

Radius Health, Inc.
Form 4
June 12, 2014

FORM 4

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

OMB APPROVAL

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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 *
BIOTECH GROWTH N V

2. Issuer Name and Ticker or Trading Symbol
Radius Health, Inc. [RDUS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
SNIPWEG 26

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/06/2014

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

CURACAO, 00000

(City) (State) (Zip)

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

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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 06/06/2014 | | C | V | 589,290 | A | (2) 589,290 D |
| Common Stock | 06/06/2014 | | C | | 428,459 | A | (2) 1,017,749 D |
| Common Stock | 06/06/2014 | | C | | 500,029 | A | (2) 1,517,778 D |
| Common Stock | 06/06/2014 | | J | | 187,262 | A | (3) 1,705,040 D |
| Common Stock | 06/06/2014 | | P | | 1,000,000 | A | \$ 8 2,705,040 D |

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

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(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 (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 (Instr. 8) | 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount of Number of Shares |
| Series A-1 Convertible Preferred Stock | (2) | 06/06/2014 | | C | 122,820 | (2) (2) | Common Stock 589,290 |
| Series B Convertible Preferred Stock (1) | (2) | 06/06/2014 | | C | 97,688 | (2) (2) | Common Stock 428,459 |
| Series B-2 Convertible Preferred Stock (1) | (2) | 06/06/2014 | | C | 65,125 | (2) (2) | Common Stock 500,029 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BIOTECH GROWTH N V SNIPWEG 26 CURACAO 00000 | | X | | |
| BB BIOTECH AG VORDERGASSE 3 SCHAFFHAUSEN, V8 8200 | | X | | |

Signatures

/s/ Michael Hutter Signatory Authority for Biotech Growth N.V. and BB Biotech AG

06/12/2014

__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) Biotech Growth N.V. is a wholly-owned subsidiary of BB Biotech AG. Accordingly, BB Biotech AG may be deemed to be the indirect beneficial owner of the securities of Radius Health, Inc. held directly or indirectly by Biotech Growth N.V. This Form 4 is filed jointly by BB Biotech AG and Biotech Growth N.V.

(2) The Series A-1 Convertible Preferred Stock automatically converted into the Issuer's Common Stock on a 4.798-for-1 basis upon the listing of the Issuer's Common Stock on a national securities exchange and had no expiration date. The Series B Convertible Preferred Stock automatically converted into the Issuer's Common Stock on a 4.386-for-1 basis upon the listing of the Issuer's Common Stock on a national securities exchange and had no expiration date. The Series B-2 Convertible Preferred Stock automatically converted into the Issuer's Common Stock on a 7,678-for-1 basis upon the listing of the Issuer's Common Stock on a national securities exchange and had no expiration date.

(3) In connection with the listing of the Issuer's Common Stock on a national securities exchange, the Issuer issued shares of its Common Stock to certain of its preferred stock holders in satisfaction of accumulated and unpaid dividends.

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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