

IRONWOOD PHARMACEUTICALS INC  
Form 8-K  
June 01, 2018

**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, 2018**

**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**

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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:

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

On May 31, 2018, at the 2018 Annual Meeting of Stockholders (the Annual Meeting) of Ironwood Pharmaceuticals, Inc. (the Company), the stockholders of the Company voted on the following proposals:

- Election of three Class II 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 2018.

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

1. The stockholders elected Lawrence S. Olanoff, Amy W. Schulman 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 2021 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
Lawrence S. Olanoff	115,907,419	13,343,006	9,204,659
Amy W. Schulman	128,378,194	872,231	9,204,659
Douglas E. Williams	128,393,836	856,589	9,204,659

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
122,742,679	6,021,735	486,011	9,204,659

3. The stockholders ratified the audit committee's selection of Ernst & Young LLP as the Company's independent registered public accounting firm for 2018, based on the following votes:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
137,295,097	483,726	676,261	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, 2018

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