)

Class B

By Conrades Common 254,152 Ι Family, LLC Stock

(3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

> 9. Nu Deriv Secu Bene Own Follo

Trans (Insti

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transact Code (Instr. 8)	5. sorNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

CONRADES GEORGE H C/O IRONWOOD PHARMACEUTICALS, INC. **301 BINNEY STREET** CAMBRIDGE, MA 02142

X

Signatures

/s/ Halley E. Gilbert 11/08/2013 Attorney-in-Fact

**Signature of Reporting Person Date

Explanation of Responses:

- If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Reporting Owners 2

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- (1) Distributed pro rata to the partners of Polaris Venture Partners Founders' Fund II, L.P. without additional consideration in accordance with the partnership agreement of Polaris Venture Partners Founders' Fund II, L.P.
- (2) The reporting person is the sole manager of Longfellow Venture Partners I, LLC, the beneficial owner of the securities.
- (3) The reporting person is a managing member of Conrades Family, LLC, the beneficial owner of the securities.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.