

IRONWOOD PHARMACEUTICALS INC

Form 4

March 11, 2016

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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Number: 3235-0287Expires: January 31,  
2005Estimated average  
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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 \*  
Hecht Peter M

(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)  
03/09/20164. 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)

Chief Executive Officer

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Class B<br>Common<br>Stock            | 03/09/2016                              |                                                             | M                                    | 220,790                                                                 | A \$ 1.56 4,710,322                                                                                                | D                                                                       |                                                                   |
| Class B<br>Common<br>Stock            | 03/09/2016                              |                                                             | S <sup>(1)</sup>                     | 40,000                                                                  | D \$ 10.87 4,670,322                                                                                               | D                                                                       |                                                                   |
| Class B<br>Common<br>Stock            | 03/10/2016                              |                                                             | M                                    | 40,000                                                                  | A \$ 1.56 4,710,322                                                                                                | D                                                                       |                                                                   |

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|                            |            |                         |        |   |                           |           |   |
|----------------------------|------------|-------------------------|--------|---|---------------------------|-----------|---|
| Class B<br>Common<br>Stock | 03/10/2016 | <u>S</u> <sup>(1)</sup> | 40,000 | D | \$<br>10.63<br><u>(3)</u> | 4,670,322 | D |
|----------------------------|------------|-------------------------|--------|---|---------------------------|-----------|---|

|                            |            |   |        |   |         |           |   |
|----------------------------|------------|---|--------|---|---------|-----------|---|
| Class B<br>Common<br>Stock | 03/11/2016 | M | 40,000 | A | \$ 1.56 | 4,710,322 | D |
|----------------------------|------------|---|--------|---|---------|-----------|---|

|                            |            |                         |        |   |                           |           |   |
|----------------------------|------------|-------------------------|--------|---|---------------------------|-----------|---|
| Class B<br>Common<br>Stock | 03/11/2016 | <u>S</u> <sup>(1)</sup> | 40,000 | D | \$<br>10.66<br><u>(4)</u> | 4,670,322 | D |
|----------------------------|------------|-------------------------|--------|---|---------------------------|-----------|---|

|                            |  |  |  |  |  |       |   |                                                                  |
|----------------------------|--|--|--|--|--|-------|---|------------------------------------------------------------------|
| Class A<br>Common<br>Stock |  |  |  |  |  | 4,850 | I | The 2000<br>Trust for<br>Malcolm<br>Paul<br>Hecht <sup>(5)</sup> |
|----------------------------|--|--|--|--|--|-------|---|------------------------------------------------------------------|

|                            |  |  |  |  |  |       |   |                                                            |
|----------------------------|--|--|--|--|--|-------|---|------------------------------------------------------------|
| Class A<br>Common<br>Stock |  |  |  |  |  | 4,850 | I | The 2000<br>Trust for<br>Zoe Niovi<br>Hecht <sup>(5)</sup> |
|----------------------------|--|--|--|--|--|-------|---|------------------------------------------------------------|

|                            |  |  |  |  |  |       |   |                                                                |
|----------------------------|--|--|--|--|--|-------|---|----------------------------------------------------------------|
| Class A<br>Common<br>Stock |  |  |  |  |  | 4,850 | I | The 2000<br>Trust for<br>Alexis<br>Mae<br>Hecht <sup>(5)</sup> |
|----------------------------|--|--|--|--|--|-------|---|----------------------------------------------------------------|

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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                            |                            |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|----------------------------|----------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                 | Date<br>Exercisable                                            | Expiration<br>Date                                                  | Title                      | Amount<br>Number<br>Shares |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 1.56                                                               | 03/09/2016                              |                                                             | M                                       | 220,790                                                                                                   | <u>(6)</u>                                                     | 03/14/2016                                                          | Class B<br>Common<br>Stock | 220,790                    |

|                                      |         |            |   |        |            |            |                      |        |
|--------------------------------------|---------|------------|---|--------|------------|------------|----------------------|--------|
| Employee Stock Option (Right to Buy) | \$ 1.56 | 03/10/2016 | M | 40,000 | <u>(6)</u> | 03/14/2016 | Class B Common Stock | 40,000 |
| Employee Stock Option (Right to Buy) | \$ 1.56 | 03/11/2016 | M | 40,000 | <u>(6)</u> | 03/14/2016 | Class B Common Stock | 40,000 |

## Reporting Owners

| Reporting Owner Name / Address                                                                  | Relationships |           |                         |       |
|-------------------------------------------------------------------------------------------------|---------------|-----------|-------------------------|-------|
|                                                                                                 | Director      | 10% Owner | Officer                 | Other |
| Hecht Peter M<br>C/O IRONWOOD PHARMACEUTICALS, INC.<br>301 BINNEY STREET<br>CAMBRIDGE, MA 02142 | X             |           | Chief Executive Officer |       |

## Signatures

/s/ Halley Gilbert,  
Attorney-in-Fact

03/11/2016

\*\*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 and was made to cover the tax liabilities arising out of the exercise of stock options of the issuer reported on this form. 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 \$10.68 to \$11.29, 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) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$10.46 to \$11.06, 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.
- (4) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$10.50 to \$10.83, 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.
- (5) These shares are held in the referenced trust for the benefit of the reporting person's child. The reporting person's spouse is the trustee of this trust. The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or any other purpose.
- (6) The option vests upon the earlier of (i) the issuer's achievement of certain regulatory, commercial and market capitalization milestones and (ii) January 1, 2016. Upon achievement of a regulatory milestone on October 24, 2011 and a commercial milestone on December 21, 2012, the option vested as to 400,000 and 300,000 shares of Class B Common Stock, respectively. The remainder of the option vested on

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January 1, 2016.

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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