

MCCOURT Thomas A  
 Form 4  
 January 03, 2019

**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 \*  
 MCCOURT Thomas A

(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)  
 12/31/2018

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 Commercial 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Class A Common Stock            |                                      |  |                                | (A) or (D) Price  | 88,150  | D  |                                   |

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

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SEC 1474 (9-02)

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**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) |         |     | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|---------|-----|--|-----------------|---|
|  |  |                                      |  |                                | V  | (A)     | (D) | Date Exercisable   | Expiration Date |   |
| Employee Stock Option (Right to Buy)       | \$ 5.48  | 12/31/2018                           |  | J <sup>(1)</sup>               |  | 130,000 |     | <sup>(2)</sup>   | 09/07/2019      | Class B Common Stock  |
| Employee Stock Option (Right to Buy)       | \$ 5.48  | 12/31/2018                           |  | J <sup>(1)</sup>               |  | 130,000 |     | <sup>(2)</sup>   | 09/07/2019      | Class A Common Stock  |
| Employee Stock Option (Right to Buy)       | \$ 5.48  | 12/31/2018                           |  | J <sup>(1)</sup>               |  | 130,000 |     | <sup>(3)</sup>   | 09/07/2019      | Class B Common Stock  |
| Employee Stock Option (Right to Buy)       | \$ 5.48  | 12/31/2018                           |  | J <sup>(1)</sup>               |  | 130,000 |     | <sup>(3)</sup>   | 09/07/2019      | Class A Common Stock  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                          |       |
|--|---------------|-----------|--------------------------|-------|
|  | Director      | 10% Owner | Officer                  | Other |
| MCCOURT Thomas A<br>C/O IRONWOOD PHARMACEUTICALS, INC.<br>301 BINNEY STREET<br>CAMBRIDGE, MA 02142 |               |           | Chief Commercial Officer |       |

## Signatures

/s/ Conor Kilroy,  
Attorney-In-Fact

01/03/2019

\_\_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).

- On December 31, 2018, each share of the Issuer's outstanding Class B Common Stock automatically converted into one share of the Issuer's Class A Common Stock pursuant to the Issuer's certificate of incorporation. In connection with the conversion, outstanding stock options granted pursuant to the Issuer's equity incentive plans in respect of the Issuer's Class B Common Stock remain unchanged, except that they now represent the right to receive shares of Class A Common Stock rather than shares of Class B Common Stock.
- (1) The option vested as to 25% of the shares of Class B Common Stock on the first anniversary of September 8, 2009, and 1/48th of the shares of Class B Common Stock vest each month thereafter for the next 36 months. The option was fully vested as of September 8, 2013.
  - (2) The option vests in four equal installments based on the issuer's achievement of certain regulatory and commercial milestones. Upon achievement of regulatory or commercial milestones, the option vested as to 40,000 shares of Class B Common Stock on each of October 24, 2011, December 21, 2012 and January 4, 2017.

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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