

IRONWOOD PHARMACEUTICALS INC  
Form 8-K  
June 01, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**Current Report Pursuant to**  
**Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

Date of Report (Date of Earliest Event Reported):

**May 31, 2012**

**IRONWOOD PHARMACEUTICALS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State of incorporation  
or organization)

**001-34620**  
(Commission file number)

**04-3404176**  
(I.R.S. Employer  
Identification Number)

**301 Binney Street**

**Cambridge, Massachusetts**  
(Address of principal  
executive offices)

**02142**  
(Zip code)

**(617) 621-7722**

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(Registrant's telephone number,

including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.07. Submission of Matters to a Vote of Security Holders.**

On May 31, 2012, at the 2012 Annual Meeting of Stockholders of Ironwood Pharmaceuticals, Inc. (the Company), the stockholders of the Company voted on the following proposals:

- Re-election of three Class II directors of the Company, each to serve a three year term;
- Ratification of the audit committee's selection of Ernst & Young LLP as the Company's independent registered public accounting firm for 2012.

The results are as follows:

1. The stockholders re-elected George H. Conrades, Joseph C. Cook, Jr. and David A. Ebersman as Class II directors, each to serve on the board of directors of the Company for a three year term until the annual meeting of stockholders to be held in 2015 or until his successor is duly elected and qualified, based on the following votes:

Director Nominee	For	Withheld	Broker Non-Votes
George H. Conrades	79,180,061	5,875,142	6,903,859
Joseph C. Cook, Jr.	81,637,287	3,417,916	6,903,859
David A. Ebersman	79,307,691	5,747,512	6,903,859

2. The stockholders ratified the audit committee's selection of Ernst & Young LLP as the Company's independent registered public accounting firm for 2012, based on the following votes:

For	Against	Abstain	Broker Non-Votes
91,759,423	199,639	0	0

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**Ironwood Pharmaceuticals, Inc.**

Dated: June 1, 2012

By: /s/ Halley E. Gilbert  
Name: Halley E. Gilbert  
Title: Vice President, Legal Affairs and General Counsel