

Radius Health, Inc.
Form 4
January 16, 2015

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 *
F2 Bioscience IV L.P.

(Last) (First) (Middle)

UGLAND HOUSE, SOUTH
CHURCH STREET, PO BOX 309

(Street)

GEORGE TOWN, E9 KY1-1104

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Radius Health, Inc. [RDUS]

3. Date of Earliest Transaction
(Month/Day/Year)
01/16/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 01/16/2015 | | J | | 1,794,983 (1) | D | (1) 0 |
| Common Stock | 01/16/2015 | | J | | 871,851 (3) | D | (3) 0 |
| | | | | | | I | By Fund (4) |

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number Shares |
| Common Stock Warrant | \$ 2.694 | 01/16/2015 | | J | 249,932 (1) | 02/14/2014 02/14/2019 | Common Stock 249,932 (1) |
| Common Stock Warrant | \$ 2.694 | 01/16/2015 | | J | 121,396 (3) | 02/14/2014 02/14/2019 | Common Stock 121,396 (3) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| F2 Bioscience IV L.P. UGLAND HOUSE, SOUTH CHURCH STREET PO BOX 309 GEORGE TOWN, E9 KY1-1104 | | X | | |
| F2 Bioscience IV GP Ltd. UGLAND HOUSE, SOUTH CHURCH STREET PO BOX 309 GEORGE TOWN, E9 KY1-1104 | | X | | |
| F2 Capital Ltd PO BOX 3175 ROAD TOWN TORTOLA, D8 VG 1110 | | X | | |
| Priestley Katherine UGLAND HOUSE, SOUTH CHURCH STREET PO BOX 309 GEORGE TOWN, E9 KY1-1104 | | X | | |
| F2 Bio Ventures V L.P. KINGSTON CHAMBERS P.O. BOX 173 ROAD TOWN, TORTOLA, D8 VG 1110 | | X | | |
| F2 Bio Ventures GP Ltd. KINGSTON CHAMBERS P.O. BOX 173 ROAD TOWN, TORTOLA, D8 VG 1110 | | X | | |

Globeways Holdings Ltd
 3RD FLOOR, GENEVE PLACE
 WATERFRONT DRIVE, PO BOX 3175
 ROAD TOWN, TORTOLA, D8 00000

X

Signatures

| | |
|---|------------|
| /s/ Morag Law, attorney-in-fact for F2 Bioscience IV, L.P. | 01/16/2015 |
| __Signature of Reporting Person | Date |
| /s/ Morag Law, attorney-in-fact for F2 Bioscience IV GP Ltd. | 01/16/2015 |
| __Signature of Reporting Person | Date |
| /s/ Morag Law, attorney-in-fact for F2 Capital Limited | 01/16/2015 |
| __Signature of Reporting Person | Date |
| /s/ Morag Law, attorney-in-fact for Katherine Priestley | 01/16/2015 |
| __Signature of Reporting Person | Date |
| /s/ Morag Law, attorney-in-fact for F2 Bio Ventures V, L.P. | 01/16/2015 |
| __Signature of Reporting Person | Date |
| /s/ Morag Law, attorney-in-fact for F2 Bio Ventures GP Ltd. | 01/16/2015 |
| __Signature of Reporting Person | Date |
| /s/ Morag Law, attorney-in-fact for Globeways Holdings Ltd. | 01/16/2015 |
| __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) Reflects a liquidating pro rata distribution by F2 Bioscience IV L.P. ("F2 IV") to its limited and general partners.
- The reported securities are owned directly by F2 IV. F2 Bioscience IV GP Ltd. ("F2 IV GP") is the General Partner of F2 IV. Katherine Priestley and Globeways Holdings Limited ("Globeways") are members of F2 IV GP. F2 Capital Limited ("F2 Capital") is an investment adviser to F2 IV. Each of the reporting persons disclaims beneficial ownership of the securities reported herein except to the extent of their pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.
- (3) Reflects a liquidating pro rata distribution by F2 Bio Ventures V L.P. ("F2 Bio") to its limited and general partners.
- The reported securities are owned directly by F2 Bio. F2 Bio Ventures GP Ltd. is the General Partner of F2 Bio. Globeways is the sole member of F2 Bio Ventures GP Ltd. F2 Capital is an investment adviser to F2 Bio. Each of the reporting persons disclaims beneficial
- (4) ownership of the securities reported herein except to the extent of their pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

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.