

Currie Mark G
Form 4
August 24, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 Responses)

1. Name and Address of Reporting Person *
Currie Mark G

(Last) (First) (Middle)

C/O IRONWOOD
PHARMACEUTICALS, INC., 301
BINNEY STREET

(Street)

CAMBRIDGE, MA 02142

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
IRONWOOD
PHARMACEUTICALS INC
[IRWD]

3. Date of Earliest Transaction
(Month/Day/Year)
08/22/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

Chief Scientific Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

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

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Class B Common Stock	08/22/2018		M		16,666	A	\$ 4.89 791,666	D
Class B Common Stock	08/22/2018		M		41,667	A	\$ 4.89 833,333	D
Class B Common Stock	08/22/2018		M		6,667	A	\$ 5.48 840,000	D

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Class B Common Stock	08/22/2018	<u>S</u> ⁽¹⁾	65,000	D	\$ 18.51 <u>(2)</u>	775,000	D
Class B Common Stock	08/23/2018	M	16,667	A	\$ 4.89	791,667	D
Class B Common Stock	08/23/2018	M	41,666	A	\$ 4.89	833,333	D
Class B Common Stock	08/23/2018	M	6,667	A	\$ 5.48	840,000	D
Class B Common Stock	08/23/2018	<u>S</u> ⁽¹⁾	65,000	D	\$ 18.39 <u>(3)</u>	775,000	D
Class A Common Stock						30,124	D

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

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SEC 1474
(9-02)

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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 4.89	08/22/2018		M	16,666	<u>(4)</u>	02/11/2019	Class B Common Stock	16,666
Employee Stock Option	\$ 4.89	08/22/2018		M	41,667	<u>(5)</u>	02/11/2019	Class B Common Stock	41,667

(Right to Buy)									
Employee Stock Option (Right to Buy)	\$ 5.48	08/22/2018	M	6,667	<u>(6)</u>	07/28/2019	Class B Common Stock	6,667	
Employee Stock Option (Right to Buy)	\$ 4.89	08/23/2018	M	16,667	<u>(4)</u>	02/11/2019	Class B Common Stock	16,667	
Employee Stock Option (Right to Buy)	\$ 4.89	08/23/2018	M	41,666	<u>(5)</u>	02/11/2019	Class B Common Stock	41,666	
Employee Stock Option (Right to Buy)	\$ 5.48	08/23/2018	M	6,667	<u>(6)</u>	07/28/2019	Class B Common Stock	6,667	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Currie Mark G C/O IRONWOOD PHARMACEUTICALS, INC. 301 BINNEY STREET CAMBRIDGE, MA 02142			Chief Scientific Officer	

Signatures

/s/ Conor Kilroy,
Attorney-in-Fact

08/24/2018

 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) This sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person. In order to effect the sale, these shares of Class B Common Stock were converted into shares of Class A Common Stock in accordance with the issuer's certificate of incorporation.

(2) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$18.18 to \$18.66, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

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- The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$18.18 to \$18.63, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- (3)
- (4) The option was fully vested as of its grant date of February 12, 2009.
- The option vested as to 1.25% of the shares of Class B Common Stock on each monthly anniversary of January 1, 2009 for the first 36 months, and as to 4.5833% of the shares of Class B Common Stock on each monthly anniversary thereafter. The option was fully vested as of January 1, 2013.
- (5)
- (6) The option vests in two equal installments based on the issuer's achievement of certain regulatory and commercial milestones. Upon achievement of a regulatory milestone, the option vested as to 20,000 shares of Class B Common Stock on January 4, 2017.

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.