

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

**FORM 144**  
**NOTICE OF PROPOSED SALE OF SECURITIES**  
**PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933**

OMB APPROVAL	
OMB Number: 3235-0101	
Expires: July 31, 2023	
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SEC USE ONLY	
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WORK LOCATION	
(e) TELEPHONE NO.	
AREA CODE 617	NUMBER 621-7722

**ATTENTION:** *Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or executing a sale directly with a market maker.*

1 (a) NAME OF ISSUER (Please type or print)		(b) IRS IDENT. NO.	(c) S.E.C. FILE NO.		WORK LOCATION	
IRONWOOD PHARMACEUTICALS, INC.		04-3404176	001-34620			
1 (d) ADDRESS OF ISSUER		STREET	CITY	STATE	ZIP CODE	(e) TELEPHONE NO.
100 Summer Street, Suite 2300			Boston	MA	02110	
2 (a) NAME OF PERSON FOR WHOSE ACCOUNT THE SECURITIES ARE TO BE SOLD		(b) RELATIONSHIP TO ISSUER	(c) ADDRESS STREET		F	STATE
Michael Shetzline		Officer	c/o Ironwood Pharmaceuticals, Inc. 100 Summer Street, Suite 2300 Boston, MA 02110			ZIP CODE

*INSTRUCTION: The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number and the S.E.C. File Number.*

3 (a) Title of the Class of Securities To Be Sold	(b) Name and Address of Each Broker Through Whom the Securities are to be Offered or Each Market Maker who is Acquiring the Securities	SEC USE ONLY Broker-Dealer File Number	(c) Number of Shares or Other Units To Be Sold (See instr. 3(c))	(d) Aggregate Market Value (See instr. 3(d))	(e) Number of Shares or Other Units Outstanding (See instr. 3(e))	(f) Approximate Date of Sale (See instr. 3(f)) (MO. DAY YR.)	(g) Name of Each Securities Exchange (See instr. 3(g))
Class A Common Stock	E*Trade Securities LLC Alpharetta GA		11,923	\$136,637.58 as of 05/19/2022 based on \$11.46 closing price on Nasdaq	153,837,866	05/23/2022	Nasdaq

**INSTRUCTIONS:**

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| <p>1. (a) Name of issuer</p> <p>(b) Issuer's I.R.S. Identification Number</p> <p>(c) Issuer's S.E.C. file number, if any</p> <p>(d) Issuer's address, including zip code</p> <p>(e) Issuer's telephone number, including area code</p> <p>2. (a) Name of person for whose account the securities are to be sold</p> <p>(b) Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)</p> <p>(c) Such person's address, including zip code</p> | <p>3. (a) Title of the class of securities to be sold</p> <p>(b) Name and address of each broker through whom the securities are intended to be sold</p> <p>(c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount)</p> <p>(d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to the filing of this notice</p> <p>(e) Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer</p> <p>(f) Approximate date on which the securities are to be sold</p> <p>(g) Name of each securities exchange, if any, on which the securities are intended to be sold</p> |
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**Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1147 (08-07)

**TABLE I — SECURITIES TO BE SOLD**

*Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:*

Title of the Class	Date you Acquired	Nature of Acquisition Transaction	Name of Person from Whom Acquired (If gift, also give date donor acquired)	Amount of Securities Acquired	Date of Payment	Nature of Payment
Class A Common Stock	04/24/2020	Restricted Stock Unit award granted pursuant to Issuer's 2019 Equity Incentive Plan, subject to vesting requirements	Ironwood Pharmaceuticals, Inc.	6,913	n/a	n/a
Class A Common Stock	03/26/2021	Restricted Stock Unit award granted pursuant to Issuer's 2019 Equity Incentive Plan, subject to vesting requirements	Ironwood Pharmaceuticals, Inc.	19,328	n/a	n/a

**INSTRUCTIONS:**

If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

**TABLE II — SECURITIES SOLD DURING THE PAST 3 MONTHS**

*Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.*

Name and Address of Seller	Title of Securities Sold	Date of Sale	Amount of Securities Sold	Gross Proceeds
Michael Shetzline c/o Ironwood Pharmaceuticals, Inc., 100 Summer Street, Suite 2300 Boston, MA 02110	Class A Common Stock	02/28/2022	1,367 <sup>(1)</sup>	\$14,722.59
Michael Shetzline c/o Ironwood Pharmaceuticals, Inc., 100 Summer Street, Suite 2300 Boston, MA 02110	Class A Common Stock	02/28/2022	2,911 <sup>(2)</sup>	\$31,351.47
Michael Shetzline c/o Ironwood Pharmaceuticals, Inc., 100 Summer Street, Suite 2300 Boston, MA 02110	Class A Common Stock	02/28/2022	5,161 <sup>(3)</sup>	\$55,583.97
Michael Shetzline c/o Ironwood Pharmaceuticals, Inc., 100 Summer Street, Suite 2300 Boston, MA 02110	Class A Common Stock	02/28/2022	3,804 <sup>(4)</sup>	\$40,969.08
Michael Shetzline c/o Ironwood Pharmaceuticals, Inc., 100 Summer Street, Suite 2300 Boston, MA 02110	Class A Common Stock	02/28/2022	4,364 <sup>(5)</sup>	\$47,000.28

**REMARKS:**

1. This sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person and was reported on a Form 4 filed March 2, 2022. This sale was made to cover tax withholding obligations in connection with vesting and settlement of approximately 25% of the reporting person's restricted stock units granted on March 1, 2019.
2. This sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person and was reported on a Form 4 filed March 2, 2022. This sale was made to cover tax withholding obligations in connection with vesting and settlement of approximately 33.33% of the reporting person's restricted stock units granted on February 27, 2020.

3. This sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person and was reported on a Form 4 filed March 2, 2022. This sale was made to cover tax withholding obligations in connection with vesting of the reporting person's performance-based restricted stock units granted on February 27, 2020.
4. This sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person and was reported on a Form 4 filed March 2, 2022. This sale was made to cover tax withholding obligations in connection with vesting of the reporting person's performance-based restricted stock units granted on April 24, 2020.
5. This sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person and was reported on a Form 4 filed March 2, 2022. This sale was made to cover tax withholding obligations in connection with vesting and settlement of approximately 25% of the reporting person's restricted stock units granted on February 22, 2021.



**INSTRUCTIONS:**

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

05/20/2022

DATE OF NOTICE

02/01/2019

DATE OF PLAN ADOPTION OR GIVING OF INSTRUCTION,  
IF RELYING ON RULE 10B5-1

**ATTENTION:**

*The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.*

*Phil A. McGee*  
(SIGNATURE)

*The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed. Any copies not manually signed shall bear typed or printed signatures.*

**ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)**

SEC 1147 (02-08)