

Radius Health, Inc.  
Form 4  
June 10, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
Jovan-Embricos Morana

(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 1,557,328 (1)	A 1,557,328 (1)	I	By Fund (2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

## Edgar Filing: Radius Health, Inc. - Form 4

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	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 of Number of Shares
Series B Convertible Preferred Stock	(3)	06/06/2014		C	325,627	(3)	(3)	Common Stock	1,557,327 (3)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Jovan-Embiricos Morana C/O RADIUS HEALTH, INC. 201 BROADWAY, 6TH FLOOR CAMBRIDGE, MA 02139	X	X		

## Signatures

/s/ Morana  
Jovan-Embiricos 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).

The securities reported reflect (i) the total number of shares of common stock issued pursuant to the conversion of Series B Convertible Preferred 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"), and (iii) all accrued dividends on the Preferred Stock paid in shares of common stock in connection with such conversion.

(1) Preferred 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"), and (iii) all accrued dividends on the Preferred Stock paid in shares of common stock in connection with such conversion.

(2) The reported securities are owned directly by F2 Bioscience III, L.P. ("F2"). F2 Biosciences GP Ltd., ("F2 GP") is the General Partner of F2. The reporting person is a member of F2 GP. The reporting person disclaims beneficial ownership of the securities reported herein except to the extent of her pecuniary interest therein.

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 Preferred Stock was convertible at any time, at the holder's election and had no expiration date. On the Listing Date, the Preferred 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 Preferred 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.