

STEINMETZ MICHAEL  
Form 3  
May 19, 2011

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 *               |         |          | 2. Date of Event Requiring Statement  | 3. Issuer Name and Ticker or Trading Symbol |   |
| M P M B I O V E N T U R E S I I I L L C                 |         |          | (Month/Day/Year)  | Radius Health, Inc. [NONE]                  |   |
| (Last)  | (First) | (Middle) | 05/17/2011  |   |   |
| C/O MPM ASSET MANAGEMENT, 200 CLARENDON ST., 54TH FLOOR |         |          | 4. Relationship of Reporting Person(s) to Issuer  |   | 5. If Amendment, Date Original Filed(Month/Day/Year)  |
| (Street)  |         |          | (Check all applicable)  |   |   |
| BOSTON, MA 02116  |         |          | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below)    (specify below) |   | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input type="checkbox"/> Form filed by One Reporting Person<br><input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
| (City)  | (State) | (Zip)    |   |   |   |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
|------------------------------------|--|---|--|

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|------------------------------------|---------------------------------|--|
|---|---|--|------------------------------------|---------------------------------|--|

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|  | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) |                  |
|--|------------------|-----------------|--------------|----------------------------|---------------------|---|------------------|
| Series A-1 Convertible Preferred Stock | Â (1)            | Â (1)           | Common Stock | 1,469,080                  | \$ (1)              | I   | See footnote (2) |
| Series A-2 Convertible Preferred Stock | Â (1)            | Â (1)           | Common Stock | 2,178,730                  | \$ (1)              | I   | See footnote (3) |
| Series A-3 Convertible Preferred Stock | Â (1)            | Â (1)           | Common Stock | 533,310                    | \$ (1)              | I   | See footnote (4) |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| MPM BIOVENTURES III LLC<br>C/O MPM ASSET MANAGEMENT<br>200 CLARENDON ST., 54TH FLOOR<br>BOSTON, MA 02116                        | Â             | Â X       | Â       | Â     |
| MPM BIOVENTURES III PARALLEL FUND, L.P.<br>C/O MPM ASSET MANAGEMENT<br>200 CLARENDON ST., 54TH FLOOR<br>BOSTON, MA 02116        | Â             | Â X       | Â       | Â     |
| MPM BIOVENTURES III GMBH & CO. Beteiligungs KG<br>C/O MPM ASSET MANAGEMENT<br>200 CLARENDON ST., 54TH FLOOR<br>BOSTON, MA 02116 | Â             | Â X       | Â       | Â     |
| MPM BIOVENTURES III L.P.<br>C/O MPM ASSET MANAGEMENT<br>200 CLARENDON ST., 54TH FLOOR<br>BOSTON, MA 02116                       | Â             | Â X       | Â       | Â     |
| MPM BIOVENTURES III GP L.P.<br>C/O MPM ASSET MANAGEMENT<br>200 CLARENDON ST., 54TH FLOOR<br>BOSTON, MA 02116                    | Â             | Â X       | Â       | Â     |
| MPM BIOVENTURES III-QP L.P.<br>C/O MPM ASSET MANAGEMENT<br>200 CLARENDON ST., 54TH FLOOR<br>BOSTON, MA 02116                    | Â             | Â X       | Â       | Â     |
| MPM ASSET MANAGEMENT INVESTORS 2003 BVIII LLC<br>C/O MPM ASSET MANAGEMENT<br>200 CLARENDON ST., 54TH FLOOR<br>BOSTON, MA 02116  | Â             | Â X       | Â       | Â     |
|   | Â             | Â X       | Â       | Â     |

HENNER DENNIS  
 C/O MPM ASSET MANAGEMENT  
 200 CLARENDON ST., 54TH FLOOR  
 BOSTON, MA 02116

STEINMETZ MICHAEL  
 C/O MPM ASSET MANAGEMENT  
 200 CLARENDON ST., 54TH FLOOR  
 BOSTON, MA 02116

^ ^ X ^ ^

## Signatures

|  |            |
|--|------------|
| /s/ Luke Evnin, Series A Member of MPM BioVentures III LLC   | 05/19/2011 |
| __Signature of Reporting Person  | Date       |
| /s/ Luke Evnin, 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.                                    | 05/19/2011 |
| __Signature of Reporting Person  | Date       |
| /s/ Luke Evnin, 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 | 05/19/2011 |
| __Signature of Reporting Person  | Date       |
| /s/ Luke Evnin, 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.  | 05/19/2011 |
| __Signature of Reporting Person  | Date       |
| /s/ Luke Evnin, Series A Member of MPM BioVentures III LLC, the general partner of MPM BioVentures III GP, L.P.  | 05/19/2011 |
| __Signature of Reporting Person  | Date       |
| /s/ Luke Evnin, 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.   | 05/19/2011 |
| __Signature of Reporting Person  | Date       |
| /s/ Luke Evnin, member of MPM Asset Management Investors 2003 BVIII LLC  | 05/19/2011 |
| __Signature of Reporting Person  | Date       |
| /s/ Dennis Henner  | 05/19/2011 |
| __Signature of Reporting Person  | Date       |
| /s/ Michael Steinmetz  | 05/19/2011 |
| __Signature of Reporting Person  | Date       |

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) 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.
  - (2) The shares on a post-conversion basis are held as follows: 1,222,900 by MPM BioVentures III-QP, L.P. ("BV III QP"), 82,220 by MPM BioVentures III, L.P. ("BV III"), 23,680 by MPM Asset Management Investors 2003 BVIII LLC ("AM 2003"), 36,930 by MPM BioVentures III Parallel Fund, L.P. ("BV Parallel") and 103,350 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

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partners of BV III QP, BV III, BV Parallel and BV KG. Luke Eynin, Ansbert Gadicke, Nicholas Galakatos, Dennis Henner, Nicholas Simon III, Michael Steinmetz and Kurt Wheeler are the members of MPM III LLC and 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.

- (3) The shares on a post-conversion basis are held as follows: 1,813,640 by BV III QP, 121,940 by BV III, 35,110 by AM 2003, 54,770 by BV Parallel and 153,270 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.

- (4) The shares on a post-conversion basis are held as follows: 443,950 by BV III QP, 29,850 by BV III, 8,590 by AM 2003, 13,400 by BV Parallel and 37,520 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.

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### Remarks:

See Form 3 for Nicholas Galakatos filed simultaneously herewith for additional members of this joint

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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