

Radius Health, Inc.
Form 4
December 16, 2011

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 *
GADICKE ANSBERT

(Last) (First) (Middle)

C/O MPM ASSET MANAGEMENT, 200 CLARENDON ST., 54TH FLOOR

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Radius Health, Inc. [NONE]

3. Date of Earliest Transaction
(Month/Day/Year)
12/14/2011

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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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)

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|

Edgar Filing: Radius Health, Inc. - Form 4

| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | | | | |
|--|--|----------------------|-----------------|---|------------------|------------------|------------------|-----------------|--------------|----------------------------|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount of Number of Shares |
| Series A-1 Convertible Preferred Stock | (1) | 12/14/2011 | A | | 3,437 | | 12/14/2011 | (1) | Common Stock | 34,370 |
| Series A-1 Convertible Preferred Stock | (1) | 12/14/2011 | A | | 51,119 | | 12/14/2011 | (1) | Common Stock | 511,190 |
| Series A-1 Convertible Preferred Stock | (1) | 12/14/2011 | A | | 4,320 | | 12/14/2011 | (1) | Common Stock | 43,200 |
| Series A-1 Convertible Preferred Stock | (1) | 12/14/2011 | A | | 1,543 | | 12/14/2011 | (1) | Common Stock | 15,430 |
| Series A-1 Convertible Preferred Stock | (1) | 12/14/2011 | A | | 989 | | 12/14/2011 | (1) | Common Stock | 9,890 |
| Series A-1 Convertible Preferred Stock | (1) | 12/14/2011 | A | | 30,268 | | 12/14/2011 | (1) | Common Stock | 302,680 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GADICKE ANSBERT C/O MPM ASSET MANAGEMENT 200 CLARENDON ST., 54TH FLOOR BOSTON, MA 02116 | X | X | | |

Signatures

/s/ Ansbert
Gadicke

12/16/2011

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) Each share of the Series A-1 Convertible Preferred Stock has no expiration date and is convertible at any time, in whole or in part, at the election of the holder at a conversion rate of 10 shares of Common Stock for every 1 share of Series A-1 Convertible Preferred Stock.

The reported securities are owned directly by MPM BioVentures III, L.P. ("BV III"). MPM BioVentures III GP, L.P. ("MPM III GP") and MPM BioVentures III LLC ("MPM III LLC") are the direct and indirect general partners of BV III. The reporting person is a member of MPM III LLC. The reporting person disclaims beneficial ownership of the securities reported herein except to the extent of his pecuniary interest therein.
- (2) The reported securities are owned directly by MPM BioVentures III-QP, L.P. ("BV III QP"). MPM III GP and MPM III LLC are the direct and indirect general partners of BV III QP. The reporting person is a member of MPM III LLC. The reporting person disclaims beneficial ownership of the securities reported herein except to the extent of his pecuniary interest therein.
- (3) The reported securities are owned directly by MPM BioVentures III GmbH & Co. Beteiligungs KG ("BV KG"). MPM III GP and MPM III LLC are the direct and indirect general partners of BV KG. The reporting person is a member of MPM III LLC. The reporting person disclaims beneficial ownership of the securities reported herein except to the extent of his pecuniary interest therein.
- (4) The reported securities are owned directly by MPM BioVentures III Parallel Fund, L.P. ("BV Parallel"). MPM III GP and MPM III LLC are the direct and indirect general partners of BV Parallel. The reporting person is a member of MPM III LLC. The reporting person disclaims beneficial ownership of the securities reported herein except to the extent of his pecuniary interest therein.
- (5) The reported securities are owned directly by MPM Asset Management Investors 2003 BVIII LLC ("AM 2003"). The reporting person is a member of AM 2003. The reporting person disclaims beneficial ownership of the securities reported herein except to the extent of his pecuniary interest therein.
- (6) The reported securities are owned directly by MPM Bio IV NVS Strategic Fund, L.P. ("MPM NVS"). MPM BioVentures IV GP LLC and MPM BioVentures IV LLC ("BV IV LLC") are the direct and indirect general partners of MPM NVS. The reporting person is a member of BV IV LLC. The reporting person disclaims beneficial ownership of the securities reported herein except to the extent of his pecuniary interest therein.
- (7)

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.