FORM 4

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

Washington, D.C. 20549

hours per response:

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0.5

### Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

						or Sec	ction 30(h)	of the	nvestme	nt Co	mpany Act	ot 1940								
1. Name and Address of Reporting Person* <u>Currie Mark G</u>						2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>Cyclerion Therapeutics</u> , <u>Inc.</u> [ CYCN ]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner  Officer (give title Others (specify))					
(Last) (First) (Middle) C/O CYCLERION THERAPEUTICS, INC. 301 BINNEY STREET						3. Date of Earliest Transaction (Month/Day/Year) 04/01/2019								X Officer (give title Other (specify below)  President						
(Street)		IA	02142		4.								Individual or Joint/Group Filing (Check Applicable Line)     X Form filed by One Reporting Person     Form filed by More than One Reporting					۱		
(City) (State) (Zip)														Person						
			ble I - No	1					<del>-</del>	Dis	_				1					
1. Title of Security (Instr. 3)			2. Transaction Date (Month/Day/Year)			2A. Deemed Execution Date, if any (Month/Day/Year)		Transaction Code (Instr.		4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4			or and 5)	5. Amoun Securities Beneficia Owned Fo Reported	s lly ollowing	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
								Code	v	Amount	(A) o (D)	(A) or (D) Pri		Transaction(s) (Instr. 3 and 4)		<u> </u>				
Common				04/01		-			A		51,648		_	\$0.00	-	51,648		D		
Common Stock				04/02					P	<u> </u>		· .		14.81				D		
			Table II -								osed of, converti				wned					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution D if any (Month/Day/	ate, Tr	ransa ode (l	ction Instr.	5. Number Derivative Securities Acquired or Disposof (D) (In 3, 4 and 9)	e s I (A) sed str.	6. Date Expiration (Month/D	n Dat	of Securities		ties ig e Secu		8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficia Owned Following Reported Transacti	essally g	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				c	ode	v	(A)	(D)	Date Exercisal		Expiration Date	Title	Amo or Num of Si	ber		(Instr. 4)	(-,			
Employee Stock Option (Right to Buy)	\$12.39 <sup>(2)</sup>	04/01/2019			A		888		(3)		02/02/2020	Common Stock	8	88	\$0.00	888		D		
Employee Stock Option (Right to Buy)	\$12.23 <sup>(2)</sup>	04/01/2019			A		37,286		(3)		02/01/2021	Common Stock	37,	286	\$0.00	37,28	6	D		
Employee Stock Option (Right to Buy)	\$16.21 <sup>(2)</sup>	04/01/2019			A		17,491		(3)		02/01/2022	Common Stock	17,	491	\$0.00	17,49	1	D		
Employee Stock Option (Right to Buy)	\$14.4 <sup>(2)</sup>	04/01/2019			A		27,773		(3)		02/01/2023	Common Stock	27,	773	\$0.00	27,77	3	D		
Employee Stock Option (Right to Buy)	\$15.54 <sup>(2)</sup>	04/01/2019			A		9,930		(3)		03/03/2024	Common Stock	9,9	930	\$0.00	9,930	)	D		
Employee Stock Option (Right to Buy)	\$17.2 <sup>(2)</sup>	04/01/2019			A		13,125		(3)		03/16/2025	Common Stock	13,	125	\$0.00	13,12	5	D		
Employee Stock Option (Right to Buy)	\$17.2 <sup>(2)</sup>	04/01/2019			A		2,500		(4)		03/16/2025	Common Stock	2,5	500	\$0.00	2,500	)	D		
Employee Stock Option (Right to Buy)	\$11.28 <sup>(2)</sup>	04/01/2019			A		50,801		(5)		03/01/2026	Common Stock	50,	801	\$0.00	50,80	1	D		

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)															
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)		
Employee Stock Option (Right to Buy)	\$18.46 <sup>(2)</sup>	04/01/2019		A		113,430		(6)	02/27/2027	Common Stock	113,430	\$0.00	113,430	D	
Employee Stock Option (Right to Buy)	\$16.02 <sup>(2)</sup>	04/01/2019		A		141,007		(7)	02/21/2028	Common Stock	141,007	\$0.00	141,007	D	
Employee Stock Option (Right to Buy)	\$14.2 <sup>(2)</sup>	04/01/2019		A		514,786		(8)	01/29/2029	Common Stock	514,786	\$0.00	514,786	D	

### **Explanation of Responses:**

- 1. In connection with the separation (the "Separation") of Cyclerion Therapeutics, Inc. ("Cyclerion") from Ironwood Pharmaceuticals, Inc. ("Ironwood"), the reporting person received Cyclerion shares representing an equitable adjustment of Ironwood shares held by the reporting person prior to the Separation.
- 2. Represents options to purchase shares of Cyclerion common stock granted to the reporting person in connection with the Separation.
- 3. This option, granted as an annual performance award, is presently exercisable in full.
- 4. This option to purchase 25,212 shares vests in equal installments upon achievement of certain regulatory and commercial milestones. The option has vested as to 2,500 shares as of the date hereof.
- 5. The option, granted as an annual performance award, vests as to 2.08333% of the shares of Common Stock on each monthly anniversary of January 1, 2016.
- 6. The option, granted as an annual performance award, vests as to 2.08333% of the shares of Common Stock on each monthly anniversary of January 1, 2017.
- 7. The option, granted as an annual performance award, vests as to 2.08333% of the shares of Common Stock on each monthly anniversary of January 1, 2018.
- 8. The option, granted as an annual performance award, vests as to 2.08333% of the shares of Common Stock on each monthly anniversary of January 1, 2019.

#### Remarks:

/s/ Larry Miller, Attorney-in-

04/03/2019

**Fact** 

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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