

IRONWOOD PHARMACEUTICALS INC  
Form 8-K  
June 05, 2015

**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 3, 2015**

**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,  
including area code)

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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))



**Item 5.07 Submission of Matters to a Vote of Security Holders**

On June 3, 2015, at the 2015 Annual Meeting of Stockholders (the Annual Meeting ) 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; and
- Ratification of the audit committee s selection of Ernst & Young LLP as the Company s independent registered public accounting firm for 2015.

The final voting results for the Annual Meeting are as follows:

1. The stockholders re-elected George H. Conrades, Lawrence S. Olanoff and Douglas E. Williams 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 2018 or until his successor is duly elected and qualified or until his death, resignation or removal, based on the following votes:

Director Nominee	For	Withheld	Broker Non-Votes
George H. Conrades	114,505,513	666,478	9,397,891
Lawrence S. Olanoff	114,969,713	202,278	9,397,891
Douglas E. Williams	114,704,921	467,070	9,397,891

2. The stockholders ratified the audit committee s selection of Ernst & Young LLP as the Company s independent registered public accounting firm for 2015, based on the following votes:

For	Against	Abstain	Broker Non-Votes
124,397,801	112,011	60,070	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, 2015

By:	/s/ Halley E. Gilbert	
Name:		Halley E. Gilbert
Title:		Senior Vice President, Chief Legal Officer and Secretary