

Radius Health, Inc.
Form 4
February 21, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 Capital Ltd

(Last) (First) (Middle)

PO BOX 3175 ROAD TOWN,

(Street)

TORTOLA, D8 VG 1110

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/14/2014

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 Ownership (Instr. 4)
			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 (Instr. 3)	2. Conversion or Exercise Price of	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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	Derivative Security		Code	Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount Number of Shares
				(A)	(D)				
Series B-2 Convertible Preferred Stock	(1)	02/14/2014	P	227,938		02/14/2014	(1)	Common Stock	2,27
Series B-2 Convertible Preferred Stock	(1)	02/14/2014	P	110,713		02/14/2014	(1)	Common Stock	1,10
Common Stock Warrant	\$ 6.142	02/14/2014	P	569,845		02/14/2014	02/14/2019	Common Stock	569
Common Stock Warrant	\$ 6.142	02/14/2014	P	276,783		02/14/2014	02/14/2019	Common Stock	276

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
F2 Capital Ltd PO BOX 3175 ROAD TOWN TORTOLA, D8 VG 1110		X		
Priestley Katherine 3RD FLOOR, DEVON HOUSE 12-15 DOWGATE HILL LONDON, X0 SW1H 9BL		X		

Signatures

/s/ F2 Capital Ltd 02/21/2014

**Signature of Reporting Person

Date

/s/ Katherine Priestley 02/21/2014

**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 B-2 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) Payment of an aggregate purchase price equal to the product of (i) \$61.42 multiplied by (ii) the total number of reported shares of Series B-2 Convertible Preferred Stock, entitled the purchaser to receive the reported shares of Series B-2 Convertible Preferred Stock as well as the reported warrant exercisable for shares of Common Stock.
- (3) The reported securities are owned directly by F2 Bioscience IV L.P. ("F2 IV"). Each of F2 Biosciences IV GP Ltd. ("F2 IV GP"), Katherine Priestley, Globeways Holdings Limited ("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.
- (4) 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. 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.