

Radius Health, Inc.
Form 4
February 19, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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 *
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. [NONE]

3. Date of Earliest Transaction
(Month/Day/Year)
02/14/2014

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

Edgar Filing: Radius Health, Inc. - Form 4

| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Date Exercisable | Expiration Date | Title | Amount |
|--|------------------------------|------------------|------------|--|------------------|-----------------|--------------|------------------|
| | | | Code | (A) (D) | | | | Number of Shares |
| Series B-2 Convertible Preferred Stock | (1) | 02/14/2014 | A | 227,938 | 02/14/2014 | (1) | Common Stock | 2,27 |
| Series B-2 Convertible Preferred Stock | (1) | 02/14/2014 | A | 110,713 | 02/14/2014 | (1) | Common Stock | 1,10 |
| Common Stock Warrant | \$ 6.142 | 02/14/2014 | A | 569,845 | 02/14/2014 | 02/14/2019 | Common Stock | 569 |
| Common Stock Warrant | \$ 6.142 | 02/14/2014 | A | 276,783 | 02/14/2014 | 02/14/2019 | Common Stock | 276 |

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 | | | |

Signatures

/s/ Morana
Jovan-Embiricos 02/19/2014

**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).
- (1) Each share of the Series B-2 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 B-2 Convertible Preferred Stock.
Payment of an aggregate purchase price equal to the product of (i) \$61.42 multiplied by (ii) the total number of reported shares of Series B-2 Convertible Preferred Stock, entitled the purchaser to receive the reported shares of Series B-2 Convertible Preferred Stock as well as the reported warrant exercisable for shares of Common Stock.
 - (3) The reported securities are owned directly by F2 Bioscience IV L.P. ("F2 Bioscience"). F2 Bioscience IV GP Ltd is the General Partner of F2 Bioscience. The members of F2 Bioscience IV GP Ltd are Katherine Priestley and Globeways Holdings Limited. The reporting

Edgar Filing: Radius Health, Inc. - Form 4

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 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.

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.