

IRONWOOD PHARMACEUTICALS INC

Form 8-K

February 15, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**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):

**February 9, 2012**

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**IRONWOOD PHARMACEUTICALS, INC.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-34620**  
(Commission File Number)

**04-3404176**  
(IRS Employer  
Identification No.)

**301 Binney Street**  
**Cambridge, Massachusetts**  
(Address of principal

**02142**  
(Zip code)

executive offices)

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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 8.01 Other Events**

On February 9, 2012, Ironwood Pharmaceuticals, Inc. (the Company ) entered into an underwriting agreement (the Underwriting Agreement ) with J.P. Morgan Securities LLC and Merrill Lynch, Pierce, Fenner & Smith Incorporated as representatives of the several underwriters named in Schedule 1 thereto (collectively, the Underwriters ) related to a public offering (the Offering ) of 5,250,000 shares of the Company's Class A common stock, par value \$0.001 par value per share, at a price to the public of \$15.09 per share pursuant to a registration statement on Form S-3 (File No. 333-179430) and a related prospectus supplement. In addition, the Company granted the Underwriters an option exercisable for 30 days from the date of the Underwriting Agreement to purchase, at the public offering price less any underwriting discounts and commissions, up to an additional 787,500 shares of Class A common stock. The foregoing description of the Underwriting Agreement is qualified in its entirety by reference to the Underwriting Agreement, which is filed as Exhibit 1.1 hereto and incorporated herein by reference. J.P. Morgan Securities LLC and Merrill Lynch, Pierce, Fenner & Smith acted as lead joint bookrunning managers and Morgan Stanley & Co. LLC acted as joint bookrunning manager of the Offering. The Offering closed on February 15, 2012.

On February 9, 2012, the Company issued a press release announcing the pricing of the Offering. A copy of the Company's press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

On February 13, 2012, the Company announced that the Underwriters exercised their option to purchase an additional 787,500 shares at a public offering price of \$15.09 per share. A copy of the Company's press release is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

An opinion dated February 15, 2012 regarding the validity of the shares of Class A common stock offered in the Offering is filed as Exhibit 5.1 to this Current Report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits**

<b>Exhibit No.</b>	<b>Description</b>
1.1	Underwriting Agreement, dated as of February 9, 2012, by and between Ironwood Pharmaceuticals, Inc., J.P. Morgan Securities LLC and Merrill Lynch, Pierce, Fenner & Smith Incorporated as representatives of the several Underwriters named in Schedule 1 thereto.
5.1	Opinion of Ropes & Gray LLP, with respect to the validity of the Class A common stock registered.
23.1	Consent of Ropes & Gray LLP (included in Exhibit 5.1)
99.1	Press Release dated February 9, 2012, announcing the pricing of an offering of Class A common stock.
99.2	Press Release dated February 13, 2012, announcing that the Underwriters exercised their option to purchase additional shares of Class A common stock.



**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: February 15, 2012

By:

/s/ Halley E. Gilbert

Name: Halley E. Gilbert

Title: Vice President, Legal Affairs and General  
Counsel

**EXHIBIT INDEX**

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5.1	Opinion of Ropes & Gray LLP, with respect to the validity of the Class A common stock registered.
23.1	Consent of Ropes & Gray LLP (included in Exhibit 5.1)
99.1	Press Release dated February 9, 2012, announcing the pricing of an offering of Class A common stock.
99.2	Press Release dated February 13, 2012, announcing that the Underwriters exercised their option to purchase additional shares of Class A common stock.