## Edgar Filing: Dreyfus Andrew - Form 4

| Form 4                                                                                                                                   |                                                                                             |                                                                                                                                                                                                                                                                     |                                                                                                                                                  |                                         |             |                                                                                                                    |                                                                      |                                                                                                                                                                                         |                  |                                                 |  |
|------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|-------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------|-------------------------------------------------|--|
| June 04, 2018                                                                                                                            |                                                                                             |                                                                                                                                                                                                                                                                     |                                                                                                                                                  |                                         |             |                                                                                                                    |                                                                      |                                                                                                                                                                                         |                  | PROVAL                                          |  |
| FORM 4 UNITED STATES SECURITIES AND EXCHAN<br>Washington, D.C. 20549                                                                     |                                                                                             |                                                                                                                                                                                                                                                                     |                                                                                                                                                  |                                         |             |                                                                                                                    |                                                                      |                                                                                                                                                                                         | -                | 3235-0287                                       |  |
| Check this<br>if no longe<br>subject to<br>Section 16<br>Form 4 or<br>Form 5<br>obligation<br>may contin<br><i>See</i> Instruct<br>1(b). | er <b>STAT</b><br>5.<br>Filed p<br>s Section 1                                              | STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF<br>SECURITIES<br>Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,<br>ction 17(a) of the Public Utility Holding Company Act of 1935 or Section<br>30(h) of the Investment Company Act of 1940 |                                                                                                                                                  |                                         |             |                                                                                                                    |                                                                      |                                                                                                                                                                                         |                  | January 31,<br>2005<br>average<br>rs per<br>0.5 |  |
| (Print or Type R                                                                                                                         | esponses)                                                                                   |                                                                                                                                                                                                                                                                     |                                                                                                                                                  |                                         |             |                                                                                                                    |                                                                      |                                                                                                                                                                                         |                  |                                                 |  |
| I<br>I                                                                                                                                   |                                                                                             |                                                                                                                                                                                                                                                                     | 2. Issuer Name <b>and</b> Ticker or Trading<br>Symbol<br>IRONWOOD<br>PHARMACEUTICALS INC<br>[IRWD]                                               |                                         |             |                                                                                                                    | <b>7</b>                                                             | 5. Relationship of Reporting Person(s) to<br>Issuer<br>(Check all applicable)<br>X_ Director 10% Owner                                                                                  |                  |                                                 |  |
| (Last)<br>C/O IRONW<br>PHARMACI<br>BINNEY ST                                                                                             | EUTICALS, I                                                                                 | (Middle)<br>NC., 301                                                                                                                                                                                                                                                | 3. Date of (Month/Da<br>05/31/20                                                                                                                 | -                                       | ansaction   |                                                                                                                    |                                                                      | Officer (give below)                                                                                                                                                                    | titleOthe        | er (specify                                     |  |
|                                                                                                                                          |                                                                                             |                                                                                                                                                                                                                                                                     |                                                                                                                                                  | endment, Date Original<br>nth/Day/Year) |             |                                                                                                                    |                                                                      | <ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul> |                  |                                                 |  |
| CAMBRIDO                                                                                                                                 | BE, MA 02142                                                                                | 2                                                                                                                                                                                                                                                                   |                                                                                                                                                  |                                         |             |                                                                                                                    |                                                                      | Person                                                                                                                                                                                  | lore than One Ke | porung                                          |  |
| (City)                                                                                                                                   | (State)                                                                                     | (Zip)                                                                                                                                                                                                                                                               | Table                                                                                                                                            | e I - Non-D                             | erivative S | ecurit                                                                                                             | ies Acq                                                              | uired, Disposed of                                                                                                                                                                      | f, or Beneficial | ly Owned                                        |  |
| 1.Title of<br>Security<br>(Instr. 3)                                                                                                     | Security (Month/Day/Year) Execution Date, if<br>Instr. 3) (Month/Day/Year) (Month/Day/Year) |                                                                                                                                                                                                                                                                     | 3. 4. Securities Acquired<br>Transaction(A) or Disposed of<br>Code (D)<br>(Instr. 8) (Instr. 3, 4 and 5)<br>(A)<br>or<br>Code V Amount (D) Price |                                         |             | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4)                                                                                                                       |                  |                                                 |  |
| Class A<br>Common<br>Stock                                                                                                               | 05/31/2018                                                                                  |                                                                                                                                                                                                                                                                     |                                                                                                                                                  | A <u>(1)</u>                            | 16,223      | A                                                                                                                  | \$0                                                                  | 58,107                                                                                                                                                                                  | D                |                                                 |  |

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

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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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 4.<br>Transacti<br>Code<br>(Instr. 8) | 5.<br>orNumber<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | ;                   | Date               | Amou<br>Unde<br>Secur | le and<br>unt of<br>rlying<br>tities<br>(. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Owne<br>Follo<br>Repo<br>Trans<br>(Instr |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|---------------------------------------|-------------------------------------------------------------------------------------------------------------------------|---------------------|--------------------|-----------------------|-----------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------|
|                                                     |                                                                       |                                         | Code V                                | (A) (D)                                                                                                                 | Date<br>Exercisable | Expiration<br>Date | Title                 | Amount<br>or<br>Number<br>of<br>Shares              |                                                     |                                                                             |

## **Reporting Owners**

| <b>Reporting Owner Name / Address</b>                                                   |            | Relationships |           |         |       |  |  |
|-----------------------------------------------------------------------------------------|------------|---------------|-----------|---------|-------|--|--|
|                                                                                         |            | Director      | 10% Owner | Officer | Other |  |  |
| Dreyfus Andrew<br>C/O IRONWOOD PHARMACEUTIC<br>301 BINNEY STREET<br>CAMBRIDGE, MA 02142 | ALS, INC.  | X             |           |         |       |  |  |
| Signatures                                                                              |            |               |           |         |       |  |  |
| /s/ Conor Kilroy,<br>Attorney-in-Fact                                                   | 06/04/2018 |               |           |         |       |  |  |
| <u>**</u> 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 the Director Compensation Plan, effective as of January 2014.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.