

Radius Health, Inc.
Form PRE 14C
August 16, 2012

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14C

(Rule 14c-101)

INFORMATION REQUIRED IN INFORMATION STATEMENT

SCHEDULE 14C INFORMATION

**Information Statement Pursuant to Section 14(c)
of the Securities Exchange Act of 1934 (Amendment No.)**

Check the appropriate box:

- Preliminary Information Statement
 Confidential, for Use of the Commission Only (as permitted by Rule 14c-5(d)(2))
 Definitive Information Statement

RADIUS HEALTH, INC.
(Name of Registrant As Specified In Its Charter)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
 Fee computed on table below per Exchange Act Rules 14c-5(g) and 0-11.
- (1) Title of each class of securities to which transaction applies:
N/A.
- (2) Aggregate number of securities to which transaction applies:
N/A.
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
N/A.
- (4) Proposed maximum aggregate value of transaction:
N/A.
- (5) Total fee paid:
N/A.
- Fee paid previously with preliminary materials.
 Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
- (1) Amount Previously Paid:
N/A.
- (2) Form, Schedule or Registration Statement No.:
N/A.

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- (3) Filing Party:
N/A.
 - (4) Date Filed:
N/A.
-

Radius Health, Inc.

201 Broadway, 6th Floor

Cambridge, MA 02139

INFORMATION STATEMENT NOTICE

**WE ARE NOT ASKING YOU FOR A PROXY AND
YOU ARE REQUESTED NOT TO SEND US A PROXY**

Dear Stockholders:

The purpose of this notice and attached Information Statement is to inform you of the following actions taken by the Board of Directors of Radius Health, Inc. (the Company, we or us) and the majority stockholders of the Company as discussed below, which will become effective on or after _____, 2012, the date that is twenty-one (21) calendar days after the date this Information Statement was first mailed to our stockholders:

1. On July 26, 2012, the Company's Board of Directors (the Board) adopted and approved an amendment (the Charter Amendment) to the Certificate of Designations of the Series A-1 Convertible Preferred Stock, Series A-2 Convertible Preferred Stock, Series A-3 Convertible Preferred Stock, Series A-4 Convertible Preferred Stock, Series A-5 Convertible Preferred Stock and Series A-6 Convertible Preferred Stock of the Company (the Certificate of Designations) set forth in the Charter Amendment.

2. On August 16, 2012, we received the written consent, in lieu of a meeting of stockholders, of (i) the holders of shares of the Company's Series A-1 Convertible Preferred Stock, Series A-2 Convertible Preferred Stock and/or Series A-3 Convertible Preferred Stock representing approximately 78.6% of the voting power of the shares of the Company's Series A-1 Convertible Preferred Stock, Series A-2 Convertible Preferred Stock and Series A-3 Convertible Preferred Stock then outstanding, (ii) approximately 75.5% of the outstanding shares of the Company's common stock, on an as-converted basis, and (iii) 100% of the outstanding shares of the Company's Series A-5 Convertible Preferred Stock, approving the Charter Amendment.

A copy of each of the stockholder consent and the Charter Amendment is attached to this Information Statement as Exhibit A and Exhibit B, respectively. We anticipate filing a Certificate of Amendment setting forth the Charter Amendment with the Secretary of State of the State of Delaware on or about _____, 2012.

Pursuant to the rules and regulations promulgated by the Securities and Exchange Commission (the SEC) under the Securities Exchange Act of 1934, as amended (the Exchange Act), an Information Statement must be provided to the holders of voting stock of the Company who did not receive a consent solicitation pursuant to section 14(a) of the Exchange Act regarding the actions set forth in the consent. This notice and

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Information Statement will also be considered the notice required by Section 228(e) of the General Corporation Law of the State of Delaware (DGCL). You are encouraged to read the attached Information Statement, including the exhibits, for further information regarding this action.

This Information Statement is solely for your information and does not require or request you to do anything. This is not a notice of a meeting of stockholders and no stockholders meeting will be held to consider the matters described in the Information Statement.

By Order of the Board of Directors,

Michael S. Wyzga
President and Chief Executive Officer

Cambridge, Massachusetts
, 2012

Radius Health, Inc.

201 Broadway, 6th Floor

Cambridge, MA 02139

INFORMATION STATEMENT

Radius Health, Inc. (the Company, we or us) is mailing this Information Statement to you, as a holder of shares of our capital stock, to provide you with information regarding the actions described below that were taken by written consent in lieu of a special meeting of stockholders by the holders of (i) shares of our Series A-1 Convertible Preferred Stock, Series A-2 Convertible Preferred Stock and/or Series A-3 Convertible Preferred Stock representing at least 70% of the voting power of the shares of our Series A-1 Convertible Preferred Stock, Series A-2 Convertible Preferred Stock and Series A-3 Convertible Preferred Stock outstanding (the Senior Majority), (ii) a majority of the outstanding shares of our common stock on an as-converted basis and (iii) 100% of the outstanding shares of our Series A-5 Convertible Preferred Stock, which will become effective on or after , 2012, the date that is twenty-one (21) calendar days after the date this Information Statement was first mailed to our stockholders.

On July 26, 2012, the Company s Board of Directors (the Board) adopted and approved an amendment (the Charter Amendment) to the Certificate of Designations of the Series A-1 Convertible Preferred Stock, Series A-2 Convertible Preferred Stock, Series A-3 Convertible Preferred Stock, Series A-4 Convertible Preferred Stock, Series A-5 Convertible Preferred Stock and Series A-6 Convertible Preferred Stock of the Company (the Certificate of Designations) set forth in the Charter Amendment.

On August 16, 2012, the holders of:

- 15,324 shares of the Company s common stock outstanding on July 26, 2012 (the Record Date);
- 717,310 shares of the Company s Series A-1 Convertible Preferred Stock outstanding on the Record Date;
- 827,320 shares of the Company s Series A-2 Convertible Preferred Stock outstanding on the Record Date;
- 78,564 shares of the Company s Series A-3 Convertible Preferred Stock outstanding on the Record Date;
- 6,443 shares of the Company s Series A-5 Convertible Preferred Stock outstanding on the Record Date;

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representing (i) approximately 78.6% of the outstanding shares, as of the Record Date, of the Company's Series A-1 Convertible Preferred Stock, Series A-2 Convertible Preferred Stock and Series A-3 Convertible Preferred Stock outstanding, collectively, (ii) approximately 75.5% of the outstanding shares of our common stock, as of the Record Date, on an as-converted basis, and (iii) 100% of the outstanding shares, on the Record Date, of the Company's Series A-5 Convertible Preferred Stock, executed a written consent in accordance with Section 228 of the DGCL and the Company's bylaws approving the Charter Amendment.

**WE ARE NOT ASKING YOU FOR A PROXY AND
YOU ARE REQUESTED NOT TO SEND US A PROXY.**

This Information Statement is being mailed on or about _____, 2012 to stockholders of record on the Record Date. On the Record Date, there were:

- 857,301 shares of the Company's common stock outstanding; and
- 2,075,488 shares of the Company's Preferred Stock, par value \$0.0001 per share (the "preferred stock"), outstanding, consisting of:
 - 939,612 shares of Series A-1 Convertible Preferred Stock;
 - 983,208 shares of Series A-2 Convertible Preferred Stock;
 - 142,227 shares of Series A-3 Convertible Preferred Stock;
 - 3,998 shares of Series A-4 Convertible Preferred Stock; and
 - 6,443 shares of Series A-5 Convertible Preferred Stock.

Each share of preferred stock is convertible into 10 shares of common stock. Under the terms of the DGCL and our certificate of incorporation, the affirmative vote of the holders of at least the Senior Majority, the holders of a majority of our outstanding shares of common stock on an as-converted basis and the holders of a majority of our outstanding shares of Series A-5 Convertible Preferred Stock, was required to approve the Charter Amendment.

On the Record Date:

- 1,445,533 shares of Series A-1 Convertible Preferred Stock, Series A-2 Convertible Preferred Stock and/or Series A-3 Convertible Preferred Stock constituted the Senior Majority;
- 10,806,091 shares of common stock constituted a majority of the outstanding shares of our common stock on an as-converted basis; and

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- 3,222 shares of Series A-5 Convertible Preferred Stock constituted a majority of the outstanding shares of Series A-5 Convertible Preferred Stock.

This is not a notice of a special meeting of stockholders and no stockholders meeting will be held to consider any matter described in this Information Statement.

The stockholders representing the Senior Majority, holding a majority of the outstanding shares of our common stock on an as-converted basis and holding a majority of the outstanding shares of our Series A-5 Convertible Preferred Stock have voted to approve the Charter Amendment, which vote is sufficient to satisfy the stockholder vote requirement for that action. Accordingly, no additional votes will be needed to approve this matter.

ACTION 1 AMENDMENT TO CERTIFICATE OF DESIGNATIONS

Proposal and Background Information

The Charter Amendment was adopted and approved by the Board on July 26, 2012. On August 16, 2012, the Charter Amendment was approved by:

- approximately 78.6% of the outstanding shares, as of the Record Date, of the Company's Series A-1 Convertible Preferred Stock, Series A-2 Convertible Preferred Stock and Series A-3 Convertible Preferred Stock outstanding, collectively;
- approximately 75.5% of the outstanding shares, on the Record Date, of the Company's common stock on an as-converted basis; and
- 100% of the outstanding shares, on the Record Date, of the Company's Series A-5 Convertible Preferred Stock, voting as a separate class.

On the Record Date, there were:

- 857,301 shares of the Company's common stock outstanding; and
- 2,075,488 shares of preferred stock outstanding, consisting of:
 - 939,612 shares of Series A-1 Convertible Preferred Stock;
 - 983,208 shares of Series A-2 Convertible Preferred Stock;
 - 142,227 shares of Series A-3 Convertible Preferred Stock;
 - 3,998 shares of Series A-4 Convertible Preferred Stock;
 - 6,443 shares of Series A-5 Convertible Preferred Stock; and
 - no shares of Series A-6 Convertible Preferred Stock.

Under the terms of the DGCL and our certificate of incorporation, the affirmative vote of the holders of the Senior Majority, the holders of a majority of the outstanding shares of our common stock on an as-converted basis and the holders of a majority of the outstanding shares of our Series A-5 Convertible Preferred Stock was required to approve the Charter Amendment. As described above, the Company received such affirmative vote on August 16, 2012.

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The following description of the Charter Amendment is intended to be a summary only and is qualified in its entirety by the terms of the Charter Amendment attached to this Information Statement as Exhibit B, which is incorporated herein by reference.

Summary

The Charter Amendment updates the reference to the agreement according to which dividends on the Series A-5 Convertible Preferred Stock accrue and are paid. The existing Series A-5 Convertible Preferred Stock accrues and is paid dividends in accordance with the provisions of that certain Stock Issuance Agreement to which the Corporation and Nordic Bioscience Clinical Development VII A/S are party dated March 29, 2011, (the March 2011 Stock Issuance Agreement). Nordic Bioscience Clinical Development VII A/S (Nordic), holds all 6,443 outstanding shares of Series A-5 Convertible Preferred Stock. Nordic provides clinical trial services to us under that certain Clinical Trial Services Agreement and Work Statement NB-1, dated March 29, 2011, which was filed with the Securities and Exchange Commission (the SEC) as Exhibit 10.1 to our Current Report on Form 8-K/A filed on October 24, 2011. In connection with this agreement and the work statements issued thereunder, we and Nordic entered into the March 2011 Stock Issuance Agreement, and subsequently entered into that certain Amended and Restated Stock Issuance Agreement, dated as of May 16, 2011 (the May 2011 Stock Issuance Agreement), which was filed with the SEC as Exhibit 10.5 to our Periodic Report on Form 10-

Q/A filed on October 24, 2011. The May 2011 Stock Issuance Agreement has been subsequently amended, and may be further amended in the future.

The Charter Amendment provides that the Series A-5 Convertible Preferred Stock dividend will accrue and be paid in accordance with the provisions of the May 2011 Stock Issuance Agreement, as amended. See [Reasons for the Charter Amendment](#), below.

Reasons for the Charter Amendment

The Charter Amendment has the effect of making the accrual and payment of the dividend on the Series A-5 Convertible Preferred Stock be determined by reference to the May 2011 Stock Issuance Agreement, as it may be amended. This change updates the reference to the March 2011 Stock Issuance Agreement, which has been amended and restated in its entirety by the May 2011 Stock Issuance Agreement. The Charter Amendment also allows further amendments to the May 2011 Stock Issuance Agreement with Nordic to be reflected in the accrual and payment of the dividends on the shares of Series A-5 Convertible Preferred Stock that Nordic holds, enabling us to provide consideration to Nordic for future key clinical trial services it performs for us, including as contemplated by that certain Letter of Intent for Clinical Trial Services, dated July 26, 2012, between the Company and Nordic, which was filed with the SEC as Exhibit 10.1 to our Current Report on Form 8-K filed on August 1, 2012. The Charter Amendment has been approved by the affirmative vote of the holders of at least the Senior Majority, a majority of the Company's outstanding shares of common stock on an as-converted basis and of 100% of the Company's Series A-5 Convertible Preferred Stock, as required by the DGCL and the certificate of incorporation.

Effectiveness of the Charter Amendment

The Charter Amendment will become effective upon the filing of a Certificate of Amendment setting forth the Charter Amendment with the Secretary of State of the State of Delaware, which the Company intends to file on or after the date of expiration of the 20-day period commencing on the date of mailing of this Information Statement to our stockholders as required under Rule 14c-2 under the Exchange Act.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth information regarding beneficial ownership of our common stock as of July 31, 2012 by: (i) each person known by the Company to be the beneficial owner calculated in accordance with Rule 13d-3(d)(1) promulgated under the Exchange Act of more than 5% of the outstanding shares of common stock; (ii) each director and executive officer of the Company; and (iii) all officers and directors as a group. Unless otherwise stated in the table or its footnotes, the person and entities listed below have the sole voting power and investment power with respect to the shares set forth next to one's name. Unless otherwise noted, the address of each stockholder below is c/o Radius Health, Inc., 201 Broadway, 6th Floor, Cambridge, MA 02139.

Name, (Title) and Address	Shares Beneficially Owned	Title of Class	Percentage of Class(1)(a)	Percentage of Converted Common Stock(1)(b)
Michael S. Wyzga (Chief Executive Officer, President and Director)	0		0%	0%
C. Richard Lyttle, Ph.D. (Former Chief Scientific Officer)	625,380(2)	Common Stock Converted Common Stock	44.2%	2.8%
B. Nicholas Harvey (Senior Vice President, Chief Financial Officer, Treasurer and Secretary)	193,744(3)	Common Stock Converted Common Stock	19.0%	0.9%
Louis Brenner (Senior Vice President and Chief Medical Officer)	0		0%	0%
Michael Franken (Senior Vice President and Chief Business Officer)	0		0%	0%
Gary Hattersley (Senior Vice President, Preclinical Development)	92,994(4)	Common Stock Converted Common Stock	9.8%	0.4%
Dr. Ansbert K. Gadicke (Director)	8,397,070(5)	Common Stock	90.8%	
	384,261(6)	Series A-1 Preferred Stock	40.9%	
	402,155(7)	Series A-2 Preferred Stock	40.9%	
	53,331(8)	Series A-3 Preferred Stock	37.5%	
		Converted Common		38.9%

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Name, (Title) and Address	Shares Beneficially Owned	Title of Class Stock	Percentage of Class(1)(a)	Percentage of Converted Common Stock(1)(b)
Alan H. Auerbach (Director)	149,721(9)	Common Stock Converted Common Stock	14.9%	0.7%