

Radius Health, Inc.
Form 3
June 22, 2011

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 Ipsen Pharma SAS
(Last) (First) (Middle)

2. Date of Event Requiring Statement
(Month/Day/Year)
05/17/2011

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

4. Relationship of Reporting Person(s) to Issuer

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

C/O WILLY MATHOT,
GENERAL COUNSEL,Â 65,
QUAI GEORGES GORSE

(Street)

(Check all applicable)

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

BOULOGNE
BILLANCOURT,Â I0Â 92100

(City) (State) (Zip)

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 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)

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.

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) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

Edgar Filing: Radius Health, Inc. - Form 3

| | | | | Shares | | or Indirect (I) (Instr. 5) | |
|--|--------------|--------------|--------------|---------|---------------|----------------------------------|---|
| Series A-1 Convertible Preferred Stock <u>(1)</u> <u>(2)</u> | Â <u>(3)</u> | Â <u>(3)</u> | Common Stock | 173,260 | \$ <u>(3)</u> | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------------------------------|
| | Director | 10% Owner | Officer | Other |
| Ipsen Pharma SAS C/O WILLY MATHOT, GENERAL COUNSEL 65, QUAI GEORGES GORSE BOULOGNE BILLANCOURT,Â I0Â 92100 | Â | Â X | Â | Â |
| Ipsen, S.A. C/O WILLY MATHOT, GENERAL COUNSEL 65, QUAI GEORGES GORSE BOULOGNE BILLANCOURT,Â I0Â 92100 | Â | Â | Â | Possible 10% beneficial owner |

Signatures

/s/ WILLY MATHOT 06/21/2011

**Signature of Reporting Person Date

/s/ WILLY MATHOT 06/21/2011

**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) Ipsen Pharma, a societe par actions simplifiee organized under the laws of France (Ipsen Pharma), is a wholly-owned subsidiary of Ipsen, a societe anonyme organized under the laws of France (Ipsen). Accordingly, Ipsen may be deemed to be the indirect beneficial owner of the securities of Radius Health, Inc. held directly by Ipsen Pharma. This Form 3 is filed jointly by Ipsen Pharma and Ipsen.
- (2) Neither the filing of this Form 4 nor any of its contents shall be deemed to constitute an admission that Ipsen Pharma and Ipsen are, for the purposes of Sections 13(d), 13(g) or 16 of the Securities Exchange Act of 1934, as amended (the Act), or for any other purpose, the beneficial owners of any securities. Pursuant to Rule 13d-4 of the Act, Ipsen disclaims beneficial ownership of the shares of the Issuer held by Ipsen Pharma. Ipsen does not have or share a pecuniary interest in the shares of the Issuer held by Ipsen Pharma for purposes of Rule 16a-1(a)(2) under the Act.
- (3) Each share of 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 ratio of 10 shares of Common Stock for every 1 share of Preferred Stock.

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.