

IRONWOOD PHARMACEUTICALS INC  
Form 8-K  
June 03, 2016

**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 1, 2016**

**IRONWOOD PHARMACEUTICALS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**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)

**(617) 621-7722**

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(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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o 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 1, 2016, at the 2016 Annual Meeting of Stockholders (the Annual Meeting ) of Ironwood Pharmaceuticals, Inc. (the Company ), the stockholders of the Company voted on the following proposals:

- Re-election of three Class III directors of the Company, each to serve a three-year term;
- Reapproval of the material terms of the performance goals under the Company s Amended and Restated 2010 Employee, Director and Consultant Equity Incentive Plan (the 2010 Plan ), pursuant to the performance-based compensation exemption requirements of Section 162(m) of the Internal Revenue Code of 1986 ( Section 162(m) ); and
- Ratification of the audit committee s selection of Ernst & Young LLP as the Company s independent registered public accounting firm for 2016.

The final voting results for the Annual Meeting 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 2019 or until his or her successor is duly elected and qualified or until his or her death, resignation or removal, based on the following votes:

| Director Nominee     | For         | Withheld   | Broker Non-Votes |
|----------------------|-------------|------------|------------------|
| Marsha H. Fanucci    | 115,265,362 | 365,918    | 6,185,774        |
| Terrance G. McGuire  | 114,605,357 | 1,025,923  | 6,185,774        |
| Edward P. Owens      | 101,361,479 | 14,269,801 | 6,185,774        |
| Christopher T. Walsh | 88,173,898  | 27,457,382 | 6,185,774        |

2. The stockholders reapproved the material terms of the performance goals under 2010 Plan, pursuant to the performance-based compensation exemption requirements of Section 162(m), based on the following votes:

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| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|------------|----------------|----------------|-------------------------|
| 82,794,751 | 32,625,435     | 211,094        | 6,185,774               |

3. The stockholders ratified the audit committee's selection of Ernst & Young LLP as the Company's independent registered public accounting firm for 2016, based on the following votes:

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|-------------|----------------|----------------|-------------------------|
| 121,279,242 | 259,385        | 278,427        | 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 3, 2016

By: /s/ Halley E. Gilbert  
Name: Halley E. Gilbert  
Title: Senior Vice President, Chief Legal Officer  
and Secretary