

F2 Bioscience VI L.P.
Form 4
June 13, 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 Bioscience IV L.P.

2. Issuer Name and Ticker or Trading Symbol
Radius Health, Inc. [RDUS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
PO BOX 309, UGLAND HOUSE, SOUTH CHURCH STREET

3. Date of Earliest Transaction (Month/Day/Year)
06/11/2014

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

(Street)
GEORGE TOWN, E9 KY1-1104

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 06/11/2014 | | C | (A) V Amount 1,794,983 (1) | (D) Price 1,794,983 (1) | D (2) | |
| Common Stock | 06/11/2014 | | C | (A) V Amount 871,851 (1) | (D) Price 871,851 (1) | I | See footnote (3) |
| Common Stock | 06/11/2014 | | P | (A) V Amount 587,500 | (D) Price \$ 8 587,500 | I | See footnote (4) |

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

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

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 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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Series B-2 Convertible Preferred Stock | (5) | 06/11/2014 | | C | 227,938 | (5) (5) | | Common Stock | 1,794,985 |
| Series B-2 Convertible Preferred Stock | (5) | 06/11/2014 | | C | 110,713 | (5) (5) | | Common Stock | 871,855 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| F2 Bioscience IV L.P. PO BOX 309, UGLAND HOUSE SOUTH CHURCH STREET GEORGE TOWN, E9 KY1-1104 | | X | | |
| F2 Bioscience IV GP Ltd. PO BOX 309, UGLAND HOUSE SOUTH CHURCH STREET GEORGE TOWN, E9 KY1-1104 | | X | | |
| F2 Capital Ltd 3RD FLOOR, GENEVE PLACE, WATERFRONT DR PO BOX 3175, ROAD TOWN TORTOLA, D8 | | X | | |
| Priestley Katherine SUITE 6, ALBION RIVERSIDE BUILDING 8 HESTER ROAD LONDON, X0 SW11 4AX | | X | | |

| | |
|---|---|
| F2 Bio Ventures V L.P. KINGSTON CHAMBERS, P.O. BOX 173 ROAD TOWN TORTOLA, D8 | X |
| F2 Bio Ventures GP Ltd. KINGSTON CHAMBERS, P.O. BOX 173 ROAD TOWN TORTOLA, D8 | X |
| Globeways Holdings Ltd 3RD FLOOR, GENEVE PLACE, WATERFRONT DR PO BOX 3175, ROAD TOWN TORTOLA, D8 | X |
| F2 Bioscience VI L.P. PO BOX 309, UGLAND HOUSE SOUTH CHURCH STREET GEORGE TOWN, E9 KY1-1104 | X |

Signatures

| | |
|---|------------|
| /s/ Morag Law, attorney-in-fact for F2 Bioscience IV, L.P. | 06/12/2014 |
| __Signature of Reporting Person | Date |
| /s/ Morag Law, attorney-in-fact for F2 Bioscience IV GP Ltd. | 06/12/2014 |
| __Signature of Reporting Person | Date |
| /s/ Morag Law, attorney-in-fact for F2 Capital Ltd. | 06/12/2014 |
| __Signature of Reporting Person | Date |
| /s/ Morag Law, attorney-in-fact for Katherine Priestley | 06/12/2014 |
| __Signature of Reporting Person | Date |
| /s/ Morag Law, attorney-in-fact for F2 Bio Ventures V, L.P. | 06/12/2014 |
| __Signature of Reporting Person | Date |
| /s/ Morag Law, attorney-in-fact for F2 Bio Ventures GP Ltd. | 06/12/2014 |
| __Signature of Reporting Person | Date |
| /s/ Morag Law, attorney-in-fact for Globeways Holdings Ltd. | 06/12/2014 |
| __Signature of Reporting Person | Date |
| /s/ Morag Law, attorney-in-fact for F2 Bioscience VI, L.P. | 06/12/2014 |
| __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).

The securities reported reflect (i) the total number of shares of common stock issued pursuant to the conversion of Series B-2 Convertible Preferred Stock (the "Series B-2 Stock") previously reported, (ii) a 1 for 2.28 reverse stock split, effected by the Issuer on 4/24/14 (the "Stock Split"), and (iii) all accrued dividends on the Series B-2 Stock paid in shares of common stock in connection with such conversion.

(1) The reported securities are owned directly by F2 Bioscience IV L.P. ("F2 IV"). F2 Bioscience IV GP Ltd. ("F2 IV GP") is the General Partner of F2 IV. Katherine Priestley and Globeways Holdings Limited ("Globeways") are members of F2 IV GP. F2 Capital Limited ("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.

(2) The reported securities are owned directly by F2 Bio Ventures V L.P. ("F2 Bio"). 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 Bio. 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 Bioscience VI L.P. ("F2 Science"). F2 IV GP is the General Partner of F2 Science. Katherine Priestley and Globeways are members of F2 IV GP. F2 Capital is an investment adviser to F2 Science. 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) Prior to its automatic conversion into common stock upon the closing of the Issuer's initial public offering on June 11, 2014 (the "Closing Date"), the Series B-2 Stock was convertible at any time, at the holder's election and had no expiration date. On the Closing Date, the Series B-2 Stock was automatically converted into common stock on a 4.386 to 1 basis (which conversion ratio is reflective of the Stock Split), plus accrued dividends on the Series B-2 Stock payable in shares of common stock in connection with such conversion.

(5) 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.