

IRONWOOD PHARMACEUTICALS INC
Form 8-K
June 01, 2012

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):

May 31, 2012

IRONWOOD PHARMACEUTICALS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation
or organization)

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

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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 5.07. Submission of Matters to a Vote of Security Holders.

On May 31, 2012, at the 2012 Annual Meeting of Stockholders of Ironwood Pharmaceuticals, Inc. (the Company), the stockholders of the Company voted on the following proposals:

- Re-election of three Class II directors of the Company, each to serve a three year term;
- Ratification of the audit committee's selection of Ernst & Young LLP as the Company's independent registered public accounting firm for 2012.

The results are as follows:

1. The stockholders re-elected George H. Conrades, Joseph C. Cook, Jr. and David A. Ebersman as Class II directors, each to serve on the board of directors of the Company for a three year term until the annual meeting of stockholders to be held in 2015 or until his successor is duly elected and qualified, based on the following votes:

| Director Nominee | For | Withheld | Broker Non-Votes |
|---------------------|------------|-----------|------------------|
| George H. Conrades | 79,180,061 | 5,875,142 | 6,903,859 |
| Joseph C. Cook, Jr. | 81,637,287 | 3,417,916 | 6,903,859 |
| David A. Ebersman | 79,307,691 | 5,747,512 | 6,903,859 |

2. The stockholders ratified the audit committee's selection of Ernst & Young LLP as the Company's independent registered public accounting firm for 2012, based on the following votes:

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 91,759,423 | 199,639 | 0 | 0 |

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: June 1, 2012

| | | |
|-----|-----------------------|---|
| By: | /s/ Halley E. Gilbert | |
| | Name: | Halley E. Gilbert |
| | Title: | Vice President, Legal Affairs and General Counsel |