

IRONWOOD PHARMACEUTICALS INC

Form 8-K

April 18, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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):

April 14, 2014

IRONWOOD PHARMACEUTICALS, INC.

(Exact name of registrant as specified in its charter)

Delaware

*(State or other jurisdiction
of incorporation)*

001-34620

(Commission file number)

04-3404176

*(I.R.S. Employer
Identification Number)*

**301 Binney Street
Cambridge, Massachusetts**

*(Address of principal
executive offices)*

02142

(Zip code)

(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:

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- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

(b) On April 14, 2014, David E. Shaw informed Ironwood Pharmaceuticals, Inc. (the Company) that he will not stand for re-election to the Company's Board of Directors at the 2014 annual meeting of stockholders (the Annual Meeting) to be held on June 3, 2014. As a result, Mr. Shaw's term of office as a Class I director of the Company will end on the date of the Annual Meeting, and the size of the Company's Board of Directors will be reduced from 11 to ten at such time.

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: April 18, 2014

By: /s/ Halley E. Gilbert
Name: Halley E. Gilbert
Title: Senior Vice President, Chief Legal Officer,
and Secretary
