

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 *
MPM BIOVENTURES III LLC

(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)
06/06/2014

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)

___ 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 Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	06/06/2014		C		1,294,134 (1)	A	(2) 1,294,134	I	See footnote (3)
Common Stock	06/06/2014		C		1,045,351 (4)	A	(2) 2,339,485	I	See footnote (5)
Common Stock	06/06/2014		C		255,881 (6)	A	(2) 2,595,366	I	See footnote (7)

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Common Stock	06/06/2014	C	<u>399,891</u> (8)	A	<u>(9)</u>	2,995,257	I	See footnote (10)
Common Stock	06/06/2014	<u>J</u> (11)	<u>694,449</u> (11)	A	<u>(11)</u>	3,689,706	I	See footnote (12)

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)

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 A-1 Convertible Preferred Stock	<u>(2)</u>	06/06/2014		C	269,724 <u>(1)</u>	<u>(2)</u> <u>(2)</u>	Common Stock 1,294,13
Series A-2 Convertible Preferred Stock	<u>(2)</u>	06/06/2014		C	217,873 <u>(4)</u>	<u>(2)</u> <u>(2)</u>	Common Stock 1,045,35
Series A-3 Convertible Preferred Stock	<u>(2)</u>	06/06/2014		C	53,331 <u>(6)</u>	<u>(2)</u> <u>(2)</u>	Common Stock 255,88
Series B Convertible Preferred	<u>(9)</u>	06/06/2014		C	91,175 <u>(8)</u>	<u>(9)</u> <u>(9)</u>	Common Stock 399,89

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

X

MPM BIOVENTURES III LLC C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116	
HENNER DENNIS C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116	X
STEINMETZ MICHAEL C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116	X
MPM ASSET MANAGEMENT INVESTORS 2003 BVIII LLC C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116	X
MPM BIOVENTURES III GMBH & CO. Beteiligungs KG C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116	X
MPM BIOVENTURES III GP L.P. C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116	X
MPM BIOVENTURES III PARALLEL FUND, L.P. C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116	X
MPM BIOVENTURES III L.P. C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116	X
MPM BIOVENTURES III-QP L.P. C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116	X

Signatures

/s/ Luke Evin, Series A Member of MPM BioVentures III LLC

06/10/2014

__Signature of Reporting Person

Date

/s/ Dennis Henner

06/10/2014

__Signature of Reporting Person

Date

/s/ Michael Steinmetz

	06/10/2014
__Signature of Reporting Person	Date
 /s/ Luke Evnin, member of MPM Asset Management Investors 2003 BVIII LLC	 06/10/2014
__Signature of Reporting Person	Date
 /s/ Luke Evnin, Series A Member of MPM BioVentures III, LLC, the general partner of MPM BioVentures III GP, L.P., in its capacity as the Managing Limited Partner of MPM BioVentures III GmbH & Co. Beteiligungs KG	 06/10/2014
__Signature of Reporting Person	Date
 /s/ Luke Evnin, Series A Member of MPM BioVentures III LLC, the general partner of MPM BioVentures III GP, L.P.	 06/10/2014
__Signature of Reporting Person	Date
 /s/ Luke Evnin, Series A Member of MPM BioVentures III LLC, the general partner of MPM BioVentures III GP, L.P., the general partner of MPM BioVentures III Parallel Fund, L.P.	 06/10/2014
__Signature of Reporting Person	Date
 /s/ Luke Evnin, Series A Member of MPM BioVentures III LLC, the general partner of MPM BioVentures III GP, L.P., the general partner of MPM BioVentures III, L.P.	 06/10/2014
__Signature of Reporting Person	Date
 /s/ Luke Evnin, Series A Member of MPM BioVentures III LLC, the general partner of MPM BioVentures III GP, L.P., the general partner of MPM BioVentures III-QP, L.P.	 06/10/2014
__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).

The shares were converted into Common Stock as follows: 1,077,285 by MPM BioVentures III-QP, L.P. ("BV III QP"), 72,430 by MPM BioVentures III, L.P. ("BV III"), 20,852 by MPM Asset Management Investors 2003 BVIII LLC ("AM 2003"), 32,525 by MPM BioVentures III Parallel Fund, L.P. ("BV Parallel") and 91,042 by MPM BioVentures III GmbH & Co. Beteiligungs KG ("BV KG").

(1) 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. Luke Evnin, Ansbert Gadicke, Nicholas Simon, Dennis Henner, Nicholas Simon III, Michael Steinmetz and Kurt Wheeler are members of MPM III LLC and AM 2003. Each reporting person disclaims beneficial ownership of the securities reported herein except to the extent of his or its respective pecuniary interest therein.

The Series A-1 Convertible Preferred Stock, Series A-2 Convertible Preferred Stock and Series A-3 Convertible Preferred Stock automatically converted into the Issuer's Common Stock on a 4.798-for-1 basis upon the closing the listing of the Issuer's Common Stock on a national securities exchange and had no expiration date.

(3) The shares are held as follows: 1,077,285 by BV III QP, 72,430 by BV III, 20,852 by AM 2003, 32,525 by BV Parallel and 91,042 by BV KG. Each reporting person disclaims beneficial ownership of the securities reported herein except to the extent of his or its respective pecuniary interest therein.

(4) The shares were converted into shares of Common Stock as follows: 870,184 by BV III QP, 58,506 by BV III, 16,845 by AM 2003, 26,278 by BV Parallel and 73,538 by BV KG. Each reporting person disclaims beneficial ownership of the securities reported herein except to the extent of his or its respective pecuniary interest therein.

(5) The shares are held as follows: 1,947,469 by BV III QP, 130,936 by BV III, 37,697 by AM 2003, 58,803 by BV Parallel and 164,580 by BV KG. Each reporting person disclaims beneficial ownership of the securities reported herein except to the extent of his or its respective pecuniary interest therein.

(6) The shares were converted into shares of Common Stock as follows: 213,007 by BV III QP, 14,322 by BV III, 4,121 by AM 2003, 6,429 by BV Parallel and 18,002 by BV KG. Each reporting person disclaims beneficial ownership of the securities reported herein except to

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the extent of his or its respective pecuniary interest therein.

The shares are held as follows: 2,160,476 by BV III QP, 145,258 by BV III, 41,818 by AM 2003, 65,232 by BV Parallel and 182,582 by BV KG. Each reporting person disclaims beneficial ownership of the securities reported herein except to the extent of his or its respective pecuniary interest therein.

- (7)

The shares were converted into shares of Common Stock as follows: 332,893 by BV III QP, 22,381 by BV III, 6,438 by AM 2003, 10,048 by BV Parallel and 28,131 by BV KG. Each reporting person disclaims beneficial ownership of the securities reported herein except to the extent of his or its respective pecuniary interest therein.

- (8)

The Series B Convertible Preferred Stock automatically converted into the Issuer's Common Stock on a 4.386-for-1 basis upon the the listing of the Issuer's Common Stock on a national securities exchange and had no expiration date.

- (9)

The shares are held as follows: 2,493,369 by BV III QP, 167,639 by BV III, 48,256 by AM 2003, 75,280 by BV Parallel and 210,713 by BV KG. Each reporting person disclaims beneficial ownership of the securities reported herein except to the extent of his or its respective pecuniary interest therein.

- (10)

In connection with the listing of the Issuer's Common Stock on a national securities exchange, the Issuer issued shares of its Common Stock to its Series A-1, Series A-2, Series A-3 and Series B convertible preferred stock in satisfaction of accumulated and unpaid dividends as follows: 578,085 to BV III QP, 38,867 to BV III, 11,189 to AM 2003, 17,454 to BV Parallel and 48,854 to BV KG.

- (11)

The shares are held as follows: 3,071,454 by BV III QP, 206,506 by BV III, 59,445 by AM 2003, 92,734 by BV Parallel and 259,567 by BV KG. Each reporting person disclaims beneficial ownership of the securities reported herein except to the extent of his or its respective pecuniary interest therein.

- (12)

Remarks:

See Form 4 for Nicholas Galakatos filed simultaneously herewith for additional members of this joint filing.

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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