

Radius Health, Inc.
Form 4
May 19, 2011

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 *
EVNIN LUKE

(Last) (First) (Middle)

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

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/17/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/17/2011		D(1)		5,000,000	D	\$ 0.01
						I	See footnote (2)

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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
Series A-1 Convertible Preferred Stock	(3)	05/17/2011		P		(3)	(3)	Common Stock	2,009,093
Series A-2 Convertible Preferred Stock	(3)	05/17/2011		P		(3)	(3)	Common Stock	4,021,153
Series A-3 Convertible Preferred Stock	(3)	05/17/2011		P		(3)	(3)	Common Stock	533,313

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EVNIN LUKE C/O MPM ASSET MANAGEMENT 200 CLARENDON ST., 54TH FLOOR BOSTON, MA 02116			X	

Signatures

/s/ Luke Evin
 **Signature of Reporting Person
 05/19/2011
 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) The shares were redeemed by the Issuer in connection with the completion of the merger pursuant to the Agreement and Plan of Merger, dated April 25, 2011 (the "Merger Agreement") by and among the Issuer, Radius Health, Inc., a Delaware corporation ("Radius"), and RHI Merger Corp. (the "Merger Sub"), a Delaware corporation and wholly-owned subsidiary of the Issuer, pursuant to which Merger Sub merged with and into Radius, resulting in Radius becoming a wholly-owned subsidiary of the Issuer (the "Merger").
- (2) Represents shares of Common Stock owned of record by MPM Asset Management LLC ("MPM Asset Management"). MPM Asset Management is currently owned and managed by MPM Capital LP ("MPM Capital"). MPM Capital has voting and investment control over the securities owned by MPM Asset Management and therefore may be deemed a beneficial owner of MPM Asset Management's shares of Common Stock. MPM Capital's general partner is Medical Portfolio Management, LLC ("MPM LLC") and, therefore, MPM LLC may be deemed a beneficial owner of MPM Asset Management's shares of Common Stock. MPM LLC is controlled by Luke Evin

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and Ansbert Gadicke. The reporting person has shared voting and investment control of the securities owned by MPM LLC and therefore may be deemed a beneficial owner thereof.

- (3) The shares of Series A-1 Convertible Preferred Stock, Series A-2 Convertible Preferred Stock and Series A-3 Convertible Preferred Stock of the Issuer were received in exchange for shares of Series A-1 Convertible Preferred Stock, Series A-2 Convertible Preferred Stock and Series A-3 Convertible Preferred Stock of Radius, respectively, in connection with the Merger. Each share of Series A-1 Convertible Preferred Stock, Series A-2 Convertible Preferred Stock and Series A-3 Convertible Preferred Stock (collectively, the "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.

- (4) In connection with the Merger, an aggregate of 2,009,107 shares of Series A-1 Convertible Preferred Stock of Radius were exchanged for an aggregate 200,909 shares of Series A-1 Convertible Preferred Stock of the Issuer as follows: 122,290 by MPM BioVentures III-QP, L.P. ("BV III QP"), 8,222 by MPM BioVentures III, L.P. ("BV III"), 2,368 by MPM Asset Management Investors 2003 BVIII LLC ("AM 2003"), 3,693 by MPM BioVentures III Parallel Fund, L.P. ("BV Parallel"), 10,335 by MPM BioVentures III GmbH & Co. Beteiligungs KG ("BV KG") and 54,001 shares by MPM Bio IV NVS Strategic Fund, L.P. ("MPM NVS"). 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 and BV Parallel and BV KG. The reporting person is a member of MPM III LLC and AM 2003. MPM BioVentures IV GP LLC ("BV IV GP LLC") and MPM BioVentures IV LLC ("BV IV LLC") are the direct and indirect general partners of MPM NVS. The reporting person is a member of MPM NVS. The reporting person disclaims beneficial ownership of the securities reported herein except to the extent of his pecuniary interest therein.

- (5) In connection with the Merger, an aggregate of 4,021,175 shares of Series A-2 Convertible Preferred Stock of Radius were exchanged for an aggregate for 402,115 shares of Series A-2 Convertible Preferred Stock of the Issuer as follows: 181,364 by BV III QP, 12,194 by BV III, 3,511 by AM 2003, 5,477 by BV Parallel, 15,327 by BV KG and 184,242 by MPM NVS. The reporting person disclaims beneficial ownership of the securities reported herein except to the extent of his pecuniary interest therein.

- (6) In connection with the Merger, an aggregate of 533,332 shares of Series A-3 Convertible Preferred Stock of Radius were exchanged for an aggregate for 53,331 shares of Series A-3 Convertible Preferred Stock of the Issuer as follows: 44,395 by BV III QP, 2,985 by BV III, 859 by AM 2003, 1,340 by BV Parallel and 3,752 by BV KG. The reporting person disclaims beneficial ownership of the securities reported herein except to the extent of his 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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