

STEINMETZ MICHAEL
Form 4
April 30, 2013

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
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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 *
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)
04/23/2013

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |

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 Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount |
| Series B Convertible Preferred Stock | (1) | 04/23/2013 | | P | 91,175 (2) | (1) | (1) | Common Stock | 911 |
| Common Stock Warrant | \$ 6.142 | 04/23/2013 | | P | 227,939 (3) | 04/23/2013 | 04/23/2018 | Common Stock | 227 |

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 | | | X | |
| MPM BIOVENTURES III PARALLEL FUND, L.P. C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116 | | | X | |
| MPM BIOVENTURES III GMBH & CO. Beteiligungs KG C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116 | | | X | |
| MPM BIOVENTURES III GP L.P. C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116 | | | X | |
| MPM ASSET MANAGEMENT INVESTORS 2003 BVIII LLC C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116 | | | X | |
| MPM BIOVENTURES III-QP L.P. C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116 | | | X | |

| | |
|--|---|
| HENNER DENNIS C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116 | X |
| STEINMETZ MICHAEL C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116 | X |
| MPM BIOVENTURES III L.P. C/O MPM ASSET MANAGEMETN 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116 | X |

Signatures

| | |
|---|------------|
| /s/ Luke Evin, Series A Member of MPM BioVentures III LLC | 04/30/2013 |
| __Signature of Reporting Person | Date |
| /s/ Luke Evin, 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. | 04/30/2013 |
| __Signature of Reporting Person | Date |
| /s/ Luke Evin, Series A Member of MPM BioVentures III LLC, the general partner of MPM BioVentures III GP, L.P., in its capacity as the Managing Limited Partner of MPM BioVentures III GmbH & Co. Beteiligungs KG | 04/30/2013 |
| __Signature of Reporting Person | Date |
| /s/ Luke Evin, Series A Member of MPM BioVentures III LLC, the general partner of MPM BioVentures III GP, L.P. | 04/30/2013 |
| __Signature of Reporting Person | Date |
| /s/ Luke Evin, member of MPM Asset Management Investors 2003 BVIII LLC | 04/30/2013 |
| __Signature of Reporting Person | Date |
| /s/ Luke Evin, 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. | 04/30/2013 |
| __Signature of Reporting Person | Date |
| /s/ Dennis Henner | 04/30/2013 |
| __Signature of Reporting Person | Date |
| /s/ Michael Steinmetz | 04/30/2013 |
| __Signature of Reporting Person | Date |
| /s/ Luke Evin, 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. | 04/30/2013 |
| __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) Each share of Series B Convertible 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 rate of 10 shares of Common Stock for every 1 share of Series B Convertible Preferred Stock.

The shares are held as follows: 75,899 by MPM BioVentures III-QP, L.P. ("BV III QP"), 5,103 by MPM BioVentures III, L.P. ("BV III"), 1,468 by MPM Asset Management Investors 2003 BVIII LLC ("AM 2003"), 2,291 by MPM BioVentures III Parallel Fund, L.P. ("BV Parallel") and 6,414 by MPM BioVentures III GmbH & Co. Beteiligungs KG ("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 the Series A members of MPM III LLC and the managers of 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.

- (2) The warrants are held as follows: 189,748 by BV III QP, 12,758 by BV III, 3,670 by AM 2003, 5,728 by BV Parallel and 16,035 by BV KG. 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.

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