

KAILIAN VAUGHN M
Form 4
November 22, 2011

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 *
MPM BioVentures IV LLC

(Last) (First) (Middle)

C/O MPM ASSET MANAGEMENT, 200 CLARENDON ST., 54TH FLOOR

(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)
11/18/2011

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of 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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series A-1 Convertible Preferred Stock	(1)	11/18/2011	P		30,268 (2)		(1)	(1)	Common Stock	302,680 (1)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MPM BioVentures IV LLC C/O MPM ASSET MANAGEMENT 200 CLARENDON ST., 54TH FLOOR BOSTON, MA 02116		X		
MPM BioVentures IV GP LLC C/O MPM ASSET MANAGEMENT 200 CLARENDON ST., 54TH FLOOR BOSTON, MA 02116		X		
MPM Bio IV NVS Strategic Fund LP C/O MPM ASSET MANAGEMENT 200 CLARENDON ST., 54TH FLOOR BOSTON, MA 02116		X		
Foley Todd C/O MPM ASSET MANAGEMENT 200 CLARENDON ST., 54TH FLOOR BOSTON, MA 02116		X		
KAILIAN VAUGHN M C/O MPM ASSET MANAGEMENT 200 CLARENDON ST., 54TH FLOOR BOSTON, MA 02116		X		
Scopa James Paul C/O MPM ASSET MANAGEMENT 601 GATEWAY BLVD., SUITE 350 SOUTH SAN FRANCISCO, CA 94080		X		
St Peter Steven C/O MPM ASSET MANAGEMENT 200 CLARENDON ST., 54TH FLOOR BOSTON, MA 02116		X		

Vander Vort John
 C/O MPM ASSET MANAGEMENT
 200 CLARENDON ST., 54TH FLOOR
 BOSTON, MA 02116

X

Signatures

/s/ Luke Evnin, Member of MPM BioVentures IV LLC	11/22/2011
__Signature of Reporting Person	Date
/s/ Luke Evnin, Member of MPM BioVentures IV LLC, the Managing Member of MPM BioVentures IV GP LLC	11/22/2011
__Signature of Reporting Person	Date
/s/ Luke Evnin, Member of MPM BioVentures IV LLC, the Managing Member of MPM BioVentures IV GP LLC, the general partner of MPM Bio IV NVS Strategic Fund. L.P.	11/22/2011
__Signature of Reporting Person	Date
/s/ Todd Foley	11/22/2011
__Signature of Reporting Person	Date
/s/ Vaughn M. Kailian	11/22/2011
__Signature of Reporting Person	Date
/s/ James Paul Scopa	11/22/2011
__Signature of Reporting Person	Date
/s/ Steven St. Peter	11/22/2011
__Signature of Reporting Person	Date
/s/ John Vander Vort	11/22/2011
__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) Each share of Series A-1 Convertible Preferred Stock (the "Preferred Stock") has no expiration date and is convertible at any time, in whole or in part, at the election of the holder at a conversion ratio of 10 shares of Common Stock for every 1 share of Preferred Stock.
- The shares were purchased and are held by MPM Bio IV NVS Strategic Fund, L.P. ("MPM NVS"). MPM BioVentures IV GP LLC ("BV IV GP LLC") and MPM BioVentures IV LLC ("BV IV LLC") are the direct and indirect general partners of MPM NVS. Luke Evnin,
- (2) Ansbert Gadicke, Todd Foley, Vaughn M. Kailian, James Paul Scopa, Steven St. Peter and John Vander Vort are the members of BV IV LLC. Each reporting person disclaims beneficial ownership of the securities reported herein except to the extent of his, her or its respective 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. 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.