

Radius Health, Inc.
Form 4
September 29, 2016

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 *
MPM BioVentures IV 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 ___X___ Other (specify below) 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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----------------------------|
| | | | | (A) or (D) | Price | | | |
| Common Stock | 09/27/2016 | | J ⁽¹⁾ | 713,849 | D | \$ 0 <u>(1)</u> | 1,427,698 ⁽²⁾ I | See footnote ⁽³⁾ |

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 Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|------------------------|
| | Director | 10% Owner | Officer | Other |
| MPM BioVentures IV LLC C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116 | | | | Former 10% stockholder |
| Scopa James Paul C/O MPM ASSET MANAGEMENT 601 GATEWAY BLVD., SUITE 350 SOUTH SAN FRANCISCO, CA 94080 | | | | Former 10% stockholder |
| MPM BioVentures IV GP LLC C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116 | | | | Former 10% stockholder |
| MPM Bio IV NVS Strategic Fund LP C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116 | | | | Former 10% stockholder |
| KAILIAN VAUGHN M C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116 | | | | Former 10% stockholder |
| Foley Todd C/O MPM ASSET MANAGEMENT 200 CLAREDON STREET, 54TH FLOOR BOSTON, MA 02116 | | | | Former 10% stockholder |

Signatures

| | |
|--|------------|
| /s/ Luke Evnin, Series A Member of MPM BioVentures IV LLC | 09/29/2016 |
| **Signature of Reporting Person | Date |
| /s/ James Paul Scopa | 09/29/2016 |
| **Signature of Reporting Person | Date |
| /s/ Luke Evnin, Member of MPM BioVentures IV LLC, the Managing Member of MPM BioVentures IV GP LLC | 09/29/2016 |
| **Signature of Reporting Person | Date |
| /s/ Luke Evnin, Member of MPM BioVentures IV LLC, the Managing Member of MPM BioVentures IV GP LLC, the general partner of MPM Bio IV NVS Strategic Fund, L.P. | 09/29/2016 |
| **Signature of Reporting Person | Date |
| /s/ Vaughn M. Kailian | 09/29/2016 |
| **Signature of Reporting Person | Date |
| /s/ Todd Foley | 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 MPM Bio IV NVS Strategic Fund, L.P. ("MPM NVS"), without consideration to its limited partners.
 - (2) The shares are held by MPM NVS.
 - (3) 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. Luke Evnin, Ansbert Gadicke, Todd Foley, Vaughn M. Kailian and James Paul Scopa are the members of BV IV LLC. Each reporting person disclaims beneficial ownership of the securities reported herein except to the extent of his or its respective 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. 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.