

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 \*  
Muenchbach Martin

(Last) (First) (Middle)

C/O RADIUS HEALTH, INC., 201 BROADWAY, 6TH FLOOR

(Street)

CAMBRIDGE, MA 02139

(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	V A	1,297,283 (2) 1,297,283 (2)	I	By Fund (1)

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)**



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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.

- 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
- (3) 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.

- 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
- (4) 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. 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.