IRONWOOD PHARMACEUTICALS INC

Form 5

February 09, 2012

FORM 5								OMB APPROVAL			
UNITED STATES SECURITIES AND FYCHANCE COMMISSION									OMB Number:	3235-0362	
Check th no longer			Washington, D.C. 20549 'ATEMENT OF CHANGES IN BENEFICOWNERSHIP OF SECURITIES						Expires:	January 31, 2005	
to Section Form 4 of 5 obligate may cont	r Form ANN ions inue.							CIAL	Estimated average burden hours per response		
1(b). Form 3 F Reported Form 4 Transacti	Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(b) of the Investment Company Act of 1940										
	Address of Reporting Capital Investmen	nts L.P.	2. Issuer Symbol IRONV	Name and Tio	cker or Tradi	ng	5. R Issu	Relationship of F ner	Reporting Perso	on(s) to	
				MACEUTIO	CALS INC			(Check all applicable) DirectorX 10% Owner			
(Last)	(First) (3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2011				Officer (give title Other (specify below)				
430 PARK FLOOR	AVENUE, 12T	Ή	12/31/2	.011							
	(Street)	4. If Amendment, Date Original 6. In Filed(Month/Day/Year)				Individual or Joint/Group Reporting (check applicable line)					
NEW YOR	K, NY 10022										
								Form Filed by Or Form Filed by M on			
(City)	(State)	(Zip)	Tab	le I - Non-De	rivative Secu	urities	Acquire	d, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if Transaction Code			d of (D))	Beneficially Owned at end of Issuer's	Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
G1		(Δ)			Fiscal Year (Instr. 3 and 4)	(I) (Instr. 4)					
Class B Common Stock (2)	08/02/2011	Â		S4	94,600	D	\$ 15.2	9,794,662	D (1)	Â	
Class B Common Stock (2)	08/02/2011	Â		S4	2,300	D	\$ 15.39	9,792,362	D (1)	Â	
_	08/02/2011	Â		P4	1,000	A		9,793,362	D (1)	Â	

Class B Common Stock (2)						\$ 15.12			
Class B Common Stock (2)	08/03/2011	Â	S4	59,049	D	\$ 15.27	9,734,313	D (1)	Â
Class B Common Stock (2)	08/03/2011	Â	S4	226,200	D	\$ 15.09	9,508,113	D (1)	Â
Class B Common Stock (2)	08/04/2011	Â	S4	75,000	D	\$ 15	9,433,113	D (1)	Â
Class B Common Stock (2)	08/04/2011	Â	S4	25,000	D	\$ 15.1	9,408,113	D (1)	Â
Class B Common Stock (2)	08/04/2011	Â	S4	25,600	D	\$ 15.01	9,382,513	D (1)	Â
Class B Common Stock (2)	08/05/2011	Â	S4	10,000	D	\$ 14.55	9,372,513	D (1)	Â
Class B Common Stock (2)	08/05/2011	Â	S4	50,000	D	\$ 14	9,322,513	D (1)	Â
Class B Common Stock (2)	08/08/2011	Â	S4	108,200	D	\$ 12.44	9,214,313	D (1)	Â
Class B Common Stock (2)	08/09/2011	Â	S4	99,700	D	\$ 12.42	9,114,613	D (1)	Â
Class B Common Stock (2)	08/09/2011	Â	S4	42,812	D	\$ 12.44	9,071,801	D (1)	Â
Class B Common Stock (2)	08/09/2011	Â	S4	32,372	D	\$ 12.49	9,039,429	D (1)	Â
Class B Common Stock (2)	08/11/2011	Â	S4	39,600	D	\$ 12.54	8,999,829	D (1)	Â
Class B Common Stock (2)	08/15/2011	Â	S4	1,400	D	\$ 13.02	8,998,429	D (1)	Â
Class B Common	08/15/2011	Â	S4	12,765	D	\$ 12.96	8,985,664	D (1)	Â

Stock (2)									
Class B Common Stock (2)	08/17/2011	Â	S4	250,000	D	\$ 13	8,735,664	D (1)	Â
Class B Common Stock (2)	08/18/2011	Â	S4	99,000	D	\$ 12.45	8,636,664	D (1)	Â
Class B Common Stock (2)	08/18/2011	Â	P4	1,000	A	\$ 12.42	8,637,664	D (1)	Â
Class B Common Stock (2)	08/19/2011	Â	S4	93,600	D	\$ 12.23	8,544,064	D (1)	Â
Class B Common Stock (2)	08/22/2011	Â	S4	70,000	D	\$ 12.44	8,474,064	D (1)	Â
Class B Common Stock (2)	08/23/2011	Â	S4	31,352	D	\$ 13.05	8,442,712	D (1)	Â
Class B Common Stock (2)	08/23/2011	Â	S4	500	D	\$ 13.04	8,444,212	D (1)	Â
Class B Common Stock (2)	08/25/2011	Â	S4	80,000	D	\$ 12.71	8,362,212	D (1)	Â
Class B Common Stock (2)	08/26/2011	Â	S4	25,000	D	\$ 12.82	8,337,212	D (1)	Â
Class B Common Stock (2)	08/26/2011	Â	S4	47	D	\$ 13	8,337,165	D (1)	Â
Class B Common Stock (2)	08/30/2011	Â	S4	20,100	D	\$ 12.75	8,317,065	D (1)	Â
Class B Common Stock (2)	08/30/2011	Â	P4	100	A	\$ 12.75	8,317,165	D (1)	Â
Class B Common Stock (2)	08/30/2011	Â	S4	100	D	\$ 12.82	8,317,065	D (1)	Â

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 2270 (9-02)

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

of D

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

Reporting Owners

Reporting Owner Name / Address	Relationships						
F-	Director	10% Owner	Officer	Other			
Ridgeback Capital Investments L.P. 430 PARK AVENUE 12TH FLOOR NEW YORK, NY 10022	Â	ÂΧ	Â	Â			
Ridgeback Capital Investments Ltd. 430 PARK AVENUE 12TH FLOOR NEW YOR,, NY 10022	Â	ÂX	Â	Â			
Ridgeback Capital Management LP 430 PARK AVENUE 12TH FLOOR NEW YORK, NY 10022	Â	ÂX	Â	Â			

Signatures

/s/ Bud Holman, Attorney-in-Fact 01/31/2012

**Signature of Reporting Person D

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).

Ridgeback Capital Investments L.P. owns all of the securities reported herein directly. Ridgeback Capital Investments Ltd. is the general partner of Ridgeback Capital Investments L.P. Pursuant to an investment management agreement, Ridgeback Capital Management LP maintains investment and voting power with respect to the securities held or controlled by Ridgeback Capital Investments Ltd. Wayne Holman, an individual, controls Ridgeback Capital Management LP. Ridgeback Capital Management LP, Ridgeback Capital Investments Ltd. and Wayne Holman do not own any securities reported herein directly and disclaim beneficial ownership of any of the securities covered by this statement, except to the extent of any pecuniary interest therein.

Reporting Owners 4

(2) Shares of Class B Common Stock are convertible at any time, at the holder's election, and automatically upon transfer, on a one-for-one basis into shares of Class A Common Stock.

Â

Remarks:

Disgorgement of profits is being made by the Reporting Persons to the Issuer.

This is 1 of 3 Form 5s being filed.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.