

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 IV 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 Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----------|---|------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 06/06/2014 | | C | | 549,548 (1) | A | (2) | 549,548 | I | See footnote (3) |
| Common Stock | 06/06/2014 | | C | | 883,993 (1) | A | (2) | 1,433,541 | I | See footnote (3) |
| Common Stock | 06/06/2014 | | C | | 314,204 (1) | A | (4) | 1,747,745 | I | See footnote (3) |

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| | | | | | | | | |
|--------------|------------|------------------|-----------------------|---|------------|-----------|---|-------------------------|
| Common Stock | 06/06/2014 | J ⁽⁵⁾ | 393,802 <u>(5)</u> | A | <u>(5)</u> | 2,141,547 | I | See footnote <u>(3)</u> |
|--------------|------------|------------------|-----------------------|---|------------|-----------|---|-------------------------|

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 | 114,537 <u>(1)</u> | <u>(2)</u> <u>(2)</u> | Common Stock 549,548 |
| Series A-2 Convertible Preferred Stock | <u>(2)</u> | 06/06/2014 | | C | 184,242 <u>(1)</u> | <u>(2)</u> <u>(2)</u> | Common Stock 883,993 |
| Series B Convertible Preferred Stock | <u>(4)</u> | 06/06/2014 | | C | 71,638 <u>(1)</u> | <u>(4)</u> <u>(4)</u> | Common Stock 314,204 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MPM BioVentures IV LLC C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116 | | X | | |
| Scopa James Paul C/O MPM ASSET MANAGEMENT 601 GATEWAY BLVD., SUITE 350 | | X | | |

SOUTH SAN FRANCISCO, CA 94080

MPM BioVentures IV GP LLC
 C/O MPM ASSET MANAGEMENT X
 200 CLARENDON STREET, 54TH FLOOR
 BOSTON, MA 02116

MPM Bio IV NVS Strategic Fund LP
 C/O MPM ASSET MANAGEMENT X
 200 CLARENDON STREET, 54TH FLOOR
 BOSTON, MA 02116

Foley Todd
 C/O MPM ASSET MANAGEMENT X
 200 CLARENDON STREET, 54TH FLOOR
 BOSTON, MA 02116

KAILIAN VAUGHN M
 C/O MPM ASSET MANAGEMENT X
 200 CLARENDON STREET, 54TH FLOOR
 BOSTON, MA 02116

Signatures

| | |
|--|------------|
| /s/ Luke Evnin, Member of MPM BioVentures IV LLC | 06/10/2014 |
| __Signature of Reporting Person | Date |
| /s/ James Paul Scopa | 06/10/2014 |
| __Signature of Reporting Person | Date |
| /s/ Luke Evnin, Member of MPM BioVentures IV LLC, the Managing Member of MPM BioVentures IV GP LLC | 06/10/2014 |
| __Signature of Reporting Person | Date |
| /s/ Luke Evnin, Member of MPM BioVentures IV LLC, the Managing Member of MPM BioVentures IV GP LLC, the general partner of MPM Bio IV NVS Strategic Fund. L.P. | 06/10/2014 |
| __Signature of Reporting Person | Date |
| /s/ Todd Foley | 06/10/2014 |
| __Signature of Reporting Person | Date |
| Vaughn M. Kailian | 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).

(1) The shares were converted into Common Stock by MPM Bio IV NVS Strategic Fund, L.P. ("MPM NVS"). MPM BioVentures IV GP LLC ("BV IV GP LLC") and MPM BioVentures IV LLC ("BV IV LLC") are the direct and indirect general partners of MPM NVS. Luke Evnin, Ansbert Gadicke, Todd Foley, Vaughn M. Kailian and James Paul Scopa are the members of BV IV LLC. Each reporting person disclaims beneficial ownership of the securities reported herein except to the extent of his or its respective pecuniary interest therein.

(2) 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 listing of the Issuer's Common Stock on a national securities exchange and had no expiration date.

(3)

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The shares are held by MPM NVS. 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 Series B Convertible Preferred Stock automatically converted into the Issuer's Common Stock on a 4.386-for-1 basis upon the listing of the Issuer's Common Stock on a national securities exchange and had no expiration date.
- In connection with the listing of the Issuer's Common Stock on a national securities exchange, the Issuer issued shares of its Common
- (5) 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.

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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