

Currie Mark G
 Form 4
 October 09, 2018

FORM 4

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

OMB APPROVAL

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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 *
 Currie Mark G

(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)
 10/04/2018

4. 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 Scientific 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 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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | | |
| Class A Common Stock | 10/04/2018 | | M | | \$ 40,556 | A | 70,680 |
| Class A Common Stock | 10/04/2018 | | M | | \$ 34,479 | A | 105,159 |
| Class A Common Stock | 10/04/2018 | | M | | \$ 41,615 | A | 146,774 |

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| | | | | | | | |
|----------------------------|------------|------------------|---------|---|-------------------------------|---------|---|
| Class A Common Stock | 10/04/2018 | S ⁽¹⁾ | 94,456 | D | \$ 17.94 ⁽²⁾ | 52,318 | D |
| Class A Common Stock | 10/04/2018 | S ⁽¹⁾ | 22,194 | D | \$ 18.75 ⁽³⁾ | 30,124 | D |
| Class A Common Stock | 10/05/2018 | M | 40,556 | A | \$ 11.25 | 70,680 | D |
| Class A Common Stock | 10/05/2018 | M | 34,480 | A | \$ 11.11 | 105,160 | D |
| Class A Common Stock | 10/05/2018 | M | 41,615 | A | \$ 10.24 | 146,775 | D |
| Class A Common Stock | 10/05/2018 | S ⁽¹⁾ | 116,651 | D | \$ 17.53 ⁽⁴⁾ | 30,124 | D |
| Class B Common Stock | | | | | | 775,000 | D |

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 11.25 | 10/04/2018 | | M | 40,556 | ⁽⁵⁾ | 02/02/2020 | Class A Common Stock | 40,556 |

| | | | | | | | | |
|--|----------|------------|---|--------|------------|------------|----------------------------|--------|
| Employee Stock Option (Right to Buy) | \$ 11.11 | 10/04/2018 | M | 34,479 | <u>(6)</u> | 02/01/2021 | Class A Common Stock | 34,479 |
| Employee Stock Option (Right to Buy) | \$ 10.24 | 10/04/2018 | M | 41,615 | <u>(7)</u> | 03/01/2026 | Class A Common Stock | 41,615 |
| Employee Stock Option (Right to Buy) | \$ 11.25 | 10/05/2018 | M | 40,556 | <u>(5)</u> | 02/02/2020 | Class A Common Stock | 40,556 |
| Employee Stock Option (Right to Buy) | \$ 11.11 | 10/05/2018 | M | 34,480 | <u>(6)</u> | 02/01/2021 | Class A Common Stock | 34,480 |
| Employee Stock Option (Right to Buy) | \$ 10.24 | 10/05/2018 | M | 41,615 | <u>(7)</u> | 03/01/2026 | Class A Common Stock | 41,615 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Currie Mark G C/O IRONWOOD PHARMACEUTICALS, INC. 301 BINNEY STREET CAMBRIDGE, MA 02142 | | | Chief Scientific Officer | |

Signatures

/s/ Conor Kilroy,
Attorney-in-Fact

10/09/2018

**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.
 - (2) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$17.37 to \$18.36, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and

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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 \$18.37 to \$19.14, 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 \$17.22 to \$17.79, 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) The option vested as to 1.25% of the shares of Class A Common Stock on each monthly anniversary of January 1, 2010 for the first 36 months, and as to 4.5833% of the shares of Class A Common Stock on each monthly anniversary thereafter. The option was fully vested as of January 1, 2014.

- (6) The option, granted as an annual performance award, vested as to 1.25% of the shares of Class A Common Stock on each monthly anniversary of January 1, 2011 for the first 36 months, and as to 4.5833% of the shares of Class A Common Stock on each monthly anniversary thereafter. The option was fully vested as of January 1, 2015.

- (7) The option, granted as an annual performance award, vests as to 2.08333% of the shares of Class A Common Stock on each monthly anniversary of 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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