

IRONWOOD PHARMACEUTICALS INC
Form 3
April 08, 2011

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

OMB APPROVAL

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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)

<p>1. Name and Address of Reporting Person *</p> <p>FMR LLC</p> <p>(Last) (First) (Middle)</p> <p>82 DEVONSHIRE STREET,</p> <p>(Street)</p> <p>BOSTON, MA 02109</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>03/29/2011</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>IRONWOOD PHARMACEUTICALS INC [IRWD]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other (give title below) (specify below) Edward C. Johnson 3d</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>
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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	1,225,178	D	^
Class A Common Stock	1,150,135	I	By Impresa Fund II LLC
Class A Common Stock	74,798	I	By Impresa Fund III Limited Partnership
Class A Common Stock	10,971	I	By Fidelity Biosciences Corp.
Class A Common Stock	1,224,933	D	^

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FMR LLC 82 DEVONSHIRE STREET BOSTON, MA 02109	^	^ X	^	Edward C. Johnson 3d
FIL Ltd PEMBROKE HALL 42 CROW LANE HAMILTON, D0	^	^ X	^	Edward C. Johnson 3d

Signatures

Scott C. Goebel, Duly authorized under Powers of Attorney effective as of June 1, 2008, by and on behalf of FMR LLC and its direct and indirect subsidiaries, by and on behalf of Edward C. Johnson 3d, and by and on behalf of FIL Limited.

04/08/2011

__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).

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Remarks:

Remark 1: In addition to the securities shown in Table 1, Fidelity Management & Research Com

Remark 2: FMR LLC directly holds 1,225,178 Class AA Common Shares and FIL Limited directly

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

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