

Radius Health, Inc.  
Form 8-K  
November 03, 2014

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): **November 1, 2014**

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**RADIUS HEALTH, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**001-35726**  
(Commission  
File Number)

**80-0145732**  
(I.R.S. Employer  
Identification No.)

**950 Winter Street**

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**Waltham, MA 02451**

(Address of principal executive offices) (Zip Code)

**(617) 551-4000**

(Registrant's telephone number, include area code)

**N/A**

(Former Name or Former Address, if Changed Since Last Report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On November 1, 2014, the Board of Directors (the "Board") of Radius Health, Inc. (the "Company") increased the size of the Board from eight to nine directors, and elected Willard H. Dere as a Class III director of the Company. Mr. Dere has not been appointed to serve on any committee of the Board.

Mr. Dere will participate in the Company's standard compensation program for non-employee directors, including an annual retainer of \$25,000 and an initial award of an option to purchase 30,000 shares of the Company's common stock (the "Initial Award"). The Initial Award has an exercise price equal to \$18.41, the closing price per share of the Company's common stock on October 31, 2014, and will vest and become exercisable in equal installments on each of the first four anniversaries of the date of grant, subject to continued service on the Board through each such vesting date. Mr. Dere has also entered into the Company's standard indemnification agreement for directors and officers.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

RADIUS HEALTH, INC.

Date: November 3, 2014

By:

/s/ B. Nicholas Harvey

B. Nicholas Harvey  
Chief Financial Officer