

Radius Health, Inc.
Form 4
June 13, 2014

FORM 4

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

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

OMB APPROVAL

OMB
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(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)
06/11/2014

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	96,160	A	1,393,443	I
					(A) or (D)		
			Code	V	Amount	Price	
							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
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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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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)	8. D S (
				Code V (A) (D)		Date Exercisable Expiration Date	Title	Amount or Number of Shares
Series B-2 Convertible Preferred Stock	(3)	06/11/2014		C	12,211	(3) (3)	Common Stock	96,160

Reporting Owners

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

Signatures

/s/Martin
Muenchbach 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 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.
- (1) The reported securities are owned directly by BB Biotech Ventures II L.P. ("BBBV LP"). BB Biotech Ventures GP (Guernsey) Limited ("BBBV Limited") is the General Partner of BBBV LP. The reporting person is a Senior Investment Advisor Private Equity at Bellevue Asset Management AG ("BAM AG") and advises Asset Management BAB N.V. ("AMB NV") who, pursuant to a services agreement with BAM AG, advises the directors of BBBV Limited. The reporting person shares voting and investment power over the BBBV LP shares. The reporting person disclaims beneficial ownership of the securities reported herein except to the extent of his pecuniary interest therein.
- (2) 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.
- (3) 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.