

Radius Health, Inc.
Form 4
April 30, 2013

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 *
EVNIN LUKE

(Last) (First) (Middle)

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

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Radius Health, Inc. [RDUS]

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)
X 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 (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |

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

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(9-02)

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

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 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 Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount |
| Series B Convertible Preferred Stock | (1) | 04/23/2013 | | P | 162,813 (2) | (1) | (1) | Common Stock | 1,62 |
| Common Stock Warrant | \$ 6.142 | 04/23/2013 | | P | 407,034 (3) | 04/23/2013 | 04/23/2018 | Common Stock | 40 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

EVNIN LUKE
C/O MPM ASSET MANAGEMENT
200 CLARENDON STREET, 54TH FLOOR
BOSTON, MA 02116

X

Signatures

/s/ Luke Evnin 04/30/2013

**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 B Convertible 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 rate of 10 shares of Common Stock for every 1 share of Series B Convertible Preferred Stock.

The shares are held as follows: 75,899 by MPM BioVentures III-QP, L.P. ("BV III QP"), 5,103 by MPM BioVentures III, L.P. ("BV III"), 1,468 by MPM Asset Management Investors 2003 BVIII LLC ("AM 2003"), 2,291 by MPM BioVentures III Parallel Fund, L.P. ("BV Parallel"), 6,414 by MPM BioVentures III GmbH & Co. Beteiligungs KG ("BV KG") and 71,638 shares by MPM Bio IV NVS Strategic Fund, L.P. ("MPM NVS"). MPM BioVentures III GP, L.P. ("MPM III GP") and MPM BioVentures III LLC ("MPM III LLC") are the direct and indirect GPs of BV III QP, BV III and BV Parallel and BV KG. The reporting person is a member of MPM III LLC and AM 2003. MPM BioVentures IV GP LLC ("BV IV GP LLC") and MPM BioVentures IV LLC ("BV IV LLC") are the direct and indirect GPs of MPM NVS. The reporting person is a member of BV IV LLC. The reporting person disclaims beneficial ownership of the securities reported herein except to the extent of his pecuniary interest therein.

(2) The warrants are held as follows: 189,748 by BV III QP, 12,758 by BV III, 3,670 by AM 2003, 5,728 by BV Parallel, 16,035 by BV KG and 179,095 by MPM NVS. The reporting person disclaims beneficial ownership of the securities reported herein except to the extent of his 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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