#### IRONWOOD PHARMACEUTICALS INC

Form 4

March 19, 2013

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

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response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

VR Management LLC

2. Issuer Name and Ticker or Trading

Symbol

**IRONWOOD** 

PHARMACEUTICALS INC

[IRWD]

(Last)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 03/31/2011

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director Officer (give title below)

X\_\_ 10% Owner \_ Other (specify

C/O VENROCK, 3340 HILLVIEW

(First)

AVE.

4. If Amendment, Date Original (Street)

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

PALO ALTO, CA 94304

(City)	(State)	(Zip) Tab	le I - Non-	Derivativ	e Secu	rities A	acquired, Dispos	ed of, or Bene	ficially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. SecurionAcquired Disposed (Instr. 3,	d (A) of d of (E) 4 and (A) or	)) 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	01/18/2011		Code V <u>J(1)</u>	Amount 241	(D)	Price	878	D	
Class A Common Stock	03/31/2011		A	178	A	\$0	178	I	VR Management, LLC (2)
Class A Common Stock	04/20/2011		<u>J(3)</u>	178	A	\$0	1,056	D	

Class A Common Stock	06/30/2011	A	159	A	\$0	159	I	VR Management, LLC (4)
Class A Common Stock	07/21/2011	J <u>(5)</u>	159	A	\$0	1,215	D	
Class A Common Stock	09/30/2011	A	231	A	\$ 0	231	I	VR Management, LLC (6)
Class A Common Stock	10/18/2011	J <u>(7)</u>	231	A	\$ 0	1,446	D	
Class A Common Stock	12/31/2011	A	208	A	\$ 0	208	I	VR Mangement, LLC (8)
Class A Common Stock	01/25/2012	J <u>(9)</u>	208	A	\$ 0	1,654	D	
Class A Common Stock	03/30/2012	A	187	A	\$ 0	187	I	VR Management, LLC (10)
Class A Common Stock	04/23/2012	J <u>(11)</u>	187	A	\$ 0	1,841	D	
Class A Common Stock	06/29/2012	A	181	A	\$ 0	181	I	VR Management, LLC (12)
Class A Common Stock	07/12/2012	J <u>(13)</u>	181	A	\$ 0	2,022	D	
Class A Common Stock	09/28/2012	A	195	A	\$ 0	195	I	VR Management, LLC (14)
Class A Common Stock	10/11/2012	J <u>(15)</u>	195	A	\$ 0	2,217	D	
Class A Common Stock	12/31/2012	A	225	A	\$ 0	225	I	VR Management, LLC (16)
Class A Common Stock	01/15/2013	J <u>(17)</u>	225	A	\$ 0	2,442	D	
Class B Common						40,000	D	

Stock

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

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.

SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transact Code (Instr. 8)	5. sorNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Tit. Amou Under Secur (Instr	int of rlying	8. Price of Derivative Security (Instr. 5)
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
VR Management LLC C/O VENROCK 3340 HILLVIEW AVE. PALO ALTO, CA 94304		X					

## **Signatures**

/s/ David L. Stepp, Authorized
Signatory

03/19/2013

\*\*Signature of Reporting Person Date

### **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(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).
- On January 18, 2011, Bryan E. Roberts, a director of the issuer, transferred record title to an aggregate of 241 shares to VR Management, LLC (the "Management Company").
- (2) On March 31, 2011, Dr. Roberts received a grant of 178 shares pursuant to the issuer's Director Compensation Plan. Dr. Roberts is a member of the Management Company. Under an agreement between Dr. Roberts and the Management Company, Dr. Roberts is deemed to hold the reported shares for the sole benefit of the Management Company and must hold or sell the shares solely upon the direction of

Reporting Owners 3

- the Management Company. The Management Company may be deemed the indirect beneficial owner of the shares, and Dr. Roberts may be deemed the indirect beneficial owner of the shares through his interest in the Management Company.
- (3) On April 20, 2011, Dr. Roberts transferred record title to an aggregate of 178 shares to the Management Company.
  - On June 30, 2011, Dr. Roberts received a grant of 159 shares pursuant to the issuer's Director Compensation Plan. Dr. Roberts is a member of the Management Company. Under an agreement between Dr. Roberts and the Management Company, Dr. Roberts is deemed
- (4) to hold the reported shares for the sole benefit of the Management Company and must hold or sell the shares solely upon the direction of the Management Company. The Management Company may be deemed the indirect beneficial owner of the shares, and Dr. Roberts may be deemed the indirect beneficial owner of the shares through his interest in the Management Company.
- (5) On July 21, 2011, Dr. Roberts transferred record title to an aggregate of 159 shares to the Management Company.
  - On September 30, 2011, Dr. Roberts received a grant of 231 shares pursuant to the issuer's Director Compensation Plan. Dr. Roberts is a member of the Management Company. Under an agreement between Dr. Roberts and the Management Company, Dr. Roberts is deemed
- (6) to hold the reported shares for the sole benefit of the Management Company and must hold or sell the shares solely upon the direction of the Management Company. The Management Company may be deemed the indirect beneficial owner of the shares, and Dr. Roberts may be deemed the indirect beneficial owner of the shares through his interest in the Management Company.
- (7) On October 18, 2011, Dr. Roberts transferred record title to an aggregate of 231 shares to the Management Company.
  - On December 31, 2011, Dr. Roberts received a grant of 208 shares pursuant to the issuer's Director Compensation Plan. Dr. Roberts is a member of the Management Company, Under an agreement between Dr. Roberts and the Management Company, Dr. Roberts is deemed
- (8) to hold the reported shares for the sole benefit of the Management Company and must hold or sell the shares solely upon the direction of the Management Company. The Management Company may be deemed the indirect beneficial owner of the shares, and Dr. Roberts may be deemed the indirect beneficial owner of the shares through his interest in the Management Company.
- (9) On January 25, 2012, Dr. Roberts transferred record title to an aggregate of 208 shares to the Management Company.
  - On March 30, 2012, Dr. Roberts received a grant of 187 shares pursuant to the issuer's Director Compensation Plan. Dr. Roberts is a member of the Management Company. Under an agreement between Dr. Roberts and the Management Company, Dr. Roberts is deemed
- (10) to hold the reported shares for the sole benefit of the Management Company and must hold or sell the shares solely upon the direction of the Management Company. The Management Company may be deemed the indirect beneficial owner of the shares, and Dr. Roberts may be deemed the indirect beneficial owner of the shares through his interest in the Management Company.
- (11) On April 23, 2012, Dr. Roberts transferred record title to an aggregate of 187 shares to the Management Company.
  - On June 29, 2012, Dr. Roberts received a grant of 181 shares pursuant to the issuer's Director Compensation Plan. Dr. Roberts is a member of the Management Company. Under an agreement between Dr. Roberts and the Management Company, Dr. Roberts is deemed
- (12) to hold the reported shares for the sole benefit of the Management Company and must hold or sell the shares solely upon the direction of the Management Company. The Management Company may be deemed the indirect beneficial owner of the shares, and Dr. Roberts may be deemed the indirect beneficial owner of the shares through his interest in the Management Company.
- (13) On July 12, 2012, Dr. Roberts transferred record title to an aggregate of 181 shares to the Management Company.
  - On September 28, 2012, Dr. Roberts received a grant of 195 shares pursuant to the issuer's Director Compensation Plan. Dr. Roberts is a member of the Management Company. Under an agreement between Dr. Roberts and the Management Company, Dr. Roberts is deemed
- (14) to hold the reported shares for the sole benefit of the Management Company and must hold or sell the shares solely upon the direction of the Management Company. The Management Company may be deemed the indirect beneficial owner of the shares, and Dr. Roberts may be deemed the indirect beneficial owner of the shares through his interest in the Management Company.
- (15) On October 11, 2012, Dr. Roberts transferred record title to an aggregate of 195 shares to the Management Company.
  - On December 31, 2012, Dr. Roberts received a grant of 225 shares pursuant to the issuer's Director Compensation Plan. Dr. Roberts is a member of the Management Company. Under an agreement between Dr. Roberts and the Management Company, Dr. Roberts is deemed
- (16) to hold the reported shares for the sole benefit of the Management Company and must hold or sell the shares solely upon the direction of the Management Company. The Management Company may be deemed the indirect beneficial owner of the shares, and Dr. Roberts may be deemed the indirect beneficial owner of the shares through his interest in the Management Company.
- (17) On January 15, 2013, Dr. Roberts transferred record title to an aggregate of 225 shares to the Management Company.

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.