

IRONWOOD PHARMACEUTICALS INC  
Form 8-K  
June 05, 2013

**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):

**June 4, 2013**

**IRONWOOD PHARMACEUTICALS, INC.**

*(Exact name of registrant as specified in its charter)*

**Delaware**  
*(State of incorporation*

*or organization)*

**301 Binney Street**

**Cambridge, Massachusetts**  
*(Address of principal*

*executive offices)*

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

**04-3404176**  
*(I.R.S. Employer*

*Identification Number)*

**02142**  
*(Zip code)*

**(617) 621-7722**

*(Registrant's telephone number,*

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*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 June 4, 2013, at the 2013 Annual Meeting of Stockholders of Ironwood Pharmaceuticals, Inc. (the Company), the stockholders of the Company voted on the following proposals:

- Re-election of four Class III directors of the Company, each to serve a three year term; and
- Ratification of the audit committee's selection of Ernst & Young LLP as the Company's independent registered public accounting firm for 2013.

The results are as follows:

1. The stockholders re-elected Marsha H. Fanucci, Terrance G. McGuire, Edward P. Owens and Christopher T. Walsh as Class III 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 2016 or until his or her successor is duly elected and qualified, based on the following votes:

| <u>Director Nominee</u> | <u>For</u> | <u>Withheld</u> | <u>Broker Non-Votes</u> |
|-------------------------|------------|-----------------|-------------------------|
| Marsha H. Fanucci       | 84,097,335 | 293,815         | 8,305,662               |
| Terrance G. McGuire     | 84,005,894 | 385,256         | 8,305,662               |
| Edwards P. Owens        | 83,633,063 | 758,087         | 8,305,662               |
| Christopher T. Walsh    | 72,954,181 | 11,436,969      | 8,305,662               |

2. The stockholders ratified the audit committee's selection of Ernst & Young LLP as the Company's independent registered public accounting firm for 2013, based on the following votes:

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|------------|----------------|----------------|-------------------------|
| 92,538,812 | 156,339        | 1,661          | 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 5, 2013

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

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