

IRONWOOD PHARMACEUTICALS INC  
Form 8-K  
April 08, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**Current Report Pursuant to**  
**Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

Date of Report (Date of Earliest Event Reported):

**April 7, 2011**

**IRONWOOD PHARMACEUTICALS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State of incorporation

or organization)

**001-34620**  
(Commission file number)

**04-3404176**  
(I.R.S. Employer

Identification Number)

**301 Binney Street**

**Cambridge, Massachusetts**  
(Address of principal

executive offices)

**02142**  
(Zip code)

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**(617) 621-7722**

(Registrant's telephone number,  
including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(b) On April 7, 2011, Gina Bornino Miller informed Ironwood Pharmaceuticals, Inc. (the Company) that she will not stand for re-election to the Company's Board of Directors at the 2011 annual meeting of stockholders (the Annual Meeting) to be held on June 9, 2011. As a result, Ms. Bornino Miller's term of office as a Class I director of the Company will end on the date of the Annual Meeting.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**Ironwood Pharmaceuticals, Inc.**

Dated: April 8, 2011

|        |                        |   |
|--------|------------------------|---|
| By:    | /s/ Michael J. Higgins |   |
| Name:  |                        | Michael J. Higgins                                  |
| Title: |                        | Chief Operating Officer and Chief Financial Officer |