

IRONWOOD PHARMACEUTICALS INC  
Form 8-K  
May 20, 2013

**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):

**May 20, 2013**

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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

executive offices)

**02142**  
(Zip code)

**(617) 621-7722**

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(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 May 20, 2013, Ironwood Pharmaceuticals, Inc. (the Company ) announced that it has commenced a public offering of 10,500,000 shares of its Class A common stock, \$0.001 par value per share (the Offering ). In connection with this Offering, the Company will grant the underwriters a 30-day option to purchase up to an additional 1,575,000 shares of Class A common stock. J.P. Morgan and BofA Merrill Lynch are acting as joint bookrunning managers and as representatives of the underwriters for the offering. Morgan Stanley is acting as bookrunning manager for the offering.

On May 20, 2013, the Company issued a press release announcing the Offering. A copy of the Company's press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

Exhibit No.	Description
99.1	Ironwood Pharmaceuticals, Inc. Press Release dated May 20, 2013, announcing offering 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: May 20, 2013

By:

*/s/ Halley E. Gilbert*

Name: Halley E. Gilbert

Title: Vice President, Legal Affairs and General Counsel

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Ironwood Pharmaceuticals, Inc. Press Release dated May 20, 2013, announcing offering of Class A common stock.