IRONWOOD PHARMACEUTICALS INC

Form 4 June 05, 2014

FORM 4

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

OMB APPROVAL OMB 3235-0287

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Number: January 31, Expires: 2005

0.5

Section 16. Form 4 or Form 5 obligations

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

burden hours per response...

Estimated average

may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

(Check all applicable)

MCGUIRE TERRANCE

Symbol

IRONWOOD PHARMACEUTICALS INC Issuer

X_ Director

10% Owner

[IRWD]

(Last)

(Middle)

3. Date of Earliest Transaction

Officer (give title below)

Other (specify

(Month/Day/Year) C/O IRONWOOD 06/03/2014

PHARMACEUTICALS, INC., 301

(Street)

(First)

BINNEY STREET

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

CAMBRIDGE, MA 02142

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) any (Month/Day/Year)

3. Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)

4. Securities Acquired 5. Amount of Ownership Securities Beneficially Form: Owned Direct (D) Following or Indirect (I)

Reported (A) Transaction(s) (Instr. 4) (Instr. 3 and 4)

Beneficial Ownership (Instr. 4)

7. Nature of

Indirect

Code V Amount (D) Price

I

Class A

Common 06/03/2014 Stock

 $A^{(1)}$

19,778 A

\$0 32,032 D

Class A

Stock

Common

1,626

Venture Management Co. II, L.L.C.

By Polaris

(2)

40,000 I

Edgar Filing: IRONWOOD PHARMACEUTICALS INC - Form 4

Class B Common Stock By Bartlett Partners, LLC

(3)

Shares

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)

8. Price of

Derivative

Security

(Instr. 5)

9. Nu

Deriv

Secu

Bene Own Follo Repo Trans (Insti

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amou	ınt of
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	•		Secur	ities
	Derivative				Securities			(Instr.	3 and 4)
	Security				Acquired				
	·				(A) or				
					Disposed				
					of (D)				
					(Instr. 3,				
					4, and 5)				
					, ,				
									Amount
						Date	Expiration		or
						Exercisable	Date	Title	Number
						LACICISABIC	Dute		of

Reporting Owners

Reporting Owner Name / Address

Relationships

Code V (A) (D)

Director 10% Owner Officer Other

MCGUIRE TERRANCE C/O IRONWOOD PHARMACEUTICALS, INC. 301 BINNEY STREET CAMBRIDGE, MA 02142

X

Signatures

/s/ Halley E. Gilbert Attorney-in-Fact

06/05/2014

**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).
- (1) Issued pursuant to the Director Compensation Plan, effective as of January 2014.
- (2) The reporting person is a managing member of Polaris Venture Management Co. II, L.L.C., the beneficial owner of the securities. The reporting person disclaims beneficial ownership of the reported securities, except to the extent of his pecuniary interest therein.

Reporting Owners 2

Edgar Filing: IRONWOOD PHARMACEUTICALS INC - Form 4

(3) The reporting person is a managing member of Bartlett Partners, LLC, the beneficial owner of the securities. The reporting person disclaims beneficial ownership of the securities, except to the extent of his pecuniary interest therein.

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.