

FLEMING JONATHAN

Form 4

December 16, 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 *
FLEMING JONATHAN

(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)
12/14/2011

 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)

 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 Beneficial 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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative 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)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)							
			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	<u>(1)</u>	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.
- (2) 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.
- (3) 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.