

ROBERTS BRYAN E  
Form 4  
April 01, 2013

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
ROBERTS BRYAN E

2. Issuer Name and Ticker or Trading Symbol  
IRONWOOD  
PHARMACEUTICALS INC  
[IRWD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)

C/O VENROCK, 3340 HILLVIEW AVENUE

03/28/2013

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

PALO ALTO, CA 94304

(City) (State) (Zip)

**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	(A) or (D)	Price
Class A Common Stock	03/28/2013		A <sup>(1)</sup>		136	A	\$ 18.29 <sup>(2)</sup>
Class B Common Stock					36,290	I	By Funds <sup>(4)</sup>
Class A Common Stock					105	I	By LLC <sup>(5)</sup>

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Class B Common Stock	1,919,704	I	By Funds <u>(6)</u>
Class B Common Stock	2,762,497	I	By Funds <u>(7)</u>
Class B Common Stock	1,512,766	I	By Funds <u>(8)</u>
Class B Common Stock	287,234	I	By Funds <u>(9)</u>
Class A Common Stock	88,262	I	By Funds <u>(10)</u>
Class A Common Stock	7,483	I	By Funds <u>(11)</u>
Class A Common Stock	18,910	I	By Funds <u>(12)</u>
Class B Common Stock	40,000	I	By LLC <u>(13)</u>
Class A Common Stock	2,442	I	By LLC <u>(14)</u>

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

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SEC 1474  
(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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Benef Own Follo Repo Trans (Instr
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Code	V	(A)	(D)	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROBERTS BRYAN E C/O VENROCK 3340 HILLVIEW AVENUE PALO ALTO, CA 94304	X			

## Signatures

/s/ Bryan E. Roberts	04/01/2013
**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) Issued pursuant to Director Compensation Plan.
- (2) The shares of the Issuer's Class A Common Stock were issued to the reporting person for service as the Issuer's Chair of the Board of Directors for the three months ended March 31, 2013 in the aggregate amount of \$2,487.  
  
The reporting person is a member of VR Management, LLC (the "Management Company"). Under an agreement between the reporting person and the Management Company, the reporting person is deemed to hold 136 of the reported shares for the sole benefit of the Management Company and must hold or sell these 136 shares solely upon the direction of the Management Company. The Management Company may be deemed the indirect beneficial owner of these 136 shares, and the reporting person may be deemed the indirect beneficial owner of these 136 shares through his interest in the Management Company. The reporting person disclaims beneficial ownership of these 136 shares except to the extent of his pecuniary interest therein.
- (3) On March 19, 2013, Venrock Entrepreneurs Fund, L.P. ("VEF") distributed shares of the Class A Common Stock of the Issuer to its partners pro rata based on their respective interests in VEF (the "VEF Distribution"). After the VEF Distribution, VEF holds an aggregate of 36,290 shares of Class B Common Stock of the Issuer. Venrock Management, LLC ("VM") is the sole general partner of VEF and may be deemed to beneficially own these shares. Dr. Roberts is a member of VM and may be deemed to beneficially own these shares. Dr. Roberts and VM expressly disclaim beneficial ownership over all shares held by VEF, except to the extent of their indirect pecuniary interests therein.
- (4) In the VEF Distribution, VM received an aggregate of 105 shares of Class A Common Stock of the Issuer. After the VEF Distribution, VM holds an aggregate of 105 shares. Dr. Roberts is a member of VM and may be deemed to beneficially own these shares. Dr. Roberts expressly disclaims beneficial ownership over all shares held by VM, except to the extent of his indirect pecuniary interest therein. For VM, this represents a change in form of ownership from indirect to direct but does not represent a change in beneficial ownership.
- (5) Venrock Associates holds an aggregate of 1,919,704 shares of Class B Common Stock of the Issuer. The reporting person is a general partner of Venrock Associates and may be deemed to beneficially own these shares. The reporting person disclaims beneficial ownership of these shares except to the extent of his indirect pecuniary interest therein.
- (6) Venrock Associates II, L.P. holds an aggregate of 2,762,497 shares of Class B Common Stock of the Issuer. The reporting person is a general partner of Venrock Associates II, L.P. and may be deemed to beneficially own these shares. The reporting person disclaims beneficial ownership of these shares except to the extent of his indirect pecuniary interest therein.
- (7)
- (8)

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On March 15, 2013, Venrock Healthcare Capital Partners, L.P. ("VHCP") distributed shares of the Class A Common Stock of the Issuer to its partners pro rata based on their respective interests in VHCP (the "VHCP Distribution"). After the VHCP Distribution, VHCP holds an aggregate of 1,512,766 shares of Class B Common Stock of the Issuer. VHCP Management, LLC ("VHCP Management") is the general partner of VHCP and may be deemed to beneficially own these shares. Dr. Roberts is a managing member of VHCP Management and may be deemed to beneficially own these shares. Dr. Roberts and VHCP Management expressly disclaim beneficial ownership over these shares except to the extent of their indirect pecuniary interests therein.

On March 15, 2013, VHCP Co-Investment Holdings, LLC ("VHCP Co-Investment") distributed shares of the Class A Common Stock of the Issuer to its members pro rata based on their respective interests in VHCP Co-Investment (the "VHCP Co-Investment Distribution"). After the VHCP Co-Investment Distribution, VHCP Co-Investment holds an aggregate of 287,234 shares of Class B

- (9) Common Stock of the Issuer. VHCP Management is the manager of VHCP Co-Investment and may be deemed to beneficially own these shares. Dr. Roberts is a managing member of VHCP Management and may be deemed to beneficially own these shares. Dr. Roberts and VHCP Management expressly disclaim beneficial ownership over these shares except to the extent of their indirect pecuniary interests therein.

In the VHCP Co-Investment Distribution, Venrock Associates V, L.P. ("VA5") received an aggregate of 88,262 shares of Class A Common Stock of the Issuer. After the VHCP Co-Investment Distribution, VA5 holds an aggregate of 88,262 shares. Venrock

- (10) Management V, LLC ("VM5") is the sole general partner of VA5 and may be deemed to beneficially own these shares. Dr. Roberts is a member of VM5 and may be deemed to beneficially own these shares. Dr. Roberts and VM5 expressly disclaim beneficial ownership over all shares held by VA5, except to the extent of their indirect pecuniary interests therein.

In the VHCP Co-Investment Distribution, Venrock Partners V, L.P. ("VP5") received an aggregate of 7,483 shares of Class A Common Stock of the Issuer. After the VHCP Co-Investment Distribution, VP5 holds an aggregate of 7,483 shares. Venrock Partners

- (11) Management V, LLC ("VPM5") is the sole general partner of VP5 and may be deemed to beneficially own these shares. Dr. Roberts is a member of VPM5 and may be deemed to beneficially own these shares. Dr. Roberts and VPM5 expressly disclaim beneficial ownership over all shares held by VP5, except to the extent of their indirect pecuniary interests therein.

In the VHCP Distribution, VHCP Management received an aggregate of 18,910 shares of the Class A Common Stock of the Issuer.

- (12) After the VHCP Distribution, VHCP Management holds an aggregate of 18,910 shares. Dr. Roberts is a managing member of VHCP Management and may be deemed to beneficially own these shares. Dr. Roberts expressly disclaims beneficial ownership over these shares except to the extent of his indirect pecuniary interest therein.

Consists of 40,000 shares of Class B Common Stock of the issuer held by the Management Company. Dr. Roberts is a member of the

- (13) Management Company and may be deemed to beneficially own these shares. Dr. Roberts disclaims beneficial ownership of these shares except to the extent of his indirect pecuniary interest therein.

Consists of 2,442 shares of Class A Common Stock of the issuer held by the Management Company. Dr. Roberts is a member of the

- (14) Management Company and may be deemed to beneficially own these shares. Dr. Roberts disclaims beneficial ownership of these shares except to the extent of his indirect pecuniary interest therein.

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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