

IRONWOOD PHARMACEUTICALS INC  
Form 8-K  
April 02, 2019

**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):

**April 2, 2019**

**IRONWOOD PHARMACEUTICALS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**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**

(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:

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 8.01 Other Events.**

As a result of the consummation of the separation of Ironwood Pharmaceuticals, Inc. ( Ironwood ) and Cycleron Therapeutics, Inc. into two independent, publicly traded companies (the Separation ), Ironwood expects to effect an adjustment to the conversion rate applicable to its 2.25% Convertible Senior Notes due 2022 (the Notes ) on the last trading day of the 10 consecutive trading-day valuation period beginning on and including April 2, 2019, the ex-dividend date applicable to the Separation. Ironwood plans to amend the indenture for the Notes, dated as of June 15, 2015, to reference the 10-trading day valuation period. That amendment will conform the valuation period in the indenture to the 10-trading day valuation period reflected in the preliminary offering memorandum, dated June 8, 2015, relating to the offer and sale of the Notes. Such a conforming amendment is contemplated by the indenture without noteholder action and is necessary because the indenture, prior to the amendment, refers to a 5-trading day period.

**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: April 2, 2019

|     |                    |  |
|-----|--------------------|--|
| By: | /s/ Gina Consylman |  |
|     | Name:              | Gina Consylman                                 |
|     | Title:             | Senior Vice President, Chief Financial Officer |