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The reader should not assume that the information is accurate and complete.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM D

OMB APPROVAL	
OMB Number:	3235-0076
Estimated average burden hours per response:	4.00

Notice of Exempt Offering of Securities

1. Issuer's Identity

CIK (Filer ID Number)	Previous Names	<input checked="" type="checkbox"/> None	Entity Type
0001446847			<input checked="" type="checkbox"/> Corporation
Name of Issuer			<input type="checkbox"/> Limited Partnership
IRONWOOD PHARMACEUTICALS INC			<input type="checkbox"/> Limited Liability Company
Jurisdiction of Incorporation/Organization			<input type="checkbox"/> General Partnership
DELAWARE			<input type="checkbox"/> Business Trust
Year of Incorporation/Organization			<input type="checkbox"/> Other (Specify)
<input checked="" type="checkbox"/> Over Five Years Ago			
<input type="checkbox"/> Within Last Five Years (Specify Year)			
<input type="checkbox"/> Yet to Be Formed			

2. Principal Place of Business and Contact Information

Name of Issuer			
IRONWOOD PHARMACEUTICALS INC			
Street Address 1	Street Address 2		
301 BINNEY STREET			
City	State/Province/Country	ZIP/PostalCode	Phone Number of Issuer
CAMBRIDGE	MASSACHUSETTS	02142	617-621-7722

3. Related Persons

Last Name	First Name	Middle Name
HECHT	PETER	M.
Street Address 1	Street Address 2	
C/O IRONWOOD PHARMACEUTICALS, INC.	301 BINNEY STREET	
City	State/Province/Country	ZIP/PostalCode
CAMBRIDGE	MASSACHUSETTS	02142
Relationship: <input checked="" type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
GRANEY	THOMAS	
Street Address 1	Street Address 2	
C/O IRONWOOD PHARMACEUTICALS, INC.	301 BINNEY STREET	
City	State/Province/Country	ZIP/PostalCode
CAMBRIDGE	MASSACHUSETTS	02142
Relationship: <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
CURRIE	MARK	G.

Street Address 1 Street Address 2
C/O IRONWOOD PHARMACEUTICALS, 301 BINNEY STREET
INC.
City State/Province/Country ZIP/PostalCode
CAMBRIDGE MASSACHUSETTS 02142
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name
GIBLERT HALLEY E.
Street Address 1 Street Address 2
C/O IRONWOOD PHARMACEUTICALS, 301 BINNEY STREET
INC.
City State/Province/Country ZIP/PostalCode
CAMBRIDGE MASSACHUSETTS 02142
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name
MCCOURT THOMAS A.
Street Address 1 Street Address 2
C/O IRONWOOD PHARMACEUTICALS, 301 BINNEY STREET
INC.
City State/Province/Country ZIP/PostalCode
CAMBRIDGE MASSACHUSETTS 02142
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name
MCGUIRE TERRANCE G.
Street Address 1 Street Address 2
C/O IRONWOOD PHARMACEUTICALS, 301 BINNEY STREET
INC.
City State/Province/Country ZIP/PostalCode
CAMBRIDGE MASSACHUSETTS 02142
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name
FANUCCI MARSHA H.
Street Address 1 Street Address 2
C/O IRONWOOD PHARMACEUTICALS, 301 BINNEY STREET
INC.
City State/Province/Country ZIP/PostalCode
CAMBRIDGE MASSACHUSETTS 02142
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name
MCHUGH JULIE H.
Street Address 1 Street Address 2
C/O IRONWOOD PHARMACEUTICALS, 301 BINNEY STREET
INC.
City State/Province/Country ZIP/PostalCode
CAMBRIDGE MASSACHUSETTS 02142

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
OLANOFF	LAWRENCE	S.
Street Address 1	Street Address 2	
C/O IRONWOOD PHARMACEUTICALS, INC.	301 BINNEY STREET	
City	State/Province/Country	ZIP/PostalCode
CAMBRIDGE	MASSACHUSETTS	02142

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
OWENS	EDWARD	P.
Street Address 1	Street Address 2	
C/O IRONWOOD PHARMACEUTICALS, INC.	301 BINNEY STREET	
City	State/Province/Country	ZIP/PostalCode
CAMBRIDGE	MASSACHUSETTS	02142

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
WALSH	CHRISTOPHER	T.
Street Address 1	Street Address 2	
C/O IRONWOOD PHARMACEUTICALS, INC.	301 BINNEY STREET	
City	State/Province/Country	ZIP/PostalCode
CAMBRIDGE	MASSACHUSETTS	02142

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
WILLIAMS	DOUGLAS	E.
Street Address 1	Street Address 2	
C/O IRONWOOD PHARMACEUTICALS, INC.	301 BINNEY STREET	
City	State/Province/Country	ZIP/PostalCode
CAMBRIDGE	MASSACHUSETTS	02142

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
DREYFUS	ANDREW	
Street Address 1	Street Address 2	
C/O IRONWOOD PHARMACEUTICALS	301 BINNEY STREET	
City	State/Province/Country	ZIP/PostalCode
CAMBRIDGE	MASSACHUSETTS	02142

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

4. Industry Group

- | | | |
|---|---|--|
| <input type="checkbox"/> Agriculture | Health Care | <input type="checkbox"/> Retailing |
| <input type="checkbox"/> Banking & Financial Services | <input type="checkbox"/> Biotechnology | <input type="checkbox"/> Restaurants |
| <input type="checkbox"/> Commercial Banking | <input type="checkbox"/> Health Insurance | Technology |
| <input type="checkbox"/> Insurance | <input type="checkbox"/> Hospitals & Physicians | <input type="checkbox"/> Computers |
| <input type="checkbox"/> Investing | <input checked="" type="checkbox"/> Pharmaceuticals | <input type="checkbox"/> Telecommunications |
| <input type="checkbox"/> Investment Banking | <input type="checkbox"/> Other Health Care | <input type="checkbox"/> Other Technology |
| <input type="checkbox"/> Pooled Investment Fund | <input type="checkbox"/> Manufacturing | Travel |
| Is the issuer registered as an investment company under the Investment Company Act of 1940? | Real Estate | <input type="checkbox"/> Airlines & Airports |
| <input type="checkbox"/> Yes | <input type="checkbox"/> Commercial | <input type="checkbox"/> Lodging & Conventions |
| <input type="checkbox"/> No | <input type="checkbox"/> Construction | <input type="checkbox"/> Tourism & Travel Services |
| <input type="checkbox"/> Other Banking & Financial Services | <input type="checkbox"/> REITS & Finance | <input type="checkbox"/> Other Travel |
| <input type="checkbox"/> Business Services | <input type="checkbox"/> Residential | <input type="checkbox"/> Other |
| Energy | <input type="checkbox"/> Other Real Estate | |
| <input type="checkbox"/> Coal Mining | | |
| <input type="checkbox"/> Electric Utilities | | |
| <input type="checkbox"/> Energy Conservation | | |
| <input type="checkbox"/> Environmental Services | | |
| <input type="checkbox"/> Oil & Gas | | |
| <input type="checkbox"/> Other Energy | | |

5. Issuer Size

- | Revenue Range | OR | Aggregate Net Asset Value Range |
|---|----|---|
| <input type="checkbox"/> No Revenues | | <input type="checkbox"/> No Aggregate Net Asset Value |
| <input type="checkbox"/> \$1 - \$1,000,000 | | <input type="checkbox"/> \$1 - \$5,000,000 |
| <input type="checkbox"/> \$1,000,001 - \$5,000,000 | | <input type="checkbox"/> \$5,000,001 - \$25,000,000 |
| <input type="checkbox"/> \$5,000,001 - \$25,000,000 | | <input type="checkbox"/> \$25,000,001 - \$50,000,000 |
| <input type="checkbox"/> \$25,000,001 - \$100,000,000 | | <input type="checkbox"/> \$50,000,001 - \$100,000,000 |
| <input type="checkbox"/> Over \$100,000,000 | | <input type="checkbox"/> Over \$100,000,000 |
| <input checked="" type="checkbox"/> Decline to Disclose | | <input type="checkbox"/> Decline to Disclose |
| <input type="checkbox"/> Not Applicable | | <input type="checkbox"/> Not Applicable |

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- | | | |
|--|--|---|
| <input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii)) | <input type="checkbox"/> Investment Company Act Section 3(c) | |
| <input type="checkbox"/> Rule 504 (b)(1)(i) | <input type="checkbox"/> Section 3(c)(1) | <input type="checkbox"/> Section 3(c)(9) |
| <input type="checkbox"/> Rule 504 (b)(1)(ii) | <input type="checkbox"/> Section 3(c)(2) | <input type="checkbox"/> Section 3(c)(10) |
| <input type="checkbox"/> Rule 504 (b)(1)(iii) | <input type="checkbox"/> Section 3(c)(3) | <input type="checkbox"/> Section 3(c)(11) |
| <input type="checkbox"/> Rule 505 | <input type="checkbox"/> Section 3(c)(4) | <input type="checkbox"/> Section 3(c)(12) |
| <input checked="" type="checkbox"/> Rule 506(b) | <input type="checkbox"/> Section 3(c)(5) | <input type="checkbox"/> Section 3(c)(13) |
| <input type="checkbox"/> Rule 506(c) | <input type="checkbox"/> Section 3(c)(6) | <input type="checkbox"/> Section 3(c)(14) |
| <input type="checkbox"/> Securities Act Section 4(a)(5) | <input type="checkbox"/> Section 3(c)(7) | |

7. Type of Filing

New Notice Date of First Sale 2016-09-23 First Sale Yet to Occur

Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes No

9. Type(s) of Securities Offered (select all that apply)

Equity

Debt

Option, Warrant or Other Right to Acquire Another Security

Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security

Pooled Investment Fund Interests

Tenant-in-Common Securities

Mineral Property Securities

Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

12. Sales Compensation

Recipient

J. WOOD CAPITAL ADVISORS

(Associated) Broker or Dealer None

None

Street Address 1

1820 CALISTOGA ROAD

City

SANTA ROSA

State(s) of Solicitation (select all that apply) All States
Check "All States" or check individual States

CALIFORNIA

Recipient CRD Number None

169097

(Associated) Broker or Dealer CRD Number None

None

Street Address 2

State/Province/Country

CALIFORNIA

ZIP/Postal Code

95404

Foreign/non-US

13. Offering and Sales Amounts

Total Offering Amount \$150,000,000 USD or Indefinite

Total Amount Sold \$150,000,000 USD

Total Remaining to be Sold \$0 USD or Indefinite

Clarification of Response (if Necessary):

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

2

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$20,000 USD Estimate

Finders' Fees \$20,000 USD Estimate

Clarification of Response (if Necessary):

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Regulation D for one of the reasons stated in Rule 505(b)(2)(iii) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
IRONWOOD PHARMACEUTICALS INC	HALLEY E. GILBERT	HALLEY E. GILBERT	SENIOR VICE PRESIDENT, CHIEF LEGAL OFFICER, AND SECRETARY	2016-10- 11

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.