

IRONWOOD PHARMACEUTICALS INC
Form 10-K/A
February 29, 2012

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

FORM 10-K/A
(Amendment No. 1)

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2011

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____
Commission File Number 001-34620

IRONWOOD PHARMACEUTICALS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

04-3404176
(I.R.S. Employer
Identification Number)

301 Binney Street
Cambridge, Massachusetts
(Address of Principal Executive Offices)

02142
(Zip Code)

Registrant's telephone number, including area code: **(617) 621-7722**

Securities registered pursuant to Section 12(b) of the Act:

Title of each class
Class A common stock, \$0.001 par value

Name of each exchange on which registered
The NASDAQ Stock Market LLC
(NASDAQ Global Select Market)

Securities registered pursuant to Section 12(g) of the Act: **None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Exchange Act. Yes No

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Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

(Do not check if a
smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

Aggregate market value of voting stock held by non-affiliates of the Registrant as of June 30, 2011: \$1,375,964,667

As of February 15, 2012, there were 75,186,090 shares of Class A common stock outstanding and 31,770,641 shares of Class B common stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE:

Portions of the definitive proxy statement for our 2012 Annual Meeting of Stockholders are incorporated by reference into Part III of this report.

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EXPLANATORY NOTE

We are filing this Amendment No. 1 to our Annual Report on Form 10-K for the year ended December 31, 2011 for the sole purpose of filing a corrected Exhibit 21.1 List of Registrant's Subsidiaries. The Exhibit 21.1 previously filed with our Annual Report on Form 10-K for the year ended December 31, 2011 was incorrectly included in our filing. The correct list of our subsidiaries is being filed herewith.

This Amendment No. 1 is limited in scope to the foregoing, and should be read in conjunction with our Annual Report on Form 10-K filed earlier today.

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| <u>Signatures</u> | <u>5</u> |

Table of Contents**PART IV****Item 15. Exhibits and Financial Statement Schedules**

(a) List of documents filed as part of this report

- (1) Consolidated Financial Statements listed under Part II, Item 8 and included herein by reference.
- (2) Consolidated Financial Statement Schedules
No schedules are submitted because they are not applicable, not required or because the information is included in the Consolidated Financial Statements or Notes to Consolidated Financial Statements.
- (3) Exhibits

| Number | Description | Incorporated by reference herein Form | Date |
|---------------|---|--|-------------------|
| 3.1 | Eleventh Amended and Restated Certificate of Incorporation | Annual Report on Form 10-K (File No. 001-34620) | March 30, 2010 |
| 3.2 | Fifth Amended and Restated Bylaws | Annual Report on Form 10-K (File No. 001-34620) | March 30, 2010 |
| 4.1 | Specimen Class A common stock certificate | Registration Statement on Form S-1, as amended (File No. 333-163275) | January 20, 2010 |
| 4.2 | Eighth Amended and Restated Investors' Rights Agreement, dated as of September 1, 2009, by and among Ironwood Pharmaceuticals, Inc., the Founders and the Investors named therein | Registration Statement on Form S-1, as amended (File No. 333-163275) | November 20, 2009 |
| 10.1# | 1998 Amended and Restated Stock Option Plan and form agreements thereunder | Registration Statement on Form S-1, as amended (File No. 333-163275) | December 23, 2009 |
| 10.2# | Amended and Restated 2002 Stock Incentive Plan and form agreements thereunder | Registration Statement on Form S-1, as amended (File No. 333-163275) | December 23, 2009 |
| 10.3# | Amended and Restated 2005 Stock Incentive Plan and form agreements thereunder | Registration Statement on Form S-1, as amended (File No. 333-163275) | January 29, 2010 |
| 10.4# | Amended and Restated 2010 Employee, Director and Consultant Equity Incentive Plan | Quarterly Report on Form 10-Q (File No. 001-34620) | May 13, 2011 |
| 10.4.1# | Form agreement under the 2010 Employee, Director and Consultant Equity Incentive Plan | Annual Report on Form 10-K (File No. 001-34620) | March 30, 2010 |
| 10.5# | 2010 Employee Stock Purchase Plan | | March 5, 2010 |

Registration Statement on Form S-8
(File No. 333-165230)

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|--------|--|--|-------------------|
| 10.6# | Change of Control Severance Benefit Plan | Registration Statement on Form S-1, as amended (File No. 333-163275) | December 23, 2009 |
| 10.7# | Director Compensation Plan | Registration Statement on Form S-1, as amended (File No. 333-163275) | December 23, 2009 |
| 10.8# | Form of Indemnification Agreement with directors and officers | Registration Statement on Form S-1, as amended (File No. 333-163275) | December 23, 2009 |
| 10.9# | Consulting Agreement, dated as of November 30, 2009, by and between Christopher Walsh and Ironwood Pharmaceuticals, Inc. | Registration Statement on Form S-1, as amended (File No. 333-163275) | December 23, 2009 |
| 10.10+ | Collaboration Agreement, dated as of September 12, 2007, as amended on November 3, 2009, by and between Forest Laboratories, Inc. and Ironwood Pharmaceuticals, Inc. | Registration Statement on Form S-1, as amended (File No. 333-163275) | February 2, 2010 |
| 10.11+ | License Agreement, dated as of April 30, 2009, by and between Almirall, S.A. and Ironwood Pharmaceuticals, Inc. | Registration Statement on Form S-1, as amended (File No. 333-163275) | February 2, 2010 |
| 10.12+ | License Agreement, dated as of November 10, 2009, by and among Astellas Pharma, Inc. and Ironwood Pharmaceuticals, Inc. | Registration Statement on Form S-1, as amended (File No. 333-163275) | February 2, 2010 |
| 10.13+ | Commercial Supply Agreement, dated as of June 23, 2010, by and among PolyPeptide Laboratories, Inc. and Polypeptide Laboratories (SWEDEN) AB, Forest Laboratories, Inc. and Ironwood Pharmaceuticals, Inc. | Quarterly Report on Form 10-Q (File No. 001-34620) | August 10, 2010 |
| 10.14+ | Commercial Supply Agreement, dated as of March 28, 2011, by and among Corden Pharma Colorado (f/k/a Roche Colorado Corporation), Ironwood Pharmaceuticals, Inc. and Forest Laboratories, Inc. | Quarterly Report on Form 10-Q (File No. 001-34620) | May 13, 2011 |

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| 10.15 | Lease for facilities at 301 Binney St., Cambridge, MA, dated as of January 12, 2007, as amended on April 9, 2009, by and between Ironwood Pharmaceuticals, Inc. and BMR-Rogers Street LLC | Registration Statement on Form S-1, as amended (File No. 333-163275) | December 23, 2009 |
| 10.15.1 | Second Amendment to Lease for facilities at 301 Binney St., Cambridge, MA, dated as of February 9, 2010, by and Ironwood Pharmaceuticals, Inc. and BMR-Rogers Street LLC | Annual Report on Form 10-K (File No. 001-34620) | March 30, 2010 |
| 10.15.2 | Third Amendment to Lease for facilities at 301 Binney St., Cambridge, MA, dated as of July 1, 2010, by and between Ironwood Pharmaceuticals, Inc. and BMR-Rogers Street LLC | Annual Report on Form 10-K (File No. 001-34620) | March 30, 2011 |
| 10.15.3 | Fourth Amendment to Lease for facilities at 301 Binney St., Cambridge, MA, dated as of February 3, 2011, by and between Ironwood Pharmaceuticals, Inc. and BMR-Rogers Street LLC | Annual Report on Form 10-K (File No. 001-34620) | March 30, 2011 |
| 10.15.4 | Fifth Amendment to Lease for facilities at 301 Binney St., Cambridge, MA, dated as of October 18, 2011, by and between Ironwood Pharmaceuticals, Inc. and BMR-Rogers Street LLC | Annual Report on Form 10-K (File No. 001-34620) | February 29, 2012 |
| 21.1* | Subsidiaries of Ironwood Pharmaceuticals, Inc. | | |
| 23.1 | Consent of Independent Registered Public Accounting Firm | Annual Report on Form 10-K (File No. 001-34620) | February 29, 2012 |
| 31.1 | Certification of Chief Executive Officer pursuant to Rules 13a-14 or 15d-14 of the Exchange Act | Annual Report on Form 10-K (File No. 001-34620) | February 29, 2012 |
| 31.2 | Certification of Chief Financial Officer pursuant to Rules 13a-14 or 15d-14 of the Exchange Act | Annual Report on Form 10-K (File No. 001-34620) | February 29, 2012 |
| 31.3* | Certification of Chief Executive Officer pursuant to Rules 13a-14 or 15d-14 of the Exchange Act | | |

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| 31.4* | Certification of Chief Financial Officer pursuant to Rules 13a-14 or 15d-14 of the Exchange Act | | |
| 32.1 | Certification of Chief Executive Officer pursuant to Rules 13a-14(b) or 15d-14(b) of the Exchange Act and 18 U.S.C. Section 1350 | Annual Report on Form 10-K (File No. 001-34620) | February 29, 2012 |
| 32.2 | Certification of Chief Financial Officer pursuant to Rules 13a-14(b) or 15d-14(b) of the Exchange Act and 18 U.S.C. Section 1350 | Annual Report on Form 10-K (File No. 001-34620) | February 29, 2012 |
| 101.INS | XBRL Instance Document | Annual Report on Form 10-K (File No. 001-34620) | February 29, 2012 |
| 101.SCH | XBRL Taxonomy Extension Schema Document | Annual Report on Form 10-K (File No. 001-34620) | February 29, 2012 |
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*
Filed herewith.

+
Confidential treatment granted under 17 C.F.R. §§200.80(b)(4) and 230.406. The confidential portions of this exhibit have been omitted and are marked accordingly. The confidential portions have been provided separately with the SEC pursuant to the confidential treatment request.

Management contract or compensatory plan, contract, or agreement.

(b) Exhibits.

The exhibits required by this Item are listed under Item 15(a)(3).

(c) Financial Statement Schedules.

The financial statement schedules required by this Item are listed under Item 15(a)(2).

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| Signature | Title | Date |
|---|--------------|-------------------|
| <u>/s/ TERRANCE G. MCGUIRE</u> Terrance G. McGuire | Director | February 29, 2012 |
| <u>/s/ DAVID E. SHAW</u> David E. Shaw | Director | February 29, 2012 |
| <u>/s/ CHRISTOPHER T. WALSH</u> Christopher T. Walsh | Director | February 29, 2012 |

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(b)

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(c)

Financial Statement Schedules.

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