

IRONWOOD PHARMACEUTICALS INC  
Form S-8  
October 12, 2012

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

## FORM S-8

REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933

### IRONWOOD PHARMACEUTICALS, INC.

(Exact Name of Registrant as Specified in its Charter)

**Delaware**

(State or Other Jurisdiction of Incorporation or Organization)

**04-3404176**

(I.R.S. Employer Identification Number)

**301 Binney Street, Cambridge, MA 02142**

(Address of Principal Executive Offices)

**Amended and Restated 2010 Employee, Director and Consultant Equity Incentive Plan**

(Full Title of the Plans)

**Halley E. Gilbert  
Vice President & General Counsel  
301 Binney Street  
Cambridge, Massachusetts 02142**

(Name and Address of Agent for Service)

**(617) 621-7722**

(Telephone Number, Including Area Code for Agent for Service)

**Please send copies of all communications to:**

**Paul M. Kinsella  
Ropes & Gray LLP  
Prudential Tower**

**800 Boylston Street  
Boston, Massachusetts 02199-3600  
(617) 951-7000**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company   
(Do not check if a smaller reporting company)

**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to be Registered</b>	<b>Amount to be Registered (1)</b>	<b>Proposed Maximum Offering Price Per Share (2)</b>	<b>Proposed Maximum Aggregate Offering Price (2)</b>	<b>Amount of Registration Fee</b>
Class A Common Stock, \$0.001 par value per share	7,995,527	\$ 12.66	\$ 101,183,394.19	\$ 13,801.41
(1)	This Registration Statement covers an aggregate of 7,995,527 shares of the Registrant's Class A Common Stock, par value \$0.001 per share (the Common Stock), that may be issued pursuant to awards granted under the equity plan identified above (the Plan). In addition, pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the Securities Act of 1933) this Registration Statement also covers such additional shares of Common Stock as may be issued pursuant to the provisions of the Plan to which this Registration Statement relates.			
(2)	Pursuant to Rules 457(c) and 457(h)(1) under the Securities Act of 1933, the proposed maximum offering price per share and the maximum aggregate offering price for the shares have been calculated solely for the purpose of computing the registration fee on the basis of the average high and low prices of the Common Stock as reported by the Nasdaq Global Select Market on October 10, 2012 to be \$12.86 and \$12.45, respectively.			



**EXPLANATORY NOTE**

The Registrant increased the number of shares of its Common Stock available for issuance under its Amended and Restated 2010 Employee, Director and Consultant Equity Incentive Plan by 7,995,527 shares. Pursuant to Instruction E to Form S-8, the Registrant incorporates by reference into this Registration Statement the entire contents of its Registration Statement on Form S-8 (File No. 333-165231) filed with the Securities and Exchange Commission (the Commission ) on March 5, 2010.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8, and has duly caused this registration statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Cambridge, Commonwealth of Massachusetts, on October 12, 2012.

IRONWOOD PHARMACEUTICALS, INC.

By: /s/ Peter M. Hecht  
Peter M. Hecht  
Chief Executive Officer

**POWER OF ATTORNEY**

Each person whose signature appears below hereby constitutes and appoints Peter M. Hecht, and each of them singly, his true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement on Form S-8 and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission, granting unto said attorney-in-fact and agent full power and authority to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement on Form S-8 has been signed by the following persons in the capacities identified and on October 12, 2012:

<b>Signature</b>	<b>Title</b>
/s/ Peter M. Hecht Peter M. Hecht	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>
/s/ Michael J. Higgins Michael J. Higgins	Chief Operating Officer & Chief Financial Officer <i>(Principal Financial Officer &amp; Principal Accounting Officer)</i>
/s/ Bryan E. Roberts Bryan E. Roberts	Chairman of the Board
/s/ George H. Conrades George H. Conrades	Director
/s/ Joseph C. Cook, Jr. Joseph C. Cook, Jr.	Director
/s/ David A. Ebersman David A. Ebersman	Director
/s/ Marsha H. Fanucci	Director

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Marsha H. Fanucci

/s/ Terrance G. McGuire  
Terrance G. McGuire

Director

/s/ David E. Shaw  
David E. Shaw

Director

/s/ Christopher T. Walsh  
Christopher T. Walsh

Director

**EXHIBIT INDEX**

<b>Exhibit</b>	<b>Description</b>
4.1	Amended and Restated 2010 Employee, Director and Consultant Equity Incentive Plan. Filed herewith.
5.1	Opinion of Ropes & Gray LLP. Filed herewith.
23.1	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm. Filed herewith.
23.2	Consent of Ropes & Gray LLP (included in Opinion filed as Exhibit 5.1)