

IRONWOOD PHARMACEUTICALS INC

Form 3

September 24, 2010

**FORM 3****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB  
Number: 3235-0104Expires: January 31,  
2005Estimated average  
burden hours per  
response... 0.5**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF  
SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting  
Person \*

FMR LLC

(Last) (First) (Middle)

82 DEVONSHIRE STREET

(Street)

BOSTON, MA 02109

(City) (State) (Zip)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

08/02/2010

3. Issuer Name and Ticker or Trading Symbol

IRONWOOD PHARMACEUTICALS INC [IRWD]

4. Relationship of Reporting  
Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner

\_\_\_\_ Officer \_\_\_\_X\_\_\_\_ Other

(give title below) (specify below)

Edward C. Johnson 3d

5. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group

Filing(Check Applicable Line)

\_\_\_\_X\_\_\_\_ Form filed by One Reporting

Person

\_\_\_\_ Form filed by More than One  
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security  
(Instr. 4)2. Amount of Securities  
Beneficially Owned  
(Instr. 4)3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)

Class A Common Stock

3,687,050

I

By Beacon Bioventures Limited  
Partnership

Class A Common Stock

24,988

I

By Beacon Bioventures  
Principals Limited PartnershipReminder: Report on a separate line for each class of securities beneficially  
owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form displays a  
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security  
(Instr. 4)2. Date Exercisable and  
Expiration Date  
(Month/Day/Year)3. Title and Amount of  
Securities Underlying  
Derivative Security4. Conversion  
or Exercise5. Ownership  
Form of6. Nature of Indirect  
Beneficial Ownership  
(Instr. 5)

# Edgar Filing: IRONWOOD PHARMACEUTICALS INC - Form 3

| Date<br>Exercisable | Expiration<br>Date | Title<br>(Instr. 4) | Amount or<br>Number of<br>Shares | Price of<br>Derivative<br>Security | Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) |
|---------------------|--------------------|---------------------|----------------------------------|------------------------------------|---------------------------------------------------------------------------|
|                     |                    |                     |                                  |                                    |                                                                           |

## Reporting Owners

| Reporting Owner Name / Address                      | Relationships |           |         |                      |
|-----------------------------------------------------|---------------|-----------|---------|----------------------|
|                                                     | Director      | 10% Owner | Officer | Other                |
| FMR LLC<br>82 DEVONSHIRE STREET<br>BOSTON, MA 02109 |               | X         |         | Edward C. Johnson 3d |

## Signatures

Daniel T. Gallagher, Duly authorized under Powers of Attorney effective as of July 21, 2009,  
by and on behalf of FMR LLC and its direct and indirect subsidiaries, and by and on behalf of  
Edward C. Johnson 3d 09/24/2010

Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

### Remarks:

The determination of 10% beneficial ownership status is based on updated information on Class A

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.