

IRONWOOD PHARMACEUTICALS INC
Form 8-K
April 08, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

Current Report Pursuant to
Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

April 7, 2011

IRONWOOD PHARMACEUTICALS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation

or organization)

001-34620
(Commission file number)

04-3404176
(I.R.S. Employer

Identification Number)

301 Binney Street

Cambridge, Massachusetts
(Address of principal

executive offices)

02142
(Zip code)

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(617) 621-7722

(Registrant's telephone number,
including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b) On April 7, 2011, Gina Bornino Miller informed Ironwood Pharmaceuticals, Inc. (the Company) that she will not stand for re-election to the Company's Board of Directors at the 2011 annual meeting of stockholders (the Annual Meeting) to be held on June 9, 2011. As a result, Ms. Bornino Miller's term of office as a Class I director of the Company will end on the date of the Annual Meeting.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Ironwood Pharmaceuticals, Inc.

Dated: April 8, 2011

By:	/s/ Michael J. Higgins	
Name:		Michael J. Higgins
Title:		Chief Operating Officer and Chief Financial Officer