Hecht Peter M Form 4 January 03, 2019

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

Number:

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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 \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Hecht Peter M Issuer Symbol **IRONWOOD** (Check all applicable) PHARMACEUTICALS INC [IRWD] 10% Owner \_X\_\_ Director X\_ Officer (give title Other (specify

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) C/O IRONWOOD

below) Chief Executive Officer 12/31/2018

PHARMACEUTICALS, INC., 301 **BINNEY STREET** 

> (Street) 4. If Amendment, Date Original

Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

CAMBRIDGE, MA 02142

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 7. Nature of Transactionrr Disposed of (D) Indirect Security (Month/Day/Year) Execution Date, if Securities Ownership (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (I) (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V Amount (D) Price Class B Common J(1)0 D 12/31/2018 4,696,917 D <u>(1)</u> Stock Class A J(1)Common 4,696,917 12/31/2018 (1) 4,696,917 D Α Stock The 2000 Class A 4,850 Ι Common Trust for Malcolm Stock

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			Paul Hecht (2)
Class A Common Stock	4,850	I	The 2000 Trust for Zoe Niovi Hecht (2)
Class A Common Stock	4,850	I	The 2000 Trust for Alexis Mae Hecht (2)

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

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SEC 1474

(9-02)

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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. 5. Number of TransactionDerivative Securities Code Acquired (A) or (Instr. 8) Disposed of (D) (Instr. 3, 4, and 5)		sactionDerivative Securities Expiration Date Acquired (A) or (Month/Day/Year)  8. 8) Disposed of (D)		ate	7. Title and Am Underlying Sec (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	A N S
Employee Stock Option (Right to Buy)	\$ 4.89	12/31/2018		J <u>(3)</u>		110,000	<u>(4)</u>	02/11/2019	Class B Common Stock	1
Employee Stock Option (Right to Buy)	\$ 4.89	12/31/2018		J <u>(3)</u>	110,000		<u>(4)</u>	02/11/2019	Class A Common Stock	1
Employee Stock Option (Right to Buy)	\$ 5.48	12/31/2018		J <u>(3)</u>		40,000	<u>(5)</u>	07/28/2019	Class B Common Stock	
Employee Stock Option (Right to	\$ 5.48	12/31/2018		J(3)	40,000		(5)	07/28/2019	Class A Common Stock	4

Buy)

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Hecht Peter M C/O IRONWOOD PHARMACEUTICALS, INC. 301 BINNEY STREET CAMBRIDGE, MA 02142

Chief Executive Officer

# **Signatures**

/s/ Conor Kilroy, Attorney-In-Fact

01/03/2019

\*\*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).
- (1) On December 31, 2018, each share of the Issuer's outstanding Class B Common Stock automatically converted into one share of the Issuer's Class A Common Stock pursuant to the Issuer's certificate of incorporation.
- These shares are held in the referenced trust for the benefit of the reporting person's child. The reporting person's spouse is the trustee of (2) this trust. The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or any other purpose.
- In connection with the conversion described in footnote (1), outstanding stock options granted pursuant to the Issuer's equity incentive (3) plans in respect of the Issuer's Class B Common Stock remain unchanged, except that they now represent the right to receive shares of Class A Common Stock rather than shares of Class B Common Stock.
- The option vested as to 1.25% of the shares of Class B Common Stock on each monthly anniversary of January 1, 2009 for the first 36 (4) months, and vested as to 4.5833% of the shares of Class B Common Stock on each monthly anniversary thereafter. The option was fully vested as of January 1, 2013
- On July 29, 2009, the Reporting Person was granted an option to purchase 40,000 shares of Class B Common Stock. The option vests in two equal installments upon the Issuer's achievement of certain regulatory and commercial milestones. The option has vested as to 20,000 shares as of the date hereof.

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.

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