Radius Health, Inc. Form 4 September 11, 2015

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

3235-0287 Number:

January 31, Expires: 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Snow David P.

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(First) (Middle) 3. Date of Earliest Transaction

Radius Health, Inc. [RDUS]

Director 10% Owner

C/O RADIUS HEALTH, INC., 950

09/09/2015

(Month/Day/Year)

Other (specify X_ Officer (give title below)

WINTER ST.

Chief Commercial Officer

(Check all applicable)

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

WALTHAM, MA 02145

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

(Instr. 4) (Instr. 4)

(A)

Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

4. 5. Number of **Transaction**Derivative Securities Code

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amoun Underlying Securiti (Instr. 3 and 4)

Edgar Filing: Radius Health, Inc. - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			(D)				
				Code V	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou Numb Share
Performance Units	(1)	09/09/2015		A		25,000		<u>(1)</u>	<u>(1)</u>	Common Stock	25,0
Stock Option (Right to Buy)	\$ 65.23	09/09/2015		A		100,000		(2)	09/08/2025	Common Stock	100,

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Snow David P.

C/O RADIUS HEALTH, INC. 950 WINTER ST.

Chief Commercial Officer

WALTHAM, MA 02145

Signatures

/s/ B. Nicholas Harvey, Attorney-in-fact

09/11/2015

Date

**Signature of Reporting Person

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).

Each performance unit represents a contingent right to receive one share of the Issuer's common stock. The performance units are earned, if at all, in three increments of 5,000 units, 10,000 units and 10,000 units if the average daily closing price of the Issuer's common stock

- (1) on the NASDAQ Global Market measured over a measurement period of 45 consecutive trading days ending no later than September 9, 2018 exceeds \$75, \$100 and \$120, respectively. Earned units vest on, and are converted to shares of the Issuer's common stock, after the first anniversary of the final day of the measurement period with respect to which the units were earned.
- (2) 25% of the shares underlying the stock option shall vest on September 9, 2016 and the remaining shares shall vest in substantially equal monthly installments over the following three years.

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.

Reporting Owners 2