

BRENNER LOUIS MD
 Form 3
 April 20, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *

Â BRENNER LOUIS MD
 (Last) (First) (Middle)

C/O RADIUS HEALTH,
 INC.,Â 201 BROADWAY, 6TH
 FLOOR

(Street)

CAMBRIDGE,Â MAÂ 02139

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
 11/09/2011

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer Other
 (give title below) (specify below)
 Chief Medical Officer

5. If Amendment, Date Original Filed(Month/Day/Year)

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 Beneficially Owned

1. Title of Security
 (Instr. 4)

2. Amount of Securities Beneficially Owned
 (Instr. 4)

3. Ownership Form:
 Direct (D)
 or Indirect (I)
 (Instr. 5)

4. Nature of Indirect Beneficial Ownership
 (Instr. 5)

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
 (Instr. 4)

2. Date Exercisable and Expiration Date
 (Month/Day/Year)

Date Exercisable Expiration Date

3. Title and Amount of Securities Underlying Derivative Security
 (Instr. 4)

Title Amount or Number of

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
 Direct (D)

6. Nature of Indirect Beneficial Ownership
 (Instr. 5)

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				Shares		or Indirect (I) (Instr. 5)	
Stock Option (Right to Buy)	11/09/2012 ⁽¹⁾	12/14/2021	Common Stock	351,400	\$ 3.89	D	Â
Stock Option (Right to Buy)	05/15/2012 ⁽²⁾	12/14/2021	Common Stock	37,600	\$ 3.89	D	Â
Stock Option (Right to Buy)	12/31/2014 ⁽³⁾	12/14/2021	Common Stock	62,700	\$ 3.89	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRENNER LOUIS MD C/O RADIUS HEALTH, INC. 201 BROADWAY, 6TH FLOOR CAMBRIDGE, MA 02139	Â	Â	Â Chief Medical Officer	Â

Signatures

/s/ Louis Brenner 04/19/2012

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) 25% of the shares subject to the stock option vest on November 9, 2012 and 6.25% of the shares subject to the stock option vest each quarter thereafter.
 - (2) 100% of the shares subject to the option will vest on the date, if any, on which the board of directors of the issuer resolves that a specified number of subjects have been enrolled by a specified date in the Phase 3 study of the issuer's BA058 Injection product.
 - (3) 100% of the shares subject to the option on the date, if any, on which the board of directors of the issuer resolves that a New Drug Application for the issuer's BA058 Injection product has been submitted, on or prior to a specified date, to the United States Food and Drug Administration.

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.