

Radius Health, Inc.
Form 4
June 10, 2014

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 *
F2 Bioscience III, L.P.

(Last) (First) (Middle)

UGLAND HOUSE, SOUTH
CHURCH STREET, PO BOX 309

(Street)

GEORGE TOWN, E9 KY1-1104

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
06/06/2014

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)
___ 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 06/06/2014 | | C | V 1,557,328 (1) | A (1) 1,557,328 (1) | D (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 | 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 of Number of Shares |
| Series B Convertible Preferred Stock | (3) | 06/06/2014 | | C | 325,627 | (3) | (3) | Common Stock | 1,557,327 (3) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| F2 Bioscience III, L.P. UGLAND HOUSE, SOUTH CHURCH STREET PO BOX 309 GEORGE TOWN, E9 KY1-1104 | | X | | |
| F2 Bioscience GP Ltd. UGLAND HOUSE, SOUTH CHURCH STREET PO BOX 309 GEORGE TOWN, E9 KY1-1104 | | X | | |
| F2 Capital Ltd PO BOX 3175 ROAD TOWN TORTOLA, D8 VG 1110 | | X | | |
| Priestley Katherine UGLAND HOUSE, SOUTH CHURCH STREET PO BOX 309 GEORGE TOWN, E9 KY1-1104 | | X | | |

Signatures

| | |
|---|------------|
| /s/ Morag Law, attorney-in-fact for F2 Bioscience III, L.P. | 06/10/2014 |
| __Signature of Reporting Person | Date |
| /s/ Morag Law, attorney-in-fact for F2 Bioscience GP Ltd. | 06/10/2014 |
| __Signature of Reporting Person | Date |
| /s/ Morag Law, attorney-in-fact for F2 Capital Limited | 06/10/2014 |
| __Signature of Reporting Person | Date |
| | 06/10/2014 |

/s/ Morag Law, attorney-in-fact for Katherine Priestley

__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) The securities reported reflect (i) the total number of shares of common stock issued pursuant to the conversion of Series B Convertible Preferred Stock (the "Preferred Stock") previously reported, (ii) a 1 for 2.28 reverse stock split, effected by the Issuer on 4/24/14 (the "Stock Split"), and (iii) all accrued dividends on the Preferred Stock paid in shares of common stock in connection with such conversion.

(2) The reported securities are owned directly by F2 Bioscience III, L.P. ("F2"). Each of F2 Biosciences GP Ltd. ("F2 GP"), Katherine Priestley and F2 Capital Limited ("F2 Capital") are indirect beneficial owners of the reported securities. F2 GP is the General Partner of F2 and Katherine Priestley is a member of F2 GP. F2 Capital is an investment adviser to F2. Each of the reporting persons disclaims beneficial ownership of the securities reported herein except to the extent of their pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

(3) Prior to its automatic conversion into common stock upon the listing of the Issuer's common stock on a national securities exchange on June 6, 2014 (the "Listing Date"), the Preferred Stock was convertible at any time, at the holder's election and had no expiration date. On the Listing Date, the Preferred Stock was automatically converted into common stock on a 4.386 to 1 basis (which conversion ratio is reflective of the Stock Split), plus accrued dividends on the Preferred Stock payable in shares of common stock in connection with such conversion.

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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