

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 \*  
GALAKATOS NICHOLAS

(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 below) \_\_\_X\_\_\_ Other (specify 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock                    | 09/27/2016                           |  | J <sup>(1)</sup>               | 1,229,902 <sup>(2)</sup>  | \$ 0 <sup>(1)</sup> 2,459,804 <sup>(3)</sup>  | I  | See footnote <sup>(4)</sup>       |

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. Number of Derivative Securities Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

GALAKATOS NICHOLAS  
 C/O MPM ASSET MANAGEMENT  
 200 CLARENDON STREET, 54TH FLOOR  
 BOSTON, MA 02116

Former 10% stockholder

SIMON NICHOLAS J III  
 C/O MPM ASSET MANAGEMENT  
 200 CLARENDON STREET, 54TH FLOOR  
 BOSTON, MA 02116

Former 10% stockholder

WHEELER KURT  
 C/O MPM ASSET MANAGEMENT  
 200 CLARENDON STREET, 54TH FLOOR  
 BOSTON, MA 02116

Former 10% stockholder

## Signatures

/s/ Nicholas Galakatos                      09/29/2016

                                Date  
 \*\*Signature of Reporting Person

/s/ Nicholas Simon                      09/29/2016

                                Date  
 \*\*Signature of Reporting Person

/s/ Kurt Wheeler                      09/29/2016

                                Date  
 \*\*Signature of Reporting Person

## 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 the reporting persons, without consideration to their respective limited partners and members.

(2) The shares were distributed as follows: 1,023,819 shares by MPM BioVentures III-QP, L.P. ("BV III QP"), 68,835 shares by MPM BioVentures III, L.P. ("BV III"), 19,815 shares by MPM Asset Management Investors 2003 BVIII LLC ("AM 2003"), 30,911 shares by MPM BioVentures III Parallel Fund, L.P. ("BV Parallel") and 86,522 shares by MPM BioVentures III GmbH & Co. Beteiligungs KG ("BV KG").

(3) The shares are held as follows: 2,047,635 shares by BV III QP, 137,671 shares by BV III, 39,630 shares by AM 2003, 61,823 shares by BV Parallel and 173,045 shares by BV KG.

(4) 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 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.

### Remarks:

See Form 4 for MPM BioVentures III LLC 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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