Jovan-Embiricos Morana Form 3 May 03, 2013

FORM 3

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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

OMB APPROVAL

OMB Number:

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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 *

À Jovan-Embiricos Morana

(Last)

(First)

(Middle)

Statement

(Month/Day/Year)

04/23/2013

2. Date of Event Requiring 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)

C/O RADIUS HEALTH. INC., 201 BROADWAY, 6TH

FLOOR

(Instr. 4)

(Street)

__X__ Director _X_ 10% Owner Officer

(Check all applicable)

Other (give title below) (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting

Person

Form filed by More than One Reporting Person

CAMBRIDGE, MAÂ 02139

(State)

(City) 1. Title of Security (Zip)

Table I - Non-Derivative Securities Beneficially Owned 2. Amount of Securities

Beneficially Owned

(Instr. 4)

3. Ownership 4. Nature of Indirect Beneficial

Ownership (Instr. 5)

Form: Direct (D) or Indirect (I)

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

(Instr. 4)

1. Title of Derivative Security 2. Date Exercisable and **Expiration Date**

(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security

4 Conversion or Exercise

Price of

5. Ownership Form of Derivative

6. Nature of Indirect Beneficial

Ownership

Date Exercisable Expiration Date

Title

(Instr. 4)

Amount or Number of Derivative Security

(Instr. 5) Security: Direct (D)

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				Shares		or Indirect (I) (Instr. 5)	
Series B Convertible Preferred Stock	04/23/2013	(1)	Common Stock	3,256,270	\$ <u>(1)</u>	I	By Fund (2)
Common Stock Warrant	04/23/2013	04/23/2018	Common Stock	814,068	\$ 6.142	I	By Fund (2)

Reporting Owners

Reporting Owner Name / Address		Relationsh	nips	
	Director	10% Owner	Officer	Other
Jovan-Embiricos Morana C/O RADIUS HEALTH, INC. 201 BROADWAY, 6TH FLOOR	ÂΧ	ÂΧ	Â	Â
CAMBRIDGE. MA 02139				

Signatures

/s/ B. Nicholas Harvey, attorney-in-fact

05/03/2013

**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 Convertible Preferred Stock..
- The reported securities are owned directly by F2 Bioscience III, L.P. ("F2"). F2 Biosciences GP Ltd., ("F2 GP") is the General Partner of (2) F2. The reporting person is a member of F2 GP. The reporting person disclaims beneficial ownership of the securities reported herein except to the extent of her 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.

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