

IRONWOOD PHARMACEUTICALS INC

Form 8-K

February 08, 2012

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):

February 8, 2012

IRONWOOD PHARMACEUTICALS, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-34620
(Commission File Number)

04-3404176
(IRS Employer
Identification No.)

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 8.01 Other Events

On February 8, 2012, Ironwood Pharmaceuticals, Inc. (the Company) announced that it has commenced a public offering of 5,250,000 shares of its Class A common stock, \$0.001 par value per share (the Offering). In connection with this Offering, the Company will grant the underwriters a 30-day option to purchase additional shares of Class A common stock equal to up to 15% of the number of shares of Class A common stock sold in the Offering. J.P. Morgan Securities LLC and Merrill Lynch, Pierce, Fenner & Smith Incorporated are acting as joint bookrunning managers of the offering.

On February 8, 2012, the Company issued a press release announcing the Offering. A copy of the Company's press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

Exhibit No.	Description
99.1	Press Release dated February 8, 2012, announcing offering of Class A common stock.

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: February 8, 2012

By:

/s/ Halley E. Gilbert

Name: Halley E. Gilbert

Title: Vice President, Legal Affairs and General
Counsel

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press Release dated February 8, 2012, announcing offering of Class A common stock.