

Radius Health, Inc.
Form 3
February 21, 2014

FORM 3

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

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *

Â F2 Bioscience IV L.P.

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

02/14/2014

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

4. Relationship of Reporting
Person(s) to Issuer

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

(Check all applicable)

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

UGLAND HOUSE, SOUTH
CHURCH STREET,Â PO BOX
309

(Street)

GEORGE
TOWN,Â E9Â KY1-1104

(City)

(State)

(Zip)

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 Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

Date
Exercisable

Expiration
Date

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

Amount or
Number of

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)

6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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				Shares		or Indirect (I) (Instr. 5)	
Series B-2 Convertible Preferred Stock	02/14/2014	Â (1)	Common Stock	2,279,380	\$ (1)	D (2)	Â
Series B-2 Convertible Preferred Stock	02/14/2014	Â (1)	Common Stock	1,107,130	\$ (1)	I	See footnote (3)
Common Stock Warrant	02/14/2014	02/14/2019	Common Stock	569,845	\$ 6.142	D (2)	Â
Common Stock Warrant	02/14/2014	02/14/2019	Common Stock	276,783	\$ 6.142	I	See footnote (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,Â E9Â KY1-1104	Â	Â X	Â	Â
F2 Bio Ventures V L.P. KINGSTON CHAMBERS, P.O. BOX 173 ROAD TOWN, TORTOLA,Â D8Â VG1110	Â	Â X	Â	Â
F2 Bioscience IV GP Ltd. UGLAND HOUSE, SOUTH CHURCH STREET PO BOX 309 GEORGE TOWN,Â E9Â KY1-1104	Â	Â X	Â	Â
F2 Bio Ventures GP Ltd. KINGSTON CHAMBERS, P.O. BOX 173 ROAD TOWN, TORTOLA,Â D8Â VG1110	Â	Â X	Â	Â
Globeways Holdings Ltd 3RD FLOOR, GENEVE PLACE, WATERFRONT DR. PO BOX 3175 ROAD TOWN, TORTOLA,Â D8Â	Â	Â X	Â	Â

Signatures

/s/ Morag Law, Attorney in Fact under Power of Attorney for F2 Bioscience IV L.P.	02/21/2014
__Signature of Reporting Person	Date
/s/ Morag Law, Attorney in Fact under Power of Attorney for F2 Bio Ventures V L.P.	02/21/2014
__Signature of Reporting Person	Date
/s/ Morag Law, Attorney in Fact under Power of Attorney for F2 Bioscience IV GP Ltd.	02/21/2014

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__Signature of Reporting Person

Date

/s/ Morag Law, Attorney in Fact under Power of Attorney for F2 Bioventures GP Ltd.

02/21/2014

__Signature of Reporting Person

Date

/s/ Morag Law, Attorney in Fact under Power of Attorney for Globeways Holdings Ltd.

02/21/2014

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 B 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 B-2 Convertible Preferred Stock.

- (2) The reported securities are owned directly by F2 Bioscience IV L.P. ("F2 IV"). Each of F2 Bioscience IV GP Ltd. ("F2 IV GP"), Katherine Priestley, Globeways Holdings Ltd ("Globeways") and F2 Capital Limited ("F2 Capital") are indirect beneficial owners of the reported securities. F2 IV GP is the General Partner of F2 IV. Katherine Priestley and Globeways are members of F2 IV GP. 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) The reported securities are owned directly by F2 Bio Ventures V L.P. ("F2 Bio"). Each of F2 Bio Ventures GP Ltd., Globeways and F2 Capital are indirect beneficial owners of the reported securities. 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 V. 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.

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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