

Hove Anders D
Form 4
March 19, 2013

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 *
VHCP Co-Investment Holdings, LLC

(Last) (First) (Middle)

C/O VENROCK, 3340 HILLVIEW AVENUE

(Street)

PALO ALTO, CA 94304

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/15/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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 Indirect Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Class B Common Stock	03/15/2013		J(1)(2)		504,255	D	\$ 0	1,512,766	I	By Funds (3)
Class B Common Stock	03/15/2013		J(1)(4)		95,745	D	\$ 0	287,234	I	By Funds (5)
Class A Common Stock	03/15/2013		J(1)(6)		88,262	A	\$ 0	88,262	I	By Funds (6)

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Class A Common Stock	03/15/2013	<u>J(1)(7)</u>	7,483	A	\$ 0	7,483	I	By Funds <u>(7)</u>
Class A Common Stock	03/15/2013	<u>J(1)(8)</u>	18,910	A	\$ 0	18,910	I	By Funds <u>(8)</u>

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VHCP Co-Investment Holdings, LLC C/O VENROCK 3340 HILLVIEW AVENUE PALO ALTO, CA 94304		X		
VENROCK HEALTHCARE CAPITAL PARTNERS LP C/O VENROCK 3340 HILLVIEW AVENUE PALO ALTO, CA 94304		X		
VHCP Management, LLC C/O VENROCK 3340 HILLVIEW AVENUE PALO ALTO, CA 94304		X		

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VHCP Management is the manager of VHCP Co-Investment and may be deemed to beneficially own these shares. Anders Hove is a managing member of VHCP Management and may be deemed to beneficially own these shares. Dr. Hove and VHCP Management expressly disclaim beneficial ownership over these shares except to the extent of their indirect pecuniary interests therein.

- (6) In the distribution, Venrock Associates V, L.P. ("VA5") received an aggregate of 88,262 shares. Venrock Management V, LLC ("VM5") is the sole general partner of VA5 and may be deemed to beneficially own these shares. Dr. Hove is a member of VM5 and may be deemed to beneficially own these shares. Dr. Hove and VM5 expressly disclaim beneficial ownership over all shares held by VA5, except to the extent of their indirect pecuniary interests therein. For VA5, this represents a change in form of ownership from indirect to direct but does not represent a change in beneficial ownership.

- (7) In the distribution, Venrock Partners V, L.P. ("VP5") received an aggregate of 7,483 shares. Venrock Partners Management V, LLC ("VPM5") is the sole general partner of VP5 and may be deemed to beneficially own these shares. Dr. Hove is a member of VPM5 and may be deemed to beneficially own these shares. Dr. Hove and VPM5 expressly disclaim beneficial ownership over all shares held by VP5, except to the extent of their indirect pecuniary interests therein. For VP5, this represents a change in form of ownership from indirect to direct but does not represent a change in beneficial ownership.

- (8) In the distribution, VHCP Management received an aggregate of 18,910 shares. Anders Hove is a managing member of VHCP Management and may be deemed to beneficially own these shares. Dr. Hove expressly disclaims beneficial ownership over these shares except to the extent of his indirect pecuniary interest therein. For VHCP Management, this represents a change in form of ownership from indirect to direct but does not represent a change in beneficial ownership.

Remarks:

Part 2 of 2 of the Form 4 filings made by the Venrock funds on March 19, 2013 in connection with the distribution by the Ven

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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