

SIMON NICHOLAS J III
 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 *
GALAKATOS NICHOLAS

(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 ___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 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.

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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)

| 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 |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|

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| 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 or Number of Shares | | |
| Series A-1 Convertible Preferred Stock | (1) | 12/14/2011 | P | 61,408 (2) | (1) | (1) | Common Stock | 614,080 (1) | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GALAKATOS NICHOLAS C/O MPM ASSET MANAGEMENT 200 CLARENDON ST., 54TH FLOOR BOSTON, MA 02116 | | X | | |
| SIMON NICHOLAS J III C/O MPM ASSET MANAGEMENT 200 CLARENDON ST., 54TH FLOOR BOSTON, MA 02116 | | X | | |
| WHEELER KURT C/O MPM ASSET MANAGEMENT 200 CLARENDON ST., 54TH FLOOR BOSTON, MA 02116 | | X | | |

Signatures

/s/ Nicholas Galakatos 12/16/2011
 **Signature of Reporting Person Date

/s/ Nicholas J. Simon, III 12/16/2011
 **Signature of Reporting Person Date

/s/ Kurt Wheeler 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 Series A-1 Convertible Preferred Stock (the "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 ratio of 10 shares of Common Stock for every 1 share of Preferred Stock.
- The shares were purchased as follows: 51,119 by MPM BioVentures III-QP, L.P. ("BV III QP"), 3,437 by MPM BioVentures III, L.P. ("BV III"), 989 by MPM Asset Management Investors 2003 BVIII LLC ("AM 2003"), 1,543 by MPM BioVentures III Parallel Fund, L.P. ("BV Parallel") and 4,320 by MPM BioVentures III GmbH & Co. Beteiligungs KG ("BV KG"). 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 QP, BV III, BV Parallel and BV KG. Luke Evin, Ansbert Gadick, Nicholas Galakatos, Dennis Henner, Nicholas Simon III, Michael Steinmetz and Kurt Wheeler are the Series A members of MPM III LLC and the managers of AM 2003. Each reporting person disclaims beneficial ownership of the securities reported herein except to the extent of his or its respective pecuniary interest therein.
- The shares are held as follows: 224,528 by BV III QP, 15,096 by BV III, 4,346 by AM 2003, 6,779 by BV Parallel and 18,975 by BV
- (3) KG. Each reporting person disclaims beneficial ownership of the securities reported herein except to the extent of his or its respective pecuniary interest therein.

Remarks:

See Form 4 for MPM BioVentures III LLC filed simultaneously herewith for additional members of this joint filing.

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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