

IRONWOOD PHARMACEUTICALS INC
Form 4
August 26, 2014

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 *
ROBERTS BRYAN E

(Last) (First) (Middle)

C/O VENROCK, 3340 HILLVIEW AVENUE

(Street)

PALO ALTO, CA 94304

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/22/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---|-----------------|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Class B Common Stock | 08/22/2014 | | C ⁽¹⁾ | | 1,919,704 | D | \$ 0 0 | I | By Funds |
| Class A Common Stock | 08/22/2014 | | C ⁽¹⁾ | | 1,919,704 | A | \$ 0 1,919,704 | I | By Funds (2) |
| Class B Common Stock | 08/22/2014 | | C ⁽³⁾ | | 36,290 | D | \$ 0 0 | I | By Funds |

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| | | | | | | | | | |
|----------------------------|------------|--|------------------|--------|---|------|--------|------------------|--------------------------|
| Class A Common Stock | 08/22/2014 | | C ⁽³⁾ | 36,290 | A | \$ 0 | 36,290 | I | By Funds <u>(4)</u> |
| Class A Common Stock | | | | | | | 15,021 | D ⁽⁵⁾ | |
| Class A Common Stock | | | | | | | 32,737 | I | By LLC <u>(5) (6)</u> |
| Class A Common Stock | | | | | | | 105 | I | By LLC <u>(7)</u> |
| Class A Common Stock | | | | | | | 88,262 | I | By Funds <u>(8)</u> |
| Class A Common Stock | | | | | | | 7,483 | I | By Funds <u>(9)</u> |
| Class A Common Stock | | | | | | | 18,910 | I | By Funds <u>(10)</u> |
| Class B Common Stock | | | | | | | 40,000 | I | By LLC <u>(11)</u> |

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) | | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|------------------|-----------------|-------|---------------------|
| | | | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of |

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over all shares held by VP5, except to the extent of their indirect pecuniary interests therein.

VHCP Management holds an aggregate of 18,910 shares of Class A Common Stock of the Issuer. Dr. Roberts is a managing member of

- (10) VHCP Management and may be deemed to beneficially own these shares. Dr. Roberts expressly disclaims beneficial ownership over these shares except to the extent of his indirect pecuniary interest therein.

Consists of 40,000 shares of Class B Common Stock of the issuer held by the Management Company. Dr. Roberts is a member of the

- (11) Management Company and may be deemed to beneficially own these shares. Dr. Roberts disclaims beneficial ownership of these shares except to the extent of his indirect pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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