IRONWOOD PHARMACEUTICALS INC

Form 4 July 02, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

January 31, Expires: 2005

OMB APPROVAL

3235-0287

0.5

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obligations

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

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 ROBERTS BRYAN E Issuer Symbol **IRONWOOD** (Check all applicable) PHARMACEUTICALS INC [IRWD] _X__ Director 10% Owner Other (specify Officer (give title (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) C/O VENROCK, 3340 HILLVIEW 06/28/2013 **AVENUE** 6. Individual or Joint/Group Filing(Check

(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

PALO ALTO, CA 94304

(City)

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

Tuble 1 Tron Delivative Securities required, Disposed by of							i, or beneficial	ij O wiled		
	1.Title of Security	2. Transaction Date (Month/Day/Year)	Execution Date, if	ecution Date, if Transaction(A) or Disposed of Code (D) fonth/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) (A) or		•	Securities	6. Ownership Form: Direct	Indirect	
	(Instr. 3)		any (Month/Day/Year)			5)	Beneficially (D) or Owned Indirect (I) Following (Instr. 4) Reported Transaction(s) (Instr. 3 and 4)		Beneficial Ownership (Instr. 4)	
	Class A Common Stock	06/28/2013		A(1)	251	A	\$ 9.93 (2)	15,272 (3)	D (4)	
	Class B Common Stock							36,290	I	By Funds
	Class A Common Stock							105	I	By LLC (6)

Class B Common Stock	1,919,704	I	By Funds
Class B Common Stock	2,762,497	I	By Funds
Class B Common Stock	1,512,766	I	By Funds
Class B Common Stock	287,234	I	By Funds
Class A Common Stock	88,262	I	By Funds
Class A Common Stock	7,483	I	By Funds
Class A Common Stock	18,910	I	By Funds
Class B Common Stock	40,000	I	By LLC
Class A Common Stock	2,578	I	By LLC (15)

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)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative		Securities	(Instr. 5)	Bene
	Derivative			Securities		S	(Instr. 3 and 4)		Owne
	Security				Acquired				Follo
					(A) or				Repo
					Disposed				Trans
					of (D)				(Instr
					(Instr. 3,				
					4. and 5)				

Date Expiration Or Number

Exercisable Date Of Shares

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ROBERTS BRYAN E
C/O VENROCK
3340 HILLVIEW AVENUE
PALO ALTO, CA 94304

Signatures

/s/ Bryan E. 07/02/2013

**Signature of Date
Reporting Person

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) Issued pursuant to Director Compensation Plan.
- The shares of the Issuer's Class A Common Stock were issued to the reporting person for service as the Issuer's Chair of the Board of Directors for the three months ended June 30, 2013 in the aggregate amount of \$2,493.
- In May 2013, Dr. Roberts transferred an aggregate of 136 shares of the Class A Common Stock of the Issuer to VR Management, LLC (3) (the "Management Company"). For Dr. Roberts, this represents a change in form of ownership from direct to indirect but does not represent a change in beneficial ownership.
 - The reporting person is a member of the Management Company. Under an agreement between the reporting person and the Management Company, the reporting person is deemed to hold 251 of the reported shares for the sole benefit of the Management Company and must hold or sell these 251 shares solely upon the direction of the Management Company. The Management Company may be deemed the
- indirect beneficial owner of these 251 shares, and the reporting person may be deemed the indirect beneficial owner of these 251 shares through his interest in the Management Company. The reporting person disclaims beneficial ownership of these 251 shares except to the extent of his pecuniary interest therein.
- Venrock Entrepreneurs Fund, L.P. ("VEF") holds an aggregate of 36,290 shares of Class B Common Stock of the Issuer. Venrock

 Management, LLC ("VM") is the sole general partner of VEF and may be deemed to beneficially own these shares. Dr. Roberts is a member of VM and may be deemed to beneficially own these shares. Dr. Roberts and VM expressly disclaim beneficial ownership over all shares held by VEF, except to the extent of their indirect pecuniary interests therein.
- VM holds an aggregate of 105 shares of Class A Common Stock of the Issuer. Dr. Roberts is a member of VM and may be deemed to beneficially own these shares. Dr. Roberts expressly disclaims beneficial ownership over all shares held by VM, except to the extent of his indirect pecuniary interest therein.
- Venrock Associates holds an aggregate of 1,919,704 shares of Class B Common Stock of the Issuer. The reporting person is a general partner of Venrock Associates and may be deemed to beneficially own these shares. The reporting person disclaims beneficial ownership of these shares except to the extent of his indirect pecuniary interest therein.
- Venrock Associates II, L.P. holds an aggregate of 2,762,497 shares of Class B Common Stock of the Issuer. The reporting person is a general partner of Venrock Associates II, L.P. and may be deemed to beneficially own these shares. The reporting person disclaims beneficial ownership of these shares except to the extent of his indirect pecuniary interest therein.

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Reporting Owners 3

Venrock Healthcare Capital Partners, L.P. ("VHCP") holds an aggregate of 1,512,766 shares of Class B Common Stock of the Issuer. VHCP Management, LLC ("VHCP Management") is the general partner of VHCP and may be deemed to beneficially own these shares. Dr. Roberts is a managing member of VHCP Management and may be deemed to beneficially own these shares. Dr. Roberts and VHCP Management expressly disclaim beneficial ownership over these shares except to the extent of their indirect pecuniary interests therein.

- VHCP Co-Investment Holdings, LLC ("VHCP Co-Investment") holds an aggregate of 287,234 shares of Class B Common Stock of the Issuer. VHCP Management is the manager of VHCP Co-Investment and may be deemed to beneficially own these shares. Dr. Roberts is a managing member of VHCP Management and may be deemed to beneficially own these shares. Dr. Roberts and VHCP Management expressly disclaim beneficial ownership over these shares except to the extent of their indirect pecuniary interests therein.
- Venrock Associates V, L.P. ("VA5") holds an aggregate of 88,262 shares of Class A Common Stock of the Issuer. Venrock

 Management V, LLC ("VM5") is the sole general partner of VA5 and may be deemed to beneficially own these shares. Dr. Roberts is a member of VM5 and may be deemed to beneficially own these shares. Dr. Roberts and VM5 expressly disclaim beneficial ownership over all shares held by VA5, except to the extent of their indirect pecuniary interests therein.
- Venrock Partners V, L.P. ("VP5") holds an aggregate of 7,483 shares of Class A Common Stock of the Issuer. Venrock Partners

 Management V, LLC ("VPM5") is the sole general partner of VP5 and may be deemed to beneficially own these shares. Dr. Roberts is a member of VPM5 and may be deemed to beneficially own these shares. Dr. Roberts and VPM5 expressly disclaim beneficial ownership over all shares held by VP5, except to the extent of their indirect pecuniary interests therein.
- VHCP Management holds an aggregate of 18,910 shares of Class A Common Stock of the Issuer. Dr. Roberts is a managing member of VHCP Management and may be deemed to beneficially own these shares. Dr. Roberts expressly disclaims beneficial ownership over these shares except to the extent of his indirect pecuniary interest therein.
- Consists of 40,000 shares of Class B Common Stock of the issuer held by the Managment Company. Dr. Roberts is a member of the (14) Management Company and may be deemed to beneficially own these shares. Dr. Roberts disclaims beneficial ownership of these shares except to the extent of his indirect pecuniary interest therein.
- Consists of 2,578 shares of Class A Common Stock of the issuer held by the Management Company. Dr. Roberts is a member of the

 (15) Management Company and may be deemed to beneficially own these shares. Dr. Roberts disclaims beneficial ownership of these shares except to the extent of his indirect pecuniary interest therein.

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.