

Radius Health, Inc.
Form 4
June 13, 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 *
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)
06/11/2014

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 | 06/11/2014 | | C | V 1,794,983 (1) | A \$ 1,794,983 (1) | I | By Fund (2) |
| Common Stock | 06/11/2014 | | C | V 871,851 (1) | A \$ 871,851 (1) | I | By Fund (3) |
| Common Stock | 06/11/2014 | | P | V 587,500 | A \$ 587,500 | I | By Fund (4) |
| Common Stock | | | | | 1,557,328 | I | By Fund (5) |

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 of Number of Shares |
| Series B-2 Convertible Preferred Stock | (6) | 06/11/2014 | | C | 227,938 | (6) (6) | Common Stock 1,794,98 |
| Series B-2 Convertible Preferred Stock | (6) | 06/11/2014 | | C | 110,713 | (6) (6) | Common Stock 871,85 |

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 06/13/2014

**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-2 Convertible

(1) Preferred Stock (the "Series B-2 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 Series B-2 Stock paid in shares of common stock in connection with such conversion.

(2)

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The reported securities are owned directly by F2 Bioscience IV L.P. ("F2 Bioscience IV"). F2 Bioscience IV GP Ltd. is the General Partner of F2 Bioscience IV. The members of F2 Bioscience IV GP Ltd are Katherine Priestley and Globeways Holdings Limited. The reporting person is a beneficial owner of Globeways Holdings Limited. The reporting person disclaims beneficial ownership of the securities reported herein except to the extent of her pecuniary interest therein.

- (3) The reported securities are owned directly by F2 Bio Ventures V L.P. ("F2 Bio"). F2 Bio Ventures GP Ltd is General Partner of F2 Bio. The sole member of F2 Bio Ventures GP Ltd is Globeways Holdings Limited. The reporting person is a beneficial owner of Globeways Holdings Limited. The reporting person disclaims beneficial ownership of the securities reported herein except to the extent of her pecuniary interest therein.

- (4) The reported securities are owned directly by F2 Bioscience VI L.P. ("F2 Bioscience VI"). F2 Bioscience IV GP Ltd. is the General Partner of F2 Bioscience VI. The members of F2 Bioscience IV GP Ltd are Katherine Priestley and Globeways Holdings Limited. The reporting person is a beneficial owner of Globeways Holdings Limited. The reporting person disclaims beneficial ownership of the securities reported herein except to the extent of her pecuniary interest therein.

- (5) The reported securities are owned directly by F2 Bioscience III, L.P. ("F2 Bioscience III"). F2 Biosciences GP Ltd. ("F2 GP") is the General Partner of F2 Bioscience III. 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.

- (6) Prior to its automatic conversion into common stock upon the closing of the Issuer's initial public offering on June 11, 2014 (the "Closing Date"), the Series B-2 Stock was convertible at any time, at the holder's election and had no expiration date. On the Closing Date, the Series B-2 Stock was automatically converted into common stock on a 7.678 to 1 basis (which conversion ratio is reflective of the Stock Split), plus accrued dividends on the Series B-2 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.