

WELLCOME TRUST LTD
 Form 4
 May 19, 2011

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 *
WELLCOME TRUST LTD

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
215 EUSTON ROAD
 (Street)

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

____ Director 10% Owner
 ____ Officer (give title below) ____ Other (specify below)

LONDON, X0 NW1 2BE
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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		

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)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Derivative Security	Disposed of (D) (Instr. 3, 4, and 5)			Code	V	Date Exercisable	Expiration Date	Title	Amount Number Shares
	(A)	(D)	(D)						
Series A-1 Convertible Preferred Stock	(1)	05/17/2011	J(2)			05/17/2011	(1)	Common Stock	255,220
Series A-2 Convertible Preferred Stock	(4)	05/17/2011	J(5)			05/17/2011	(4)	Common Stock	2,103,250

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WELLCOME TRUST LTD 215 EUSTON ROAD LONDON, X0 NW1 2BE			X	

Signatures

/s/ Alan Lynch 05/19/2011
 **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).
- (1) The Series A-1 convertible preferred stock is convertible into common stock at any time on a one-for-ten basis, and has no expiration date.
 Received in exchange for 255,220 shares of Series A-1 convertible preferred 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.
- (2) ("Target") pursuant to which 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").
- (3) These shares are owned directly by The Wellcome Trust Limited (the "Trustee"), a ten percent owner of the issuer, as trustee of The Wellcome Trust, and indirectly by The Wellcome Trust.
- (4) The Series A-2 convertible preferred stock is convertible into common stock at any time on a one-for-ten basis, and has no expiration date.
- (5) Received in exchange for 2,103,250 shares of Series A-2 convertible preferred stock of Radius Health, Inc. 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. 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.