

IRONWOOD PHARMACEUTICALS INC
Form SC 13G/A
February 12, 2016

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

IRONWOOD PHARMACEUTICALS, INC.

(Name of Issuer)

Class A Common Stock, Par Value \$0.001 Per Share

(Title of Class of Securities)

46333X108
(CUSIP Number)

February 11, 2016
(Date of Event which Requires Filing
of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 46333X108

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF
ABOVE PERSON

Point72 Asset Management, L.P.

2 CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP*

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF
ORGANIZATION

Delaware

5 SOLE VOTING POWER

0

NUMBER OF
SHARES SHARED VOTING POWER
BENEFICIALLY 6

OWNED 6,574,503 (see Item 4)

BY
EACH REPORTING PERSON SOLE DISPOSITIVE POWER

7
WITH: 0

8 SHARED DISPOSITIVE POWER

6,574,503 (see Item 4)

9 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

6,574,503 (see Item 4)

10 CHECK BOX IF THE
AGGREGATE AMOUNT IN ROW
(9) EXCLUDES CERTAIN
SHARES

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

5.2% (see Item 4)

12 TYPE OF REPORTING PERSON*
PN

*SEE INSTRUCTION BEFORE FILLING OUT
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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF
ABOVE PERSON

Point72 Capital Advisors, Inc.

2 CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP*
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF
ORGANIZATION

Delaware

SOLE VOTING POWER
5
0

NUMBER OF
SHARES SHARED VOTING POWER
BENEFICIALLY OWNED 6
6,574,503 (see Item 4)
BY
EACH
REPORTING PERSON SOLE DISPOSITIVE POWER
7
WITH: 0

SHARED DISPOSITIVE POWER
8
6,574,503 (see Item 4)

9

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

6,574,503 (see Item 4)

10

CHECK BOX IF THE
AGGREGATE AMOUNT IN ROW
(9) EXCLUDES CERTAIN
SHARES

11

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

5.2% (see Item 4)

12

TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTION BEFORE FILLING OUT

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CUSIP No. 46333X108

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF
ABOVE PERSON

Cubist Systematic Strategies, LLC

2 CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP*
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF
ORGANIZATION

Delaware

SOLE VOTING POWER
5
0

NUMBER OF
SHARES SHARED VOTING POWER
BENEFICIALLY OWNED 6
6,181 (see Item 4)
BY
EACH
REPORTING PERSON SOLE DISPOSITIVE POWER
7
WITH: 0

SHARED DISPOSITIVE POWER
8
6,181 (see Item 4)

9

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

6,181 (see Item 4)

10

CHECK BOX IF THE
AGGREGATE AMOUNT IN ROW
(9) EXCLUDES CERTAIN
SHARES

11

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

Less than 0.1% (see Item 4)

12

TYPE OF REPORTING PERSON*

OO

*SEE INSTRUCTION BEFORE FILLING OUT

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF
ABOVE PERSON

EverPoint Asset Management, LLC

2 CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP*
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF
ORGANIZATION

Delaware

SOLE VOTING POWER
5
0

NUMBER OF
SHARES SHARED VOTING POWER
BENEFICIALLY OWNED 6 2,800,000 (see Item 4)
BY
EACH
REPORTING PERSON SOLE DISPOSITIVE POWER
7
WITH: 0

SHARED DISPOSITIVE POWER
8
2,800,000 (see Item 4)

9

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

2,800,000 (see Item 4)

10

CHECK BOX IF THE
AGGREGATE AMOUNT IN ROW
(9) EXCLUDES CERTAIN
SHARES

11

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

2.2% (see Item 4)

12

TYPE OF REPORTING PERSON*

OO

*SEE INSTRUCTION BEFORE FILLING OUT

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF
ABOVE PERSON

Rubric Capital Management, LLC

2 CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP*
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF
ORGANIZATION

Delaware

SOLE VOTING POWER
5
0

NUMBER OF
SHARES BENEFICIALLY OWNED
BY EACH REPORTING PERSON
WITH: SHARED VOTING POWER
0 (see Item 4) See Explanatory Note

SOLE DISPOSITIVE POWER
7
0

SHARED DISPOSITIVE POWER
8
0 (see Item 4) See Explanatory Note

9

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

0 (see Item 4) See Explanatory Note

10

CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

11

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

0% (see Item 4) See Explanatory Note

12

TYPE OF REPORTING PERSON*

OO

*SEE INSTRUCTION BEFORE FILLING OUT

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF
ABOVE PERSON

Steven A. Cohen

2 CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP*
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF
ORGANIZATION

United States

SOLE VOTING POWER
5
0

NUMBER OF
SHARES SHARED VOTING POWER
BENEFICIALLY OWNED 6
9,380,684 (see Item 4)
BY
EACH
REPORTING PERSON SOLE DISPOSITIVE POWER
7
WITH: 0

SHARED DISPOSITIVE POWER
8
9,380,684 (see Item 4)

9

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

9,380,684 (see Item 4)

10

CHECK BOX IF THE
AGGREGATE AMOUNT IN ROW
(9) EXCLUDES CERTAIN
SHARES

11

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

7.4% (see Item 4)

12

TYPE OF REPORTING PERSON*
IN

*SEE INSTRUCTION BEFORE FILLING OUT

Explanatory Note:

This amendment to Schedule 13G is being filed with respect to Shares of the Issuer previously reported deemed to be beneficially owned by certain investment funds managed by Rubric Capital Management, LLC that were transferred to certain investment funds managed by Point72 Asset Management, L.P. and EverPoint Asset Management, LLC, effective February 11, 2016.

Item Name of Issuer:
1(a)

Ironwood Pharmaceuticals, Inc.

Item Address of Issuer's Principal Executive Offices:
1(b)

301 Binney Street, Cambridge, Massachusetts 02142

Item Name of Person Filing:
2(a)

This statement is filed by: (i) Point72 Asset Management, L.P. ("Point72 Asset Management") with respect to shares of Class A Common Stock, \$0.001 par value per share ("Shares"), of the Issuer held by certain investment funds it manages; (ii) Point72 Capital Advisors, Inc. ("Point72 Capital Advisors Inc.") with respect to Shares held by certain investment funds managed by Point72 Asset Management; (iii) Cubist Systematic Strategies, LLC ("Cubist Systematic Strategies") with respect to Shares held by certain investment funds it manages; (iv) EverPoint Asset Management, LLC ("EverPoint Asset Management") with respect to Shares held by certain investment funds it manages; (v) Rubric Capital Management, LLC ("Rubric Capital Management") with respect to Shares held by certain investment funds it manages; and (vi) Steven A. Cohen with respect to Shares beneficially owned by Point72 Asset Management, Point72 Capital Advisors Inc., Cubist Systematic Strategies, EverPoint Asset Management and Rubric Capital Management.

Item Address or Principal Business Office:
2(b)

The address of the principal business office of (i) Point72 Asset Management, Point72 Capital Advisors Inc., Rubric Capital Management and Mr. Cohen is 72 Cummings Point Road, Stamford, CT 06902; (ii) Cubist Systematic Strategies is 330 Madison Avenue, New York, NY 10173; and (iii) EverPoint Asset Management is 510 Madison Avenue, New York, NY 10022.

Item Citizenship:
2(c)

Point72 Asset Management is a Delaware limited partnership. Point72 Capital Advisors Inc. is a Delaware corporation. Cubist Systematic Strategies, EverPoint Asset Management and Rubric Capital Management are Delaware limited liability companies. Mr. Cohen is a United States citizen.

Item 2(d) Title of Class of Securities:

Class A Common Stock, par value \$0.001 per share

Item 2(e) CUSIP Number:

46333X108

Item 3 Not Applicable

Item 4 Ownership:

The percentages used herein are calculated based upon the Shares of Class A common stock issued and outstanding as of October 30, 2015, as reported on the Issuer's quarterly report on Form 10-Q filed with the Securities and Exchange Commission by the Issuer for the quarterly period ended September 30, 2015.

As of the close of business on February 11, 2016:

1. Point72 Asset Management, L.P.

(a) Amount beneficially owned: 6,574,503

(b) Percent of class: 5.2%

(c)(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 6,574,503

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 6,574,503

2. Point72 Capital Advisors, Inc.

(a) Amount beneficially owned: 6,574,503

(b) Percent of class: 5.2%

(c)(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 6,574,503

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 6,574,503

3. Cubist Systematic Strategies, LLC

(a) Amount beneficially owned: 6,181

(b) Percent of class: less than 0.1%

(c)(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 6,181

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 6,181

4. EverPoint Asset Management, LLC

(a) Amount beneficially owned: 2,800,000

(b) Percent of class: 2.2%

(c)(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 2,800,000

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 2,800,000

5. Rubric Capital Management, LLC

- (a) Amount beneficially owned: -0-
- (b) Percent of class: 0%
- (c)(i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: -0-
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: -0-

6. Steven A. Cohen

- (a) Amount beneficially owned: 9,380,684
- (b) Percent of class: 7.4%
- (c)(i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 9,380,684
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 9,380,684

Point72 Asset Management, Point72 Capital Advisors Inc., Cubist Systematic Strategies, EverPoint Asset Management, Rubric Capital Management and Mr. Cohen own directly no Shares. Pursuant to an investment management agreement, Point72 Asset Management maintains investment and voting power with respect to the securities held by certain investment funds it manages. Point72 Capital Advisors Inc. is the general partner of Point72 Asset Management. Pursuant to an investment management agreement, Cubist Systematic Strategies maintains investment and voting power with respect to the securities held by certain investment funds it manages. Pursuant to an investment management agreement, EverPoint Asset Management maintains investment and voting power with respect to the securities held by certain investment funds it manages. Pursuant to an investment management agreement, Rubric Capital Management maintains investment and voting power with respect to the securities held by certain investment funds it manages. Mr. Cohen controls each of Point72 Capital Advisors Inc., Cubist Systematic Strategies, EverPoint Asset Management and Rubric Capital Management. By reason of the provisions of Rule 13d-3 of the Securities Exchange Act of 1934, as amended, each of (i) Point72 Asset Management, Point72 Capital Advisors Inc. and Mr. Cohen may be deemed to beneficially own 6,574,503 Shares (constituting approximately 5.2% of the Shares outstanding); (ii) Cubist Systematic Strategies and Mr. Cohen may be deemed to beneficially own 6,181 Shares (constituting less than 0.1% of the Shares outstanding); and (iii) EverPoint Asset Management and Mr. Cohen may be deemed to beneficially own 2,800,000 Shares (constituting approximately 2.2% of the Shares outstanding). Each of Point72 Asset Management, Point72 Capital Advisors Inc., Cubist Systematic Strategies, EverPoint Asset Management, Rubric Capital Management and Mr. Cohen disclaims beneficial ownership of any of the securities covered by this statement.

Item
5 Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following.

Item
6 Ownership of More than Five Percent on Behalf of Another Person:

Not Applicable

Item
7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company:

Not Applicable

Item
8 Identification and Classification of Members of the Group:

Not Applicable

Item
9 Notice of Dissolution of Group:

Not Applicable

Item
10 Certification:

By signing below the signatory certifies that, to the best of his knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 12, 2016

POINT72 ASSET MANAGEMENT, L.P.

By: /s/ Kevin J. O'Connor

Name: Kevin J. O'Connor

Title: Authorized Person

POINT72 CAPITAL ADVISORS, INC.

By: /s/ Kevin J. O'Connor

Name: Kevin J. O'Connor

Title: Authorized Person

CUBIST SYSTEMATIC STRATEGIES, LLC

By: /s/ Kevin J. O'Connor

Name: Kevin J. O'Connor

Title: Authorized Person

EVERPOINT ASSET MANAGEMENT, LLC

By: /s/ Kevin J. O'Connor

Name: Kevin J. O'Connor

Title: Authorized Person

RUBRIC CAPITAL MANAGEMENT, LLC

By: /s/ Kevin J. O'Connor

Name: Kevin J. O'Connor

Title: Authorized Person

STEVEN A. COHEN

By: /s/ Kevin J. O'Connor

Name: Kevin J. O'Connor

Title: Authorized Person

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