

IRONWOOD PHARMACEUTICALS INC  
Form 8-A12B  
February 01, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-A**

**For Registration of Certain Classes of Securities**

**Pursuant to Section 12(b) or 12(g) of the**

**Securities Exchange Act of 1934**

**IRONWOOD PHARMACEUTICALS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State of incorporation or organization)

**04-3404176**  
(I.R.S. Employer Identification Number)

**320 Bent Street**  
**Cambridge, Massachusetts**  
(Address of principal executive offices)

**02141**  
(Zip code)

Securities to be registered pursuant to Section 12(b) of the Act:

**Title of each class  
to be so registered**  
Class A Common Stock, \$0.001 par value per share

**Name of each exchange on which  
each class is to be registered**  
The NASDAQ Stock Market LLC

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.

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If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

Securities Act registration statement file number to which this form relates: **333-163275**

**Securities to be registered pursuant to Section 12(g) of the Act:** None

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**Item 1. Description of Registrant's Securities to be Registered.**

The class of capital stock to be registered is the registrant's Class A Common Stock, \$0.001 par value per share (or the registrant's Class A common stock). For a description of the Class A common stock, reference is made to the information set forth under the heading "Description of Capital Stock" in the prospectus included in the registrant's Registration Statement on Form S-1 (File No. 333-163275), originally filed with the Securities and Exchange Commission on November 20, 2009, as amended by any amendments to such Registration Statement and by any prospectus subsequently filed pursuant to Rule 424(b) under the Securities Act of 1933, as amended, which description is incorporated herein by reference.

**Item 2. Exhibits.**

Under the Instructions relating to Form 8-A exhibits, no exhibits are required to be filed because no other securities of the registrant are being registered with The NASDAQ Stock Market LLC, and the securities registered hereby are not being registered pursuant to Section 12(g) of the Exchange Act.

**SIGNATURES**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

**Ironwood Pharmaceuticals, Inc.**

Dated: February 1, 2010

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