#### Edgar Filing: MCGUIRE TERRANCE - Form 4

MCGUIRE	TERRANCE											
Form 4												
December 1	18, 2018											
FORM		STATFS	SECH	TIFS	AND F	хсн	ANGE		ON		B APPR	OVAL
Check t	S SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB Numbe	r:	235-0287		
Form 4 Form 5 obligation See Inst 1(b).	nger to 16. or Filed pur ons ntinue.	suant to S a) of the I	ection 1 Public U	SECU 6(a) of t tility Ho	Januar Expires: Januar							
(Print or Type	Responses)											
1. Name and Address of Reporting Person <u>*</u> MCGUIRE TERRANCE			2. Issuer Name <b>and</b> Ticker or Trading Symbol IRONWOOD				5. Relationship of Reporting Person(s) to Issuer					
			PHARMACEUTICALS INC [IRWD]					(Check all applicable) X Director 10% Owner				
(Last) (First) (Middle)			3. Date of Earliest Transaction (Month/Day/Year)				Officer ( below)	Other (specify				
C/O IRON PHARMA BINNEY S	CEUTICALS, IN	C., 301	12/14/2	2018								
				nendment, Date Original onth/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> </ul>				
CAMBRIE	DGE, MA 02142							Form filed Person	by Mo	ore than O	ne Reporti	ng
(City)	(State)	(Zip)	Tab	le I - Non-	Derivat	ive Secu	urities A	cquired, Dispose	ed of,	or Benef	ficially O	wned
1.Title of Security (Instr. 3)		any Code Disposed of (D) Beneficially (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Following (A) or (Instr. 3 and 4)		Own Forn Dire or In (I)	nership	7. Natu Indirect Benefic Owners (Instr. 4	: vial ship					
Class A Common Stock	12/14/2018			Code V $A^{(1)}$	212	nt (D) A	Price	77,503	D			
Class A Common Stock								1,626	I			
								29,117	Ι			

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Class A Common Stock			By Bartlett Partners, LLC (3)
Class B Common Stock	40,000	Ι	By Bartlett Partners, LLC (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.

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

2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	e and	8. Price of	9. Nu
Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
or Exercise		any	Code	of	(Month/Day/	/Year)	Under	lying	Security	Secu
Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
Derivative				Securities			(Instr.	3 and 4)		Owne
Security				Acquired						Follo
				(A) or						Repo
				Disposed						Trans
				of (D)						(Instr
				(Instr. 3,						
				4, and 5)						
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
	or Exercise Price of Derivative	Conversion (Month/Day/Year) or Exercise Price of Derivative	or Exercise any Price of (Month/Day/Year) Derivative	Conversion (Month/Day/Year) Execution Date, if Transaction or Exercise any Code Price of (Month/Day/Year) (Instr. 8) Derivative Security	Conversion or Exercise(Month/Day/Year)Execution Date, if anyTransactionNumber CodePrice of Derivative Security(Month/Day/Year)(Instr. 8)Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Conversion (Month/Day/Year) Execution Date, if or Exercise any Code of (Month/Day/ Price of (Month/Day/Year) (Instr. 8) Derivative Security Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Exercisable	Conversion (Month/Day/Year) Execution Date, if any Code of (Month/Day/Year) Expiration Date Price of (Month/Day/Year) (Instr. 8) Derivative Security Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Expiration Date Expiration	Conversion or Exercise Price of Derivative Security(Month/Day/Year)Execution Date, if any (Month/Day/Year)TransactionNumber Code of (Instr. 8)Expiration Date (Month/Day/Year)Amou Under Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)Expiration Date (Month/Day/Year)Amou Under Securities SecuritiesDate ExpirationExpiration Date (Instr. 8)Amou Under SecuritiesAmou Under Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)Title	Conversion or Exercise Price of Derivative Security(Month/Day/Year)Execution Date, if any (Month/Day/Year)TransactionNumber Code ofExpiration Date (Month/Day/Year)Amount of Underlying Securities (Instr. 8)Derivative Security(Month/Day/Year)Instr. 8)Derivative Securities (A) or Disposed of (D) (Instr. 3, 4, and 5)Securities (Month/Cay/Year)Securities (Instr. 3)Securities (Instr. 3)Secur	Conversion or Exercise Price of Derivative Security(Month/Day/Year)Execution Date, if any (Month/Day/Year)TransactionNumber Code of Instr. 8)Expiration Date (Month/Day/Year)Amount of Underlying Securities (Instr. 5)Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)Amount of Underlying Securities (Instr. 5)Derivative Securities (Instr. 5)Amount of Underlying Securities (Instr. 5)Derivative Securities (Instr. 5)Amount of Underlying Securities (Instr. 5)Derivative Securities (Instr. 5)Amount of Underlying Securities (Instr. 5)Derivative Securities (Instr. 5)Derivative Securities (Instr. 5)Amount of Underlying Securities (Instr. 5)Derivative Securities (Instr. 5)Derivative (Instr. 5)Derivative Securities (Instr. 5)Derivative Securities (Instr. 5)Derivative Securities (Instr. 5)Derivative (Instr. 5)Derivative (Instr. 5)Derivative (Instr. 5)Derivative Securities (Instr. 5)Derivative (Instr. 5)Derivative (Instr. 5)Derivative (Instr. 5)Derivative (

### **Reporting Owners**

Reporting Owner Name / Address		Relationships						
1		Director	10% Owner	Officer	Other			
MCGUIRE TERRANCE C/O IRONWOOD PHARMACEUTIC 301 BINNEY STREET CAMBRIDGE, MA 02142	ALS, INC.	Х						
Signatures								
/s/ Conor Kilroy, Attorney-in-Fact	12/18/2018							
**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.
- (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.