

FLEMING JONATHAN
Form 4
May 19, 2011

FORM 4

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

OMB APPROVAL

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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)
05/17/2011

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 Ownership (Instr. 4)	
				Code	V	Amount				(A) or (D)
Common Stock	05/17/2011		A			15,173	A	15,173	I	By fund <u>(2)</u>
Common Stock	05/17/2011		A			151	A	15,324	I	By fund <u>(4)</u>

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)	
						Date Exercisable	Expiration Date	Title	Amount Number Shares
Series A-2 Convertible Preferred Stock	(5)	05/17/2011		A	108,628	05/17/2011	(5)	Common Stock	1,086,2
Series A-2 Convertible Preferred Stock	(5)	05/17/2011		A	1,090	05/17/2011	(5)	Common Stock	10,90
Series A-3 Convertible Preferred Stock	(8)	05/17/2011		A	24,983	05/17/2011	(8)	Common Stock	249,8
Series A-3 Convertible Preferred Stock	(8)	05/17/2011		A	250	05/17/2011	(8)	Common Stock	2,500

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/ B. Nicholas Harvey,
attorney-in-fact

05/19/2011

**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)

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Received in exchange for 15,173 shares of common 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. ("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").

The reported securities are owned directly by OBP IV - Holdings LLC ("OBP IV") and indirectly by Oxford Bioscience Partners IV L.P. ("OBP LP"), a member of OBP IV, and OBP Management IV L.P. ("OBP Management IV"), the sole general partner of OBP LP.

- (2) Jonathan Fleming is one of two individual general partners of OBP Management IV. Mr. Fleming disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
- (3) Received in exchange for 151 shares of common stock of Radius Health, Inc. in connection with the Merger.

The reported securities are owned directly by mRNA II - Holdings LLC ("mRNA II") and indirectly by mRNA Fund II ("mRNA LP"), a member of mRNA II, and OBP Management IV L.P. ("OBP Management IV"), the sole general partner of mRNA LP. Jonathan Fleming is one of two individual general partners of OBP Management IV. Mr. Fleming disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
- (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 1,086,280 shares of Series A-2 convertible preferred stock of Radius Health, Inc. in connection with the Merger.
- (6) Received in exchange for 10,900 shares of Series A-2 convertible preferred stock of Radius Health, Inc. in connection with the Merger.
- (7) The Series A-3 convertible preferred stock is convertible into common stock at any time on a one-for-ten basis, and has no expiration date.
- (8) Received in exchange for 249,830 shares of Series A-3 convertible preferred stock of Radius Health, Inc. in connection with the Merger.
- (9) Received in exchange for 2,500 shares of Series A-3 convertible preferred stock of Radius Health, Inc. in connection with the Merger.
- (10)

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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