

Radius Health, Inc.
Form 4
January 12, 2015

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 *
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. [RDUS]

3. Date of Earliest Transaction (Month/Day/Year)
01/08/2015

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 Ownership (Instr. 4)
			Code	V Amount or (D) Price			
Common Stock	01/08/2015		J	389,331 (1)	D 1,167,997	I	By Fund (2)
Common Stock					1,794,983	I	By Fund (3)
Common Stock					871,851	I	By Fund (4)

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

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number.

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 or Number of Shares
Common Stock Warrant	\$ 2.694	01/08/2015		J	89,261 <u>(1)</u>	04/23/2013 04/23/2018	Common Stock	89,261 <u>(1)</u>	

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	X		

Signatures

/s/ Morana
Jovan-Embiricos 01/12/2015

__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) Reflects a distribution by F2 Bioscience III, L.P. ("F2 Bioscience III") to a limited partner pursuant to a discretionary election.
The reported securities are owned directly by F2 Bioscience III. F2 Biosciences GP Ltd. ("F2 GP") is the General Partner of F2 Bioscience III. The reporting person is a member of F2 GP. The reporting person disclaims beneficial ownership of the securities reported herein except to the extent of her pecuniary interest therein.
- (3) The reported securities are owned directly by F2 Bioscience IV L.P. ("F2 Bioscience IV"). F2 Bioscience IV GP Ltd. is the General Partner of F2 Bioscience IV. The members of F2 Bioscience IV GP Ltd are Katherine Priestley and 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.
- (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

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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.

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