



Ironwood Announces Effectiveness of Cyclerion Form 10 Registration Statement

March 14, 2019

– “When-issued” trading of CYCN expected to begin on Nasdaq on March 18, 2019 –

– Separation completion expected April 1, 2019 –

CAMBRIDGE, Mass.--(BUSINESS WIRE)--Mar. 14, 2019-- [Ironwood Pharmaceuticals, Inc.](http://www.businesswire.com/news/home/20190314005893/en/) (Nasdaq: IRWD) today announced that the Form 10 Registration Statement filed by Cyclerion Therapeutics, Inc. (Cyclerion) has been declared effective by the U.S. Securities and Exchange Commission (SEC). The Form 10 reflects Ironwood’s plan for a tax-free spin-off of Cyclerion as a publicly-traded company, which is expected to be completed on April 1, 2019.

This press release features multimedia. View the full release here: <https://www.businesswire.com/news/home/20190314005893/en/>

The completion of the separation is set to occur through a distribution to Ironwood shareholders of one share of Cyclerion common stock for every 10 shares of Ironwood common stock held as of the close of business on March 19, 2019, the record date for the distribution.

Nasdaq has approved the listing of Cyclerion common stock on the Nasdaq Global Select Market under the symbol “CYCN.” While there is no current market for Cyclerion common stock, Nasdaq has advised that Cyclerion common stock will begin trading on a “when-issued” basis under the symbol “CYCNV” on March 18, 2019 and continue through April 1, 2019.

Ironwood also expects that beginning on March 18, 2019 and continuing through April 1, 2019, Ironwood common stock will trade on Nasdaq in two markets: “regular way” under the symbol “IRWD” and in the “ex-distribution” market under the symbol “IRWDV.” Shares of Ironwood common stock trading under “IRWD” will carry the right to receive the pro rata shares of Cyclerion common stock, if held following the close of business on March 19, 2019. Shares of Ironwood common stock trading under “IRWDV” will not carry the right to receive shares of Cyclerion as part of the distribution. If shares of Ironwood common stock are sold in the “regular-way” market after March 19, 2019 through the distribution date, the shareholder is selling the right to receive shares of Cyclerion common stock as part of the distribution. Ironwood shareholders are encouraged to consult with their financial advisors regarding the specific consequences of selling Ironwood common stock on or before April 1, 2019.

After the distribution, Cyclerion will be an independent company and its stock will begin regular way trading under the ticker symbol “CYCN” on Nasdaq on April 2, 2019. Ironwood will continue to trade on Nasdaq under the ticker symbol “IRWD.”

For more information, the full Form 10 can be viewed at <http://www.sec.gov> and Ironwood’s Investor Relations site at <http://investor.ironwoodpharma.com/>.

About Cyclerion Therapeutics

Cyclerion Therapeutics expects to be a clinical-stage biopharmaceutical company harnessing the power of sGC pharmacology to discover, develop and commercialize breakthrough treatments for serious and orphan diseases. Cyclorion plans to advance its portfolio of five differentiated sGC stimulator programs with distinct pharmacologic and biodistribution properties that are designed to target tissues of greatest relevance to the diseases they are intended to treat. These programs, each of which are expected to have important milestones in 2019, include olinciguat in Phase 2 development for sickle cell disease, pralinciguat in Phase 2 trials for heart failure with preserved ejection fraction (HFpEF) and for diabetic nephropathy, IW-6463 in Phase 1 development for serious and orphan central nervous system diseases, and two late-stage discovery programs targeting serious liver and lung diseases, respectively.

About Ironwood Pharmaceuticals

Ironwood Pharmaceuticals (Nasdaq: IRWD) is a commercial biotechnology company focused on creating medicines that make a difference for patients, building value for our fellow shareholders, and empowering our passionate team. We discovered, developed and are commercializing linaclotide, the U.S. branded prescription market leader for adults with irritable bowel syndrome with constipation (IBS-C) or chronic idiopathic constipation (CIC). Our pipeline priorities for linaclotide include a Phase IIIb trial evaluating its efficacy and safety on multiple abdominal symptoms, including abdominal bloating, pain, and discomfort in adult patients with IBS-C, as well as research into a formulation of linaclotide designed to relieve abdominal pain associated with IBS.

We are also advancing a pipeline of innovative product candidates in areas of significant unmet need, including persistent gastroesophageal reflux disease, and the product candidates that Cyclorion expects to advance following completion of the planned separation of Ironwood and Cyclorion into two independent, publicly-traded companies. The separation is expected to be completed on April 1, 2019. Ironwood was founded in 1998 and is headquartered in Cambridge, Mass. For more information, please visit www.ironwoodpharma.com or www.twitter.com/ironwoodpharma; information that may be important to investors will be routinely posted in both these locations.

Forward-Looking Statements

This press release contains forward-looking statements. Investors are cautioned not to place undue reliance on these forward-looking statements, including statements about the proposed separation of our operations into two independent, publicly traded companies, including the status, structure, completion and timing of the separation; the business and operations of Ironwood and Cyclorion and any benefits or costs of the separation, including

the tax treatment; and the anticipated trading on Nasdaq of securities of Ironwood and Cycleron. Each forward-looking statement is subject to risks and uncertainties that could cause actual results to differ materially from those expressed or implied in such statement. Applicable risks and uncertainties include those related to the possibility that we may not complete the separation on the terms or timeline currently contemplated, if at all, that neither Ironwood nor Cycleron may achieve the expected benefits of a separation, and that a separation could harm the business, results of operations and financial condition of Ironwood and Cycleron; the risk that we may be unable to make, on a timely or cost-effective basis, the changes necessary to operate as independent companies; Cycleron's lack of independent operating history and the risk that its accounting and other management systems may not be prepared to meet the financial reporting and other requirements of operating as an independent public company; the risk that a separation may adversely impact Ironwood's and Cycleron's ability to attract or retain key personnel; the risks listed under the heading "Risk Factors" and elsewhere in Ironwood's Annual Report on Form 10-K for the year ended December 31, 2018, and in Ironwood's subsequent SEC filings; and the risks listed under the heading "Risk Factors" and elsewhere in Cycleron's Registration Statement on Form 10 filed on March 11, 2019, and in Cycleron's subsequent SEC filings, including SEC filings related to the proposed separation. These forward-looking statements (except as otherwise noted) speak only as of the date of this press release, and Ironwood and Cycleron undertake no obligation to update these forward-looking statements.

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