

Radius Health, Inc.
Form 4
September 29, 2016

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 *
MPM BIOVENTURES III LLC

(Last) (First) (Middle)

C/O MPM ASSET MANAGEMENT, 200 CLARENDON STREET, 54TH FLOOR

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
09/27/2016

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) ___X___ Other (specify below)
Former 10% stockholder

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	09/27/2016		J ⁽¹⁾		1,229,902 ⁽²⁾	D	\$ 0 ⁽¹⁾
					2,459,804 ⁽³⁾	I	

See footnote ⁽⁴⁾

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

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SEC 1474 (9-02)

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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)	8. Price of Derivative Security (Instr. 5)	9. Nu
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MPM BIOVENTURES III LLC C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116				Former 10% stockholder
HENNER DENNIS C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116				Former 10% stockholder
MPM ASSET MANAGEMENT INVESTORS 2003 BVIII LLC C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116				Former 10% stockholder
MPM BIOVENTURES III GMBH & CO. Beteiligungs KG C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116				Former 10% stockholder
MPM BIOVENTURES III PARALLEL FUND, L.P. C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116				Former 10% stockholder
MPM BIOVENTURES III GP L.P. C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116				Former 10% stockholder

MPM BIOVENTURES III L.P.
 C/O MPM ASSET MANAGEMENT
 200 CLARENDON STREET, 54TH FLOOR
 BOSTON, MA 02116
 Former 10% stockholder

MPM BIOVENTURES III-QP L.P.
 C/O MPM ASSET MANAGEMENT
 200 CLARENDON STREET, 54TH FLOOR
 BOSTON, MA 02116
 Former 10% stockholder

STEINMETZ MICHAEL
 C/O MPM ASSET MANAGEMENT
 200 CLARENDON STREET, 54TH FLOOR
 BOSTON, MA 02116
 Former 10% stockholder

Signatures

/s/ Luke Evnin, Series A Member of MPM BioVentures III LLC
 09/29/2016
 **Signature of Reporting Person Date

/s/ Dennis Henner
 09/29/2016
 **Signature of Reporting Person Date

/s/ Luke Evnin, member of MPM Asset Management Investors 2003 BVIII LLC
 09/29/2016
 **Signature of Reporting Person Date

/s/ Luke Evnin, Series A Member of MPM BioVentures III, LLC, the general partner of MPM BioVentures III GP, L.P., the Managing Limited Partner of MPM BioVentures III GmbH & Co. Beteiligungs KG
 09/29/2016
 **Signature of Reporting Person Date

/s/ Luke Evnin, Series A Member of MPM BioVentures III, LLC, the general partner of MPM BioVentures III GP, L.P., the general partner of MPM BioVentures III Parallel Fund, L.P.
 09/29/2016
 **Signature of Reporting Person Date

/s/ Luke Evnin, Series A Member of MPM BioVentures III, LLC, the general partner of MPM BioVentures III GP, L.P.
 09/29/2016
 **Signature of Reporting Person Date

/s/ Luke Evnin, Series A Member of MPM BioVentures III, LLC, the general partner of MPM BioVentures III GP, L.P., the general partner of MPM BioVentures III, L.P.
 09/29/2016
 **Signature of Reporting Person Date

/s/ Luke Evnin, Series A Member of MPM BioVentures III, LLC, the general partner of MPM BioVentures III GP, L.P., the general partner of MPM BioVentures III-QP, L.P.
 09/29/2016
 **Signature of Reporting Person Date

/s/ Michael Steinmetz
 09/29/2016
 **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) Represents a pro-rata in-kind distribution of Common Stock of the Issuer by the reporting persons, without consideration to their respective limited partners and members.

The shares were distributed as follows: 1,023,819 shares by MPM Bioventures III-QP, L.P. ("BV III QP"), 68,835 shares by MPM BioVentures III, L.P. ("BV III"), 19,815 shares by MPM Asset Management Investors 2003 BVIII LLC ("AM 2003"), 30,911 shares by MPM BioVentures III Parallel Fund, L.P. ("BV Parallel") and 86,522 shares by MPM BioVentures III GmbH & Co. Beteiligungs KG ("BV KG").
- (3) The shares are held as follows: 2,047,635 shares by BV III QP, 137,671 shares by BV III, 39,630 shares by AM 2003, 61,823 shares by BV Parallel and 173,045 shares by 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 Evnin, Ansbert Gadicke, Nicholas Galakatos, Dennis Henner, Nicholas Simon III, Michael Steinmetz and Kurt Wheeler are members of MPM III LLC and 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.

Remarks:

See Form 4 for Nicholas Galakatos 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. 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.