

IRONWOOD PHARMACEUTICALS INC  
Form S-8  
August 05, 2014

As filed with the Securities and Exchange Commission on August 5, 2014

Registration No. 333-

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

## FORM S-8

REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933

### 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, MA 02142**

(Address of Principal Executive Offices) (Zip Code)

**Amended and Restated 2010 Employee, Director and Consultant Equity Incentive Plan**

(Full Title of the Plan)

**Halley E. Gilbert**  
**Senior Vice President, Chief Legal Officer, and Secretary**  
**301 Binney Street**  
**Cambridge, Massachusetts 02142**

(Name and Address of Agent for Service)

**(617) 621-7722**

(Telephone Number, Including Area Code, of Agent for Service)

**Please send copies of all communications to:**

**Paul M. Kinsella**  
Ropes & Gray LLP  
Prudential Tower

800 Boylston Street  
Boston, Massachusetts 02199-3600  
(617) 951-7000

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 the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company   
(Do not check if a smaller reporting company)

**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to be Registered</b>	<b>Amount to be Registered (1)</b>	<b>Proposed Maximum Offering Price Per Share (2)</b>	<b>Proposed Maximum Aggregate Offering Price (2)</b>	<b>Amount of Registration Fee</b>
Class A Common Stock, \$0.001 par value per share	4,846,605	\$ 14.55	\$ 70,493,869.73	\$ 9,079.61

(1) This Registration Statement covers an aggregate of 4,846,605 shares of the Registrant's Class A Common Stock, par value \$0.001 per share (the "Common Stock"), that may be issued pursuant to awards granted under the equity plan identified above (the "Plan"). In addition, pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act of 1933"), this Registration Statement also covers such additional shares of Common Stock as may be issued pursuant to the provisions of the Plan to which this Registration Statement relates.

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(2) Pursuant to Rules 457(c) and 457(h)(1) under the Securities Act of 1933, the proposed maximum offering price per share and the maximum aggregate offering price for the shares have been calculated solely for the purpose of computing the registration fee on the basis of the average high and low prices of the Common Stock as reported by the Nasdaq Global Select Market on August 4, 2014 to be \$14.92 and \$14.17, respectively.

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**EXPLANATORY NOTE**

The Registrant increased the number of shares of its Common Stock available for issuance under its Amended and Restated 2010 Employee, Director and Consultant Equity Incentive Plan by 4,846,605 shares. Pursuant to Instruction E to Form S-8, the Registrant incorporates by reference, except to the extent supplemented, amended or superseded by the information set forth herein, into this Registration Statement the entire contents of its Registration Statement on Form S-8 (File No. 333-165231) filed with the Securities and Exchange Commission (the Commission ) on March 5, 2010.

**Item 8. Exhibits.**

<b>Exhibit</b>	<b>Description</b>
4.1	Amended and Restated 2010 Employee, Director and Consultant Equity Incentive Plan. Filed as Exhibit 4.1 to Registration Statement on Form S-8 filed with the Commission on October 12, 2012.
5.1	Opinion of Ropes & Gray LLP. Filed herewith.
23.1	Consent of Ropes & Gray LLP (included in Opinion filed as Exhibit 5.1).
23.2	Consent of Independent Registered Public Accounting Firm. Filed herewith.
24	Power of Attorney (included on the signature page of this registration statement). Filed herewith.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8, and has duly caused this registration statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Cambridge, Commonwealth of Massachusetts, on August 5, 2014.

IRONWOOD PHARMACEUTICALS, INC.

By: /s/ Peter M. Hecht  
Peter M. Hecht  
Chief Executive Officer

**POWER OF ATTORNEY**

Each person whose signature appears below hereby constitutes and appoints Peter M. Hecht, Michael J. Higgins and Halley E. Gilbert, and each of them singly, his or her true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement on Form S-8 of Ironwood Pharmaceuticals, Inc., and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents full power and authority to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement on Form S-8 has been signed by the following persons in the capacities identified and on August 5, 2014:

<b>Signature</b>	<b>Title</b>
/s/ Peter M. Hecht Peter M. Hecht	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>
/s/ Michael J. Higgins Michael J. Higgins	Chief Operating Officer & Chief Financial Officer <i>(Principal Financial Officer)</i>
/s/ Gina Consylman Gina Consylman	Corporate Controller and Chief Accounting Officer <i>(Principal Accounting Officer)</i>
/s/ Bryan E. Roberts Bryan E. Roberts	Chairman of the Board
/s/ George H. Conrades George H. Conrades	Director
/s/ Joseph C. Cook, Jr. Joseph C. Cook, Jr.	Director

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/s/ David A. Ebersman David A. Ebersman	Director
/s/ Marsha H. Fanucci Marsha H. Fanucci	Director
/s/ Terrance G. McGuire Terrance G. McGuire	Director
/s/ Julie H. McHugh Julie H. McHugh	Director
/s/ Edward P. Owens Edward P. Owens	Director
/s/ Christopher T. Walsh Christopher T. Walsh	Director
/s/ Douglas E. Williams Douglas E. Williams	Director

**EXHIBIT INDEX**

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