

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8

**REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933**

IRONWOOD PHARMACEUTICALS, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware

(State or Other Jurisdiction of Incorporation or Organization)

04-3404176

(I.R.S. Employer Identification Number)

301 Binney Street, Cambridge, MA 02142

(Address of Principal Executive Offices) (Zip Code)

Amended and Restated 2010 Employee, Director and Consultant Equity Incentive Plan

(Full Title of the Plan)

Halley E. Gilbert

Senior Vice President, Chief Legal Officer, and Secretary

301 Binney Street

Cambridge, Massachusetts 02142

(Name and Address of Agent for Service)

(617) 621-7722

(Telephone Number, Including Area Code, of Agent for Service)

Please send copies of all communications to:

Paul M. Kinsella

Ropes & Gray LLP

Prudential Tower

800 Boylston Street

Boston, Massachusetts 02199-3600

(617) 951-7000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

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 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
Class A Common Stock, \$0.001 par value per share	6,017,971	\$ 18.56	\$ 111,693,541.76	\$ 13,905.85

- (1) This Registration Statement covers an aggregate of 6,017,971 shares of the Registrant's Class A Common Stock, par value \$0.001 per share (the "Common Stock"), that may be issued pursuant to awards granted under the equity plan identified above (the "Plan"). In addition, pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act of 1933"), this Registration Statement also covers such additional shares of Common Stock as may be issued pursuant to the provisions of the Plan to which this Registration Statement relates.
- (2) Pursuant to Rules 457(c) and 457(h)(1) under the Securities Act of 1933, the proposed maximum offering price per share and the maximum aggregate offering price for the shares have been calculated solely for the purpose of computing the registration fee on the basis of the average high and low prices of the Common Stock as reported by the Nasdaq Global Select Market on July 30, 2018 to be \$18.92 and \$18.20, respectively.



EXPLANATORY NOTE

The Registrant increased the number of shares of its Common Stock available for issuance under its Amended and Restated 2010 Employee, Director and Consultant Equity Incentive Plan by 6,017,971 shares. Pursuant to Instruction E to Form S-8, the Registrant incorporates by reference, except to the extent supplemented, amended or superseded by the information set forth herein, into this Registration Statement the entire contents of its Registration Statement on Form S-8 (File No. 333-165231) filed with the Securities and Exchange Commission (the "Commission") on March 5, 2010.

Item 8. Exhibits.

<u>Exhibit</u>	<u>Description</u>
4.1	Amended and Restated 2010 Employee, Director and Consultant Equity Incentive Plan. Filed as Exhibit 4.1 to Registration Statement on Form S-8 filed with the Commission on October 12, 2012.
4.2	Form of Stock Option Agreement under the Amended and Restated 2010 Employee, Director and Consultant Equity Incentive Plan. Filed as Exhibit 10.3.1 to Annual Report on Form 10-K filed with the Commission on February 18, 2015.
4.3	Form of Non-employee Director Restricted Stock Agreement under the Amended and Restated 2010 Employee, Director and Consultant Equity Incentive Plan. Filed as Exhibit 10.3.2 to Annual Report on Form 10-K filed with the Commission on February 18, 2015.
4.4	Form of Restricted Stock Unit Agreement under the Amended and Restated 2010 Employee, Director and Consultant Equity Incentive Plan. Filed as Exhibit 10.3.3 to Annual Report on Form 10-K filed with the Commission on February 18, 2015.
5.1	Opinion of Ropes & Gray LLP. Filed herewith.
23.1	Consent of Ropes & Gray LLP (included in Opinion filed as Exhibit 5.1).
23.2	Consent of Independent Registered Public Accounting Firm. Filed herewith.
24	Power of Attorney (included on the signature page of this registration statement). Filed herewith.

EXHIBIT INDEX

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4.4	<u>Form of Restricted Stock Unit Agreement under the Amended and Restated 2010 Employee, Director and Consultant Equity Incentive Plan. Filed as Exhibit 10.3.3 to Annual Report on Form 10-K filed with the Commission on February 18, 2015.</u>
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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8, and has duly caused this registration statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Cambridge, Commonwealth of Massachusetts, on August 6, 2018.

IRONWOOD PHARMACEUTICALS, INC.

By: /s/ Peter M. Hecht
Peter M. Hecht
Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below hereby constitutes and appoints Peter M. Hecht, Gina Consylman and Halley E. Gilbert, and each of them singly, his or her true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement on Form S-8 of Ironwood Pharmaceuticals, Inc., and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents full power and authority to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement on Form S-8 has been signed by the following persons in the capacities identified and on August 6, 2018:

<u>Signature</u>	<u>Title</u>
<u>/s/ Peter M. Hecht</u> Peter M. Hecht	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>
<u>/s/ Gina Consylman</u> Gina Consylman	Chief Financial Officer <i>(Principal Financial Officer and Principal Accounting Officer)</i>
<u>/s/ Terrance G. McGuire</u> Terrance G. McGuire	Chairman of the Board
<u>/s/ Andrew Dreyfus</u> Andrew Dreyfus	Director
<u>/s/ Marsha H. Fanucci</u> Marsha H. Fanucci	Director
<u>/s/ Julie H. McHugh</u> Julie H. McHugh	Director
<u>/s/ Lawrence S. Olanoff</u> Lawrence S. Olanoff	Director
<u>/s/ Edward P. Owens</u> Edward P. Owens	Director
<u>/s/ Amy W. Schulman</u> Amy W. Schulman	Director
<u>/s/ Douglas E. Williams</u> Douglas E. Williams	Director



ROPES & GRAY LLP
PRUDENTIAL TOWER
800 BOYLSTON STREET
BOSTON, MA 02199-3600
WWW.ROPESGRAY.COM

August 6, 2018

Ironwood Pharmaceuticals, Inc.
301 Binney Street
Cambridge, MA 02142

Ladies and Gentlemen:

This opinion letter is furnished to you in connection with the registration statement on Form S-8 (the "Registration Statement"), filed by Ironwood Pharmaceuticals, Inc., a Delaware corporation (the "Company"), on the date hereof, with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Securities Act"), for the registration of 6,017,971 shares of Class A Common Stock, \$0.001 par value, of the Company (the "Shares"). The Shares are issuable under the Company's Amended and Restated 2010 Employee, Director and Consultant Equity Incentive Plan (the "Plan").

We are familiar with the actions taken by the Company in connection with the adoption of the Plan. We have examined such certificates, documents and records and have made such investigation of fact and such examination of law as we have deemed appropriate in order to enable us to render the opinions set forth herein. In conducting such investigation, we have relied, without independent verification, upon certificates of officers of the Company, public officials and other appropriate persons.

The opinions expressed below are limited to the Delaware General Corporation Law.

Based upon and subject to the foregoing, we are of the opinion that the Shares have been duly authorized, and, when the Shares have been issued and sold in accordance with the terms of the Plan, the Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Very truly yours,

/s/ Ropes & Gray LLP

Ropes & Gray LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8), pertaining to the Amended and Restated 2010 Employee, Director and Consultant Equity Incentive Plan of Ironwood Pharmaceuticals, Inc. of our reports dated February 22, 2018, with respect to the consolidated financial statements of Ironwood Pharmaceuticals, Inc. and the effectiveness of internal control over financial reporting of Ironwood Pharmaceuticals, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2017, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Boston, Massachusetts
August 6, 2018
