FLEMING JONATHAN

Form 4

December 16, 2011

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

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 * FLEMING JONATHAN

(First) (Middle) (Last)

C/O RADIUS HEALTH, INC., 201

BROADWAY, 6TH FLOOR

(Street)

4. If Amendment, Date Original

2. Issuer Name and Ticker or Trading Symbol

Radius Health, Inc. [NONE]

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

12/14/2011

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB

Number:

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response...

Estimated average

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OMB APPROVAL

3235-0287

January 31,

2005

0.5

X_ Director 10% Owner Other (specify Officer (give title

below)

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

5. Amount of

Securities

Beneficially

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

CAMBRIDGE, MA 02139

(City)

(Instr. 3)

1.Title of 2. Transaction Date 2A. Deemed Security

(Month/Day/Year)

(State)

Execution Date, if

(Zip)

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

or

Owned Following Reported Transaction(s) (Instr. 3 and 4)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership

(Instr. 4) (Instr. 4)

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)

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	8)	Acquired or Dispose (D) (Instr. 3, 4 and 5)	ed of				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Series A-1 Convertible Preferred Stock	<u>(1)</u>	12/14/2011		A		16,214		12/14/2011	<u>(1)</u>	Common Stock	162,140
Series A-1 Convertible Preferred Stock	(1)	12/14/2011		A		162		12/14/2011	<u>(1)</u>	Common Stock	1,620

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			

FLEMING JONATHAN C/O RADIUS HEALTH, INC. 201 BROADWAY, 6TH FLOOR CAMBRIDGE, MA 02139

X

Signatures

/s/ Jonathan J.

Fleming 12/16/2011

**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) Each share of the Series A-1 Convertible 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 rate of 10 shares of Common Stock for every 1 share of Series A-1 Convertible Preferred Stock.
- The reported securities are owned directly by OBP IV Holdings LLC ("OBP IV"). OBP Management IV, L.P. ("OBP Management IV") is the sole general partner of Oxford Bioscience Partners IV, L.P. ("OBP LP"), a member of OBP IV. The reporting person is one of two individual general partners of OBP Management IV. The reporting person disclaims beneficial ownership of the securities reported herein except to the extent of his pecuniary interest therein.
- The reported securities are owned directly by mRNA II Holdings LLC ("mRNA II"). OBP Management IV is the sole general partner of mRNA Fund II, L.P. ("mRNA LP"), a member of mRNA II. The reporting person is one of two individual general partners of OBP Management IV. The reporting person disclaims beneficial ownership of the securities reported herein except to the extent of his pecuniary interest therein.

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.

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