

IRONWOOD PHARMACEUTICALS INC  
Form 8-K  
October 20, 2011

**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):

**October 18, 2011**

**IRONWOOD PHARMACEUTICALS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State of incorporation

or organization)

**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)

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**(617) 621-7722**

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 (see General Instruction A.2. below):

- 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))
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**Item 1.01. Entry into a Material Definitive Agreement.**

On October 18, 2011, Ironwood Pharmaceuticals, Inc. ( Ironwood ) and BMR-Rogers Street LLC (the Landlord ) entered into a Fifth Amendment to Lease (the Amendment ). Ironwood and the Landlord are parties to a Lease dated as of January 12, 2007, as previously amended on April 9, 2009, February 9, 2010, July 1, 2010 and February 3, 2011 (the Lease ), under which Ironwood leases office and laboratory space at 301 Binney Street, Cambridge, Massachusetts (the Facility ) from the Landlord.

The Amendment provides that, among other things, as of October 18, 2011, Ironwood leases from the Landlord an additional 21,717 square feet of the Facility, with rent for such space commencing no later than June 1, 2012. The rent will be \$42.50 per rentable square foot per year, increasing annually by \$0.50 per rentable square foot. Under the terms of the Amendment, the Landlord will provide Ironwood with a finish work allowance of \$40.00 per rentable square foot of additional space. Ironwood will continue to pay for its utility services in the Facility.

The expiration date of the Lease, as amended to date, is January 7, 2016.

**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: October 20, 2011

By: /s/ Michael J. Higgins  
Name: Michael J. Higgins  
Title: Chief Operating Officer and Chief  
Financial Officer