

Harvey Brian Nicholas
Form 4
May 19, 2011

FORM 4

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

OMB APPROVAL

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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 *
Harvey Brian Nicholas

(Last) (First) (Middle)

C/O RADIUS HEALTH, INC. 201
BROADWAY, 6TH FLOOR

(Street)

CAMBRIDGE, MA 02139

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Radius Health, Inc. [NONE]

3. Date of Earliest Transaction
(Month/Day/Year)
05/17/2011

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) _____ Other (specify below)
Sr VP & CFO, Sec. & Treasurer

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ 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)			
			Code	V	Amount	(D)	Price
Common Stock	05/17/2011		A		30,000	A	11
					30,000	D	

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

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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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 0.9	05/17/2011		A	53,389	<u>(2)</u> 07/12/2017	Common Stock	53,389
Stock Option (Right to Buy)	\$ 1.2	05/17/2011		A	63,335	<u>(4)</u> 05/08/2018	Common Stock	63,335
Stock Option (Right to Buy)	\$ 1.2	05/17/2011		A	26,992	<u>(6)</u> 12/03/2018	Common Stock	26,992

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Harvey Brian Nicholas
C/O RADIUS HEALTH, INC. 201 BROADWAY
6TH FLOOR
CAMBRIDGE, MA 02139

Sr VP & CFO, Sec. & Treasurer

Signatures

/s/ B. Nicholas 05/19/2011
Harvey

__Signature of Date
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).

Received in exchange for 30,000 shares of common stock of Radius Health, Inc. in connection with the merger of RHI Merger Corp., a wholly-owned subsidiary of the Registrant (f/k/a MPM Acquisition Corp.), with and into Radius Health, Inc. ("Target") pursuant to which

(1) Target survived and became a wholly-owned subsidiary of Registrant (the "Surviving Corporation"). Following such merger, the Surviving Corporation merged with and into its parent corporation, the Registrant, and subsequently changed its name to "Radius Health, Inc." (the "Merger").

(2)

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Twenty-five percent of the options vested on December 1, 2007, twenty-five percent of the options vest in twelve equal quarterly installments with the first quarterly installment vesting on January 1, 2008, and the remaining 50% vest upon the completion of certain milestones.

- (3) Received in exchange for employee stock options to acquire 53,389 shares of Radius Health, Inc. common stock for \$0.90 per share in connection with the Merger.
- (4) 47,501 of the options vested on May 8, 2008, and the remaining options vest in twelve equal quarterly installments with the first quarterly installment vesting on October 1, 2008.
- (5) Received in exchange for employee stock options to acquire 63,335 shares of Radius Health, Inc. common stock for \$1.20 per share in connection with the Merger.
- (6) The options vest in sixteen equal quarterly installments with the first quarterly installment vesting on January 1, 2009.
- (7) Received in exchange for employee stock options to acquire 26,992 shares of Radius Health, Inc. common stock for \$1.20 per share in connection with the Merger.

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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