

Currie Mark G  
Form 4  
August 24, 2018

**FORM 4**

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

OMB APPROVAL

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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 \*  
Currie Mark G

(Last) (First) (Middle)

C/O IRONWOOD  
PHARMACEUTICALS, INC., 301  
BINNEY STREET

(Street)

CAMBRIDGE, MA 02142

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/22/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chief Scientific Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ 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 Beneficial Ownership (Instr. 4) |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |   |
| Class B Common Stock            | 08/22/2018                           |  | M                              |   | 16,666  | A  | \$ 4.89 791,666                                       | D |
| Class B Common Stock            | 08/22/2018                           |  | M                              |   | 41,667  | A  | \$ 4.89 833,333                                       | D |
| Class B Common Stock            | 08/22/2018                           |  | M                              |   | 6,667   | A  | \$ 5.48 840,000                                       | D |

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|                            |            |                         |        |   |                           |         |   |
|----------------------------|------------|-------------------------|--------|---|---------------------------|---------|---|
| Class B<br>Common<br>Stock | 08/22/2018 | <u>S</u> <sup>(1)</sup> | 65,000 | D | \$<br>18.51<br><u>(2)</u> | 775,000 | D |
| Class B<br>Common<br>Stock | 08/23/2018 | M                       | 16,667 | A | \$ 4.89                   | 791,667 | D |
| Class B<br>Common<br>Stock | 08/23/2018 | M                       | 41,666 | A | \$ 4.89                   | 833,333 | D |
| Class B<br>Common<br>Stock | 08/23/2018 | M                       | 6,667  | A | \$ 5.48                   | 840,000 | D |
| Class B<br>Common<br>Stock | 08/23/2018 | <u>S</u> <sup>(1)</sup> | 65,000 | D | \$<br>18.39<br><u>(3)</u> | 775,000 | D |
| Class A<br>Common<br>Stock |            |                         |        |   |                           | 30,124  | D |

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) |                            |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      | Amount or Number of Shares |
| Employee Stock Option (Right to Buy)       | \$ 4.89  | 08/22/2018                           |  | M                              | 16,666  | <u>(4)</u>   | 02/11/2019  | Class B<br>Common<br>Stock | 16,666                     |
| Employee Stock Option                      | \$ 4.89  | 08/22/2018                           |  | M                              | 41,667  | <u>(5)</u>   | 02/11/2019  | Class B<br>Common<br>Stock | 41,667                     |

|                                      |         |            |   |        |     |            |                      |        |  |
|--------------------------------------|---------|------------|---|--------|-----|------------|----------------------|--------|--|
| (Right to Buy)                       |         |            |   |        |     |            |                      |        |  |
| Employee Stock Option (Right to Buy) | \$ 5.48 | 08/22/2018 | M | 6,667  | (6) | 07/28/2019 | Class B Common Stock | 6,667  |  |
| Employee Stock Option (Right to Buy) | \$ 4.89 | 08/23/2018 | M | 16,667 | (4) | 02/11/2019 | Class B Common Stock | 16,667 |  |
| Employee Stock Option (Right to Buy) | \$ 4.89 | 08/23/2018 | M | 41,666 | (5) | 02/11/2019 | Class B Common Stock | 41,666 |  |
| Employee Stock Option (Right to Buy) | \$ 5.48 | 08/23/2018 | M | 6,667  | (6) | 07/28/2019 | Class B Common Stock | 6,667  |  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                          |       |
|---|---------------|-----------|--------------------------|-------|
|   | Director      | 10% Owner | Officer                  | Other |
| Currie Mark G<br>C/O IRONWOOD PHARMACEUTICALS, INC.<br>301 BINNEY STREET<br>CAMBRIDGE, MA 02142 |               |           | Chief Scientific Officer |       |

## Signatures

/s/ Conor Kilroy,  
Attorney-in-Fact

08/24/2018

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) This sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person. In order to effect the sale, these shares of Class B Common Stock were converted into shares of Class A Common Stock in accordance with the issuer's certificate of incorporation.

(2) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$18.18 to \$18.66, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

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- The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$18.18 to \$18.63, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- (3)
- (4) The option was fully vested as of its grant date of February 12, 2009.
- The option vested as to 1.25% of the shares of Class B Common Stock on each monthly anniversary of January 1, 2009 for the first 36 months, and as to 4.5833% of the shares of Class B Common Stock on each monthly anniversary thereafter. The option was fully vested as of January 1, 2013.
- (5)
- (6) The option vests in two equal installments based on the issuer's achievement of certain regulatory and commercial milestones. Upon achievement of a regulatory milestone, the option vested as to 20,000 shares of Class B Common Stock on January 4, 2017.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.