

Radius Health, Inc.
Form 4
April 01, 2014

FORM 4

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

OMB APPROVAL

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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 *
**BROOKSIDE CAPITAL
MANAGEMENT LLC**

(Last) (First) (Middle)

**JOHN HANCOCK TOWER, 200
CLARENDON STREET**

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
04/23/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

___ Form filed by One Reporting Person
X 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 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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Date Exercisable | Expiration Date | Title | Amount Number Share |
|---|------------------------------------|------------------|------------|---|---------------------|--------------------|-----------------|---------------------------|
| | | | Code | (A) | (D) | | | |
| Series B Convertible Preferred Stock | <u>(1)</u> | 04/23/2013 | P | 81,407 | 04/23/2013 | <u>(1)</u> | Common Stock | 814 |
| Common Stock Warrants | \$ 6.142 | 04/23/2013 | P | 203,518 | 04/23/2013 | 04/23/2018 | Common Stock | 203 |
| Series B-2 Convertible Preferred Stock | <u>(2)</u> | 03/28/2014 | P | 26,684 | 03/28/2014 | <u>(2)</u> | Common Stock | 266 |
| Common Stock Warrants | \$ 6.142 | 03/28/2014 | P | 67,160 | 03/28/2014 | 03/28/2019 | Common Stock | 67, |

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

04/01/2014

__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).

(1) The Series B Convertible Preferred Stock is convertible into common stock at any time on a one-for-ten basis, and has no expiration date.

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- (2) The Series B-2 Convertible Preferred Stock is convertible into common stock at any time on a one-for-ten basis, and has no expiration date.

- (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 is insufficient, *see* Instruction 6 for procedure.

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