

BIOTECH GROWTH N V
Form 4
April 25, 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 *
BIOTECH GROWTH N V

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
SNIPWEG 26
(Street)

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

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

CURACAO, 00000
(City) (State) (Zip)

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

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 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 (Instr. 3) | 2. Conversion or Exercise Price of | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|

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| Derivative Security | | | Disposed of (D) (Instr. 3, 4, and 5) | | | Date Exercisable | Expiration Date | Title | Amount Number of Shares |
|---|------------|------------|---|---|---------|------------------|-----------------|--------------|----------------------------|
| | | | Code | V | (A) | | | | |
| Series B Convertible Preferred Stock ⁽¹⁾ | <u>(2)</u> | 04/23/2013 | P | | 97,688 | 04/23/2013 | <u>(2)</u> | Common Stock | 976 |
| Common Stock Warrant ⁽¹⁾ | \$ 6.142 | 04/23/2013 | P | | 244,220 | 04/23/2013 | 04/23/2018 | Common Stock | 244 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BIOTECH GROWTH N V SNIPWEG 26 CURACAO 00000 | | X | | |
| BB BIOTECH AG VORDERGASSE 3 SCHAFFHAUSEN, V8 8200 | | X | | |

Signatures

/s/ Pascal Schmucki Signatory Authority for Biotech Growth N.V. and BB Biotech AG

04/25/2013

 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) Biotech Growth N.V. is a wholly-owned subsidiary of BB Biotech AG. Accordingly, BB Biotech AG may be deemed to be the indirect beneficial owner of the securities of Radius Health, Inc. held directly or indirectly by Biotech Growth N.V. This Form 4 is filed jointly by BB Biotech AG and Biotech Growth N.V.

(2) Each share of the 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.

(3) Payment of an aggregate purchase price equal to the product of (i) \$61.42 multiplied by (ii) the total number of reported shares of Series B Convertible Preferred Stock entitled the purchaser to receive the reported shares of Series B Convertible Preferred Stock as well as the reported Warrant exercisable for shares of Common Stock.

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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