

IRONWOOD PHARMACEUTICALS INC  
Form 8-K  
January 05, 2017

**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):

**January 5, 2017**

**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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.02 Termination of a Material Definitive Agreement.**

On January 5, 2017 (the Funding Date ), Ironwood Pharmaceuticals, Inc. (the Company ) completed the issuance and sale to, and purchase by, the purchasers, of \$150,000,000 in aggregate principal amount of 8.375% Notes due 2026 (the Notes ). The Notes were issued and sold in connection with the direct private placement previously announced by the Company on September 26, 2016 and are governed by the indenture, dated September 23, 2016, by and between the Company and U.S. Bank National Association, as trustee. On the Funding Date, the proceeds from the issuance of the Notes were used to redeem the outstanding approximately \$134 million in principal amount of the Company's Linaclotide PhARMA 11% Notes due 2024 (the PhARMA Notes ), which were issued pursuant to the indenture (the Indenture ), dated January 4, 2013, by and between the Company and U.S. Bank National Association, as trustee and operating bank. The PhARMA Notes were redeemed at a redemption price equal to 100% of the outstanding principal balance of such PhARMA Notes. In addition, the Company paid accrued and unpaid interest on the PhARMA Notes to, but excluding, the Funding Date. As a result, the Company's obligations under the Indenture have been discharged.

**SIGNATURE**

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.**

|        |  |
|--------|--|
| By:    | /s/ Thomas Graney  |
| Name:  | Thomas Graney  |
| Title: | Chief Financial Officer and Senior Vice President of<br>Finance and Corporate Strategy |

Date: January 5, 2017