

IRONWOOD PHARMACEUTICALS INC
 Form 5
 February 09, 2012

FORM 5

**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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 Ridgeback Capital Investments L.P.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2011

430 PARK AVENUE, 12TH FLOOR

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

NEW YORK, NY 10022

___ Form Filed by One Reporting Person
 ___X___ Form Filed by More than One Reporting Person

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|-------------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| Class B Common Stock ⁽²⁾ | 08/02/2011 | ^ | S4 | 94,600 D | \$ 15.2 9,794,662 | D ⁽¹⁾ | ^ |
| Class B Common Stock ⁽²⁾ | 08/02/2011 | ^ | S4 | 2,300 D | \$ 15.39 9,792,362 | D ⁽¹⁾ | ^ |
| | 08/02/2011 | ^ | P4 | 1,000 A | 9,793,362 | D ⁽¹⁾ | ^ |

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| | | | | | | | | | | |
|---------------------------------------|------------|---|----|---------|---|-------------|-------------|--------------|---|--|
| Class B Common Stock <u>(2)</u> | | | | | | | \$ 15.12 | | | |
| Class B Common Stock <u>(2)</u> | 08/03/2011 | Â | S4 | 59,049 | D | \$ 15.27 | 9,734,313 | D <u>(1)</u> | Â | |
| Class B Common Stock <u>(2)</u> | 08/03/2011 | Â | S4 | 226,200 | D | \$ 15.09 | 9,508,113 | D <u>(1)</u> | Â | |
| Class B Common Stock <u>(2)</u> | 08/04/2011 | Â | S4 | 75,000 | D | \$ 15 | 9,433,113 | D <u>(1)</u> | Â | |
| Class B Common Stock <u>(2)</u> | 08/04/2011 | Â | S4 | 25,000 | D | \$ 15.1 | 9,408,113 | D <u>(1)</u> | Â | |
| Class B Common Stock <u>(2)</u> | 08/04/2011 | Â | S4 | 25,600 | D | \$ 15.01 | 9,382,513 | D <u>(1)</u> | Â | |
| Class B Common Stock <u>(2)</u> | 08/05/2011 | Â | S4 | 10,000 | D | \$ 14.55 | 9,372,513 | D <u>(1)</u> | Â | |
| Class B Common Stock <u>(2)</u> | 08/05/2011 | Â | S4 | 50,000 | D | \$ 14 | 9,322,513 | D <u>(1)</u> | Â | |
| Class B Common Stock <u>(2)</u> | 08/08/2011 | Â | S4 | 108,200 | D | \$ 12.44 | 9,214,313 | D <u>(1)</u> | Â | |
| Class B Common Stock <u>(2)</u> | 08/09/2011 | Â | S4 | 99,700 | D | \$ 12.42 | 9,114,613 | D <u>(1)</u> | Â | |
| Class B Common Stock <u>(2)</u> | 08/09/2011 | Â | S4 | 42,812 | D | \$ 12.44 | 9,071,801 | D <u>(1)</u> | Â | |
| Class B Common Stock <u>(2)</u> | 08/09/2011 | Â | S4 | 32,372 | D | \$ 12.49 | 9,039,429 | D <u>(1)</u> | Â | |
| Class B Common Stock <u>(2)</u> | 08/11/2011 | Â | S4 | 39,600 | D | \$ 12.54 | 8,999,829 | D <u>(1)</u> | Â | |
| Class B Common Stock <u>(2)</u> | 08/15/2011 | Â | S4 | 1,400 | D | \$ 13.02 | 8,998,429 | D <u>(1)</u> | Â | |
| Class B Common | 08/15/2011 | Â | S4 | 12,765 | D | \$ 12.96 | 8,985,664 | D <u>(1)</u> | Â | |

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| | | | | | | | | | | |
|---|------------|---|----|---------|---|----------|-----------|------------------|---|--|
| Stock ⁽²⁾ | | | | | | | | | | |
| Class B Common Stock ⁽²⁾ | 08/17/2011 | Â | S4 | 250,000 | D | \$ 13 | 8,735,664 | D ⁽¹⁾ | Â | |
| Class B Common Stock ⁽²⁾ | 08/18/2011 | Â | S4 | 99,000 | D | \$ 12.45 | 8,636,664 | D ⁽¹⁾ | Â | |
| Class B Common Stock ⁽²⁾ | 08/18/2011 | Â | P4 | 1,000 | A | \$ 12.42 | 8,637,664 | D ⁽¹⁾ | Â | |
| Class B Common Stock ⁽²⁾ | 08/19/2011 | Â | S4 | 93,600 | D | \$ 12.23 | 8,544,064 | D ⁽¹⁾ | Â | |
| Class B Common Stock ⁽²⁾ | 08/22/2011 | Â | S4 | 70,000 | D | \$ 12.44 | 8,474,064 | D ⁽¹⁾ | Â | |
| Class B Common Stock ⁽²⁾ | 08/23/2011 | Â | S4 | 31,352 | D | \$ 13.05 | 8,442,712 | D ⁽¹⁾ | Â | |
| Class B Common Stock ⁽²⁾ | 08/23/2011 | Â | S4 | 500 | D | \$ 13.04 | 8,444,212 | D ⁽¹⁾ | Â | |
| Class B Common Stock ⁽²⁾ | 08/25/2011 | Â | S4 | 80,000 | D | \$ 12.71 | 8,362,212 | D ⁽¹⁾ | Â | |
| Class B Common Stock ⁽²⁾ | 08/26/2011 | Â | S4 | 25,000 | D | \$ 12.82 | 8,337,212 | D ⁽¹⁾ | Â | |
| Class B Common Stock ⁽²⁾ | 08/26/2011 | Â | S4 | 47 | D | \$ 13 | 8,337,165 | D ⁽¹⁾ | Â | |
| Class B Common Stock ⁽²⁾ | 08/30/2011 | Â | S4 | 20,100 | D | \$ 12.75 | 8,317,065 | D ⁽¹⁾ | Â | |
| Class B Common Stock ⁽²⁾ | 08/30/2011 | Â | P4 | 100 | A | \$ 12.75 | 8,317,165 | D ⁽¹⁾ | Â | |
| Class B Common Stock ⁽²⁾ | 08/30/2011 | Â | S4 | 100 | D | \$ 12.82 | 8,317,065 | D ⁽¹⁾ | Â | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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- (2) Shares of Class B Common Stock are convertible at any time, at the holder's election, and automatically upon transfer, on a one-for-one basis into shares of Class A Common Stock.

^

Remarks:

Disgorgement^ of^ profits^ is^ being^ made^ by^ the^ Reporting^ Persons^ to^ the^ Issuer.

This^ is^ 1^ of^ 3^ Form^ 5s^ being^ filed.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.