

Radius Health, Inc.  
Form 4  
January 06, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Nordic Bioscience Clinical  
Development VII A/S

(Last) (First) (Middle)

HERLEV HOVEDGADE 207

(Street)

HERLEV, G7 DK-730

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Radius Health, Inc. [NONE]

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/31/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director  10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Code V Amount (D) Price   |  |   |

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

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SEC 1474 (9-02)

**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 | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|

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| Derivative Security                    | Disposed of (D)<br>(Instr. 3, 4, and 5) |   |            | Date Exercisable | Expiration Date | Title      | Amount Number Shares |              |         |
|--|---|---|------------|------------------|-----------------|------------|----------------------|--------------|---------|
|  | Code                                    | V | (A)        |                  |                 |            |                      | (D)          |         |
| Series A-6 Convertible Preferred Stock | (1)                                     |   | 12/31/2013 | J(1)             | 496,111         | 12/31/2013 | (1)                  | Common Stock | 4,961,1 |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Nordic Bioscience Clinical Development VII A/S<br>HERLEV HOVEDGADE 207<br>HERLEV, G7 DK-730 |               |           | X       |       |

## Signatures

/s/ Thomas Nielsen, CFO of Nordic Bioscience Clinical Development VII A/S 01/06/2014

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* 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).

On December 31, 2013, the board of directors of the issuer declared a dividend, payable to all holders of record of the issuer's Series A-5 Convertible Preferred Stock ("Series A-5 Stock") on such date, of seventy-seven (77) shares of the issuer's Series A-6 Convertible Preferred Stock ("Series A-6 Stock") for each share of Series A-5 Stock outstanding. As the sole holder of Series A-5 Stock, the reporting person received 496,111 shares of Series A-6 Stock as of December 31, 2013. The Series A-6 Stock is convertible into common stock at any time on a ten-for-one basis, and has no expiration date.

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