

Radius Health, Inc.  
Form 5  
February 02, 2012

# FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362  
Expires: January 31, 2005  
Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
**BROOKSIDE CAPITAL MANAGEMENT LLC**  
  
(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

**JOHN HANCOCK TOWER, 200 CLARENDON STREET**  
  
(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**12/31/2011**

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

6. Individual or Joint/Group Reporting

(check applicable line)

**BOSTON, MA 02116**  
  
(City) (State) (Zip)

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) (A) or (D) Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
---------------------------------	--------------------------------------	--	--------------------------------	---	--	--	---

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

**Persons who 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 2270 (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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Securities (Instr. 3 and 4)
--	------------------------------------	--------------------------------------	--	--------------------------------	---	--	--

Edgar Filing: Radius Health, Inc. - Form 5

	Derivative Security				or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount Number Shares
	(A)	(D)	(A)	(D)						
Series A-1 Convertible Preferred Stock	^	^	^	3 <sup>(2)</sup>	^	^	05/17/2011	^ <sup>(1)</sup>	Common Stock	409,4
Series A-1 Convertible Preferred Stock	^	11/18/2011	^	P4	40,940	^	11/18/2011	^ <sup>(1)</sup>	Common Stock	409,4
Series A-1 Convertible Preferred Stock	^	12/14/2011	^	P4	40,940	^	12/14/2011	^ <sup>(1)</sup>	Common Stock	409,4

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BROOKSIDE CAPITAL MANAGEMENT LLC JOHN HANCOCK TOWER, 200 CLARENDON STREET BOSTON, MA 02116	^	^ X	^	^
BROOKSIDE CAPITAL INVESTORS L P JOHN HANCOCK TOWER, 200 CLARENDON STREET BOSTON, MA 02116	^	^ X	^	^
BROOKSIDE CAPITAL PARTNERS FUND LP JOHN HANCOCK TOWER, 200 CLARENDON STREET BOSTON, MA 02116	^	^ X	^	^

## Signatures

/s/ William E. Pappendick IV, Managing Director of Brookside Capital Management, LLC, the general partner of Brookside Capital Investors, L.P., the general partner of Brookside Capital Partners Fund, L.P. 02/01/2012

\*\*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).
- (1) The Series A-1 Convertible Preferred Stock is convertible into common stock at any time on a one-for-ten basis, and has no expiration date.
- (2) On May 17, 2011, the Reporting Person became a 10% owner.

## Edgar Filing: Radius Health, Inc. - Form 5

- (3) Brookside Capital Management, LLC ("BCM"), as the sole general partner of Brookside Capital Investors, L.P. ("BCI"), and BCI, as the sole general partner of Brookside Capital Partners Fund, L.P. ("BCP"), may each be deemed to share voting and dispositive power with respect to the securities of the Issuer held by BCP. Each of BCM, BCI and BCP disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.