

IRONWOOD PHARMACEUTICALS INC  
Form 8-K  
June 05, 2013

**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):

**June 4, 2013**

**IRONWOOD PHARMACEUTICALS, INC.**

*(Exact name of registrant as specified in its charter)*

**Delaware**  
*(State of incorporation*

*or organization)*

**301 Binney Street**

**Cambridge, Massachusetts**  
*(Address of principal*

*executive offices)*

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

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

*Identification Number)*

**02142**  
*(Zip code)*

**(617) 621-7722**

*(Registrant's telephone number,*

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*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 5.07. Submission of Matters to a Vote of Security Holders.**

On June 4, 2013, at the 2013 Annual Meeting of Stockholders of Ironwood Pharmaceuticals, Inc. (the Company), the stockholders of the Company voted on the following proposals:

- Re-election of four Class III directors of the Company, each to serve a three year term; and
- Ratification of the audit committee's selection of Ernst & Young LLP as the Company's independent registered public accounting firm for 2013.

The results are as follows:

1. The stockholders re-elected Marsha H. Fanucci, Terrance G. McGuire, Edward P. Owens and Christopher T. Walsh as Class III directors, each to serve on the board of directors of the Company for a three year term until the annual meeting of stockholders to be held in 2016 or until his or her successor is duly elected and qualified, based on the following votes:

<u>Director Nominee</u>	<u>For</u>	<u>Withheld</u>	<u>Broker Non-Votes</u>
Marsha H. Fanucci	84,097,335	293,815	8,305,662
Terrance G. McGuire	84,005,894	385,256	8,305,662
Edwards P. Owens	83,633,063	758,087	8,305,662
Christopher T. Walsh	72,954,181	11,436,969	8,305,662

2. The stockholders ratified the audit committee's selection of Ernst & Young LLP as the Company's independent registered public accounting firm for 2013, based on the following votes:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
92,538,812	156,339	1,661	0

**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: June 5, 2013

By: /s/ Halley E. Gilbert  
Name: Halley E. Gilbert  
Title: Vice President, Legal Affairs and  
General Counsel

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