

Radius Health, Inc.
Form 4
June 10, 2014

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
GADICKE ANSBERT

(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. [RDUS]

3. Date of Earliest Transaction (Month/Day/Year)
06/06/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 06/06/2014 | | C | (A) V Amount 206,506 (1) | (D) Price 206,506 (1) | I | By Fund (2) |
| Common Stock | 06/06/2014 | | C | (A) V Amount 3,071,454 (1) | (D) Price 3,071,454 (1) | I | By Fund (3) |
| Common Stock | 06/06/2014 | | C | (A) V Amount 259,567 (1) | (D) Price 259,567 (1) | I | By Fund (4) |
| Common Stock | 06/06/2014 | | C | (A) V Amount 92,734 (1) | (D) Price 92,734 (1) | I | By Fund (5) |
| Common Stock | 06/06/2014 | | C | (A) V Amount 59,445 (1) | (D) Price 59,445 (1) | I | By Fund (6) |

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Common Stock 06/06/2014 C 2,141,547
(1) A (1) 2,141,547 (1) I By Fund
(7)

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 (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 Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-----------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Series B Convertible Preferred Stock | (8) | 06/06/2014 | | C | 5,103 | (8) (8) | Common Stock | 24,405 | |
| Series A-1 Convertible Preferred Stock | (9) | 06/06/2014 | | C | 15,096 | (9) (9) | Common Stock | 89,958 | |
| Series A-2 Convertible Preferred Stock | (9) | 06/06/2014 | | C | 12,194 | (9) (9) | Common Stock | 74,023 | |
| Series A-3 Convertible Preferred Stock | (9) | 06/06/2014 | | C | 2,985 | (9) (9) | Common Stock | 18,120 | |
| Series B Convertible Preferred Stock | (8) | 06/06/2014 | | C | 75,899 | (8) (8) | Common Stock | 362,998 | |
| Series A-1 Convertible Preferred Stock | (9) | 06/06/2014 | | C | 224,528 | (9) (9) | Common Stock | 1,337,988 | |
| Series A-2 Convertible | (9) | 06/06/2014 | | C | 181,364 | (9) (9) | Common Stock | 1,100,988 | |

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| | | | | | | | | | |
|--|-----|------------|---|--------|-----|-----|--------------|-------------|--|
| Preferred Stock | | | | | | | | | |
| Series A-3 Convertible Preferred Stock | (9) | 06/06/2014 | C | 44,395 | (9) | (9) | Common Stock | 269,502 (9) | |
| Series B Convertible Preferred Stock | (8) | 06/06/2014 | C | 6,414 | (8) | (8) | Common Stock | 30,674 (9) | |
| Series A-1 Convertible Preferred Stock | (9) | 06/06/2014 | C | 18,975 | (9) | (9) | Common Stock | 113,074 (9) | |
| Series A-2 Convertible Preferred Stock | (9) | 06/06/2014 | C | 15,327 | (9) | (9) | Common Stock | 93,043 (9) | |
| Series A-3 Convertible Preferred Stock | (9) | 06/06/2014 | C | 3,752 | (9) | (9) | Common Stock | 22,776 (9) | |
| Series B Convertible Preferred Stock | (8) | 06/06/2014 | C | 2,291 | (8) | (8) | Common Stock | 10,956 (9) | |
| Series A-1 Convertible Preferred Stock | (9) | 06/06/2014 | C | 6,779 | (9) | (9) | Common Stock | 40,396 (9) | |
| Series A-2 Convertible Preferred Stock | (9) | 06/06/2014 | C | 5,477 | (9) | (9) | Common Stock | 33,248 (9) | |
| Series A-3 Convertible Preferred Stock | (9) | 06/06/2014 | C | 1,340 | (9) | (9) | Common Stock | 8,134 (9) | |
| Series B Convertible Preferred Stock | (8) | 06/06/2014 | C | 1,468 | (8) | (8) | Common Stock | 7,020 (8) | |
| Series A-1 Convertible Preferred | (9) | 06/06/2014 | C | 4,346 | (9) | (9) | Common Stock | 25,898 (9) | |

Stock

Series A-2
Convertible
Preferred
Stock

(9)

06/06/2014

C

3,511

(9)

(9)

Common
Stock

21,313 (9)

Series A-3
Convertible
Preferred
Stock

(9)

06/06/2014

C

859

(9)

(9)

Common
Stock

5,214 (9)

Series B
Convertible
Preferred
Stock

(8)

06/06/2014

C

71,638

(8)

(8)

Common
Stock

342,612
(8)

Series A-1
Convertible
Preferred
Stock

(9)

06/06/2014

C

114,537

(9)

(9)

Common
Stock

680,480
(9)

Series A-2
Convertible
Preferred
Stock

(9)

06/06/2014

C

184,242

(9)

(9)

Common
Stock

1,118,450
(9)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GADICKE ANSBERT C/O MPM ASSET MANAGEMENT 200 CLARENDON ST., 54TH FLOOR BOSTON, MA 02116 | X | X | | |

Signatures

/s/ Ansbert
Gadicke

06/09/2014

**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 securities reported reflect (i) the total number of shares of common stock issued pursuant to the conversion of Series A-1 Convertible Preferred Stock, Series A-2 Convertible Preferred Stock, Series A-3 Convertible Preferred Stock (collectively, the "Series A Stock"), and Series B Convertible Preferred Stock (the "Series B Stock" and together with the Series A Stock, the "Preferred Stock") previously reported, (ii) a 1 for 2.28 reverse stock split effected by the Issuer on 4/24/14 (the "Stock Split"), (iii) the effects of certain anti-dilution adjustments made to the conversion ratios of the Series A Stock prior to conversion (the "Anti-Dilution Adjustments"), and (iv) all accrued dividends on the Preferred Stock paid in shares of common stock in connection with such conversion.

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(2) The reported securities are owned directly by MPM BioVentures III, L.P. ("BV III"). MPM BioVentures III GP, L.P. ("MPM III GP") and MPM BioVentures III LLC ("MPM III LLC") are the direct and indirect general partners of BV III. The reporting person is a member of MPM III LLC. The reporting person disclaims beneficial ownership of the securities reported herein except to the extent of his pecuniary interest therein.

(3) The reported securities are owned directly by MPM BioVentures III-QP, L.P. ("BV III QP"). MPM III GP and MPM III LLC are the direct and indirect general partners of BV III QP. The reporting person is a member of MPM III LLC. The reporting person disclaims beneficial ownership of the securities reported herein except to the extent of his pecuniary interest therein.

(4) The reported securities are owned directly by MPM BioVentures III GmbH & Co. Beteiligungs KG ("BV KG"). MPM III GP and MPM III LLC are the direct and indirect general partners of BV KG. The reporting person is a member of MPM III LLC. The reporting person disclaims beneficial ownership of the securities reported herein except to the extent of his pecuniary interest therein.

(5) The reported securities are owned directly by MPM BioVentures III Parallel Fund, L.P. ("BV Parallel"). MPM III GP and MPM III LLC are the direct and indirect general partners of BV Parallel. The reporting person is a member of MPM III LLC. The reporting person disclaims beneficial ownership of the securities reported herein except to the extent of his pecuniary interest therein.

(6) The reported securities are owned directly by MPM Asset Management Investors 2003 BVIII LLC ("AM 2003"). The reporting person is a member of AM 2003. The reporting person disclaims beneficial ownership of the securities reported herein except to the extent of his pecuniary interest therein.

(7) The reported securities are owned directly by MPM Bio IV NVS Strategic Fund, L.P. ("MPM NVS"). MPM BioVentures IV GP LLC and MPM BioVentures IV LLC ("BV IV LLC") are the direct and indirect general partners 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.

(8) Prior to its automatic conversion into common stock upon the listing of the issuer's common stock on a national securities exchange on June 6, 2014 (the "Listing Date"), the Series B Stock was convertible at any time, at the holder's election and had no expiration date. On the Listing Date, the Series B Stock was automatically converted into common stock on a 4.386 to 1 basis (which conversion ratio is reflective of the Stock Split), plus accrued dividends on the Series B Stock payable in shares of common stock in connection with such conversion.

(9) Prior to its automatic conversion into common stock upon the listing of the issuer's common stock on a national securities exchange on the Listing Date, each series of Series A Stock was convertible at any time, at the holder's election and had no expiration date. On the Listing Date, each class of Series A Stock was automatically converted into common stock on a 4.798 to 1 basis (which conversion ratio is reflective of the Stock Split and the Anti-Dilution Adjustments), plus accrued dividends on such series of Series A Stock payable in shares of common stock in connection with such conversion.

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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