

IRONWOOD PHARMACEUTICALS INC  
Form 8-K  
June 09, 2014

**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, 2014**

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

On June 3, 2014, at the 2014 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 I directors of the Company, each to serve a three-year term;
- Approval, by non-binding advisory vote, of the compensation of the Company s named executive officers, as disclosed in the Company s proxy statement for the Annual Meeting; and
- Ratification of the audit committee s selection of Ernst & Young LLP as the Company s independent registered public accounting firm for 2014.

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

1. The stockholders re-elected Bryan E. Roberts, Julie H. McHugh and Peter M. Hecht as Class I 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 2017 or until his or her successor is duly elected and qualified or until his or her death, resignation or removal, based on the following votes:

| Director Nominee | For         | Withheld  | Broker Non-Votes |
|------------------|-------------|-----------|------------------|
| Bryan E. Roberts | 101,825,383 | 2,844,836 | 11,328,081       |
| Julie H. McHugh  | 104,284,319 | 385,900   | 11,328,081       |
| Peter M. Hecht   | 103,084,141 | 1,586,078 | 11,328,081       |

2. The stockholders approved, on a non-binding advisory basis, the compensation of the Company s named executive officers, as disclosed in the Company s proxy statement for the Annual Meeting, based on the following votes:

| For         | Against | Abstain | Broker Non-Votes |
|-------------|---------|---------|------------------|
| 104,150,086 | 307,407 | 212,726 | 11,328,081       |

3. The stockholders ratified the audit committee s selection of Ernst & Young LLP as the Company s independent registered public accounting firm for 2014, based on the following votes:

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| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|-------------|----------------|----------------|-------------------------|
| 114,702,135 | 1,270,925      | 25,240         | 0                       |

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**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 9, 2014

By:

/s/ Halley E. Gilbert

Name:

Halley E. Gilbert

Title:

Senior Vice President, Chief Legal  
Officer and Secretary