

SIMON NICHOLAS J III
 Form 3
 May 19, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 GALAKATOS NICHOLAS (Last) (First) (Middle) C/O MPM ASSET MANAGEMENT,Â 200 CLARENDON ST., 54TH FLOOR (Street) BOSTON,Â MAÂ 02116 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 05/17/2011	3. Issuer Name and Ticker or Trading Symbol Radius Health, Inc. [NONE]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> 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)

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.

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)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
---	---	--	---	---	--

Edgar Filing: SIMON NICHOLAS J III - Form 3

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Series A-1 Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	1,469,080	\$ (1)	I	See footnote (2)
Series A-2 Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	2,178,730	\$ (1)	I	See footnote (3)
Series A-3 Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	533,310	\$ (1)	I	See footnote (4)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GALAKATOS NICHOLAS C/O MPM ASSET MANAGEMENT 200 CLARENDON ST., 54TH FLOOR BOSTON, MA 02116	Â	Â X	Â	Â
SIMON NICHOLAS J III C/O MPM ASSET MANAGEMENT 200 CLARENDON ST., 54TH FLOOR BOSTON, MA 02116	Â	Â X	Â	Â
WHEELER KURT C/O MPM ASSET MANAGEMENT 200 CLARENDON ST., 54TH FLOOR BOSTON, MA 02116	Â	Â X	Â	Â

Signatures

/s/ Nicholas Galakatos 05/19/2011

**Signature of Reporting Person Date

/s/ Nicholas J. Simon, III 05/19/2011

**Signature of Reporting Person Date

/s/ Kurt Wheeler 05/19/2011

**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 Series A-1 Convertible Preferred Stock, Series A-2 Convertible Preferred Stock and Series A-3 Convertible Preferred Stock (collectively, the "Preferred Stock") has no expiration date and is convertible at any time, in whole or in part, at the election of the

Edgar Filing: SIMON NICHOLAS J III - Form 3

holder at a conversion ratio of 10 shares of Common Stock for every 1 share of Preferred Stock.

The shares on a post-conversion basis are held as follows: 1,222,900 by MPM BioVentures III-QP, L.P. ("BV III QP"), 82,220 by MPM BioVentures III, L.P. ("BV III"), 23,680 by MPM Asset Management Investors 2003 BVIII LLC ("AM 2003"), 36,930 by MPM BioVentures III Parallel Fund, L.P. ("BV Parallel") and 103,350 by MPM BioVentures III GmbH & Co. Beteiligungs KG ("BV KG").

- (2) MPM BioVentures III GP, L.P. ("MPM III GP") and MPM BioVentures III LLC ("MPM III LLC") are the direct and indirect general partners of BV III QP, BV III, BV Parallel and BV KG. Luke Evin, Ansbert Gadicke, Nicholas Galakatos, Dennis Henner, Nicholas Simon III, Michael Steinmetz and Kurt Wheeler are the members of MPM III LLC and AM 2003. Each reporting person disclaims beneficial ownership of the securities reported herein except to the extent of his or its respective pecuniary interest therein.

The shares on a post-conversion basis are held as follows: 1,813,640 by BV III QP, 121,940 by BV III, 35,110 by AM 2003, 54,770 by BV Parallel and 153,270 by BV KG. Each reporting person disclaims beneficial ownership of the securities reported herein except to the extent of his or its respective pecuniary interest therein.

- (3) BV Parallel and 153,270 by BV KG. Each reporting person disclaims beneficial ownership of the securities reported herein except to the extent of his or its respective pecuniary interest therein.

The shares on a post-conversion basis are held as follows: 443,950 by BV III QP, 29,850 by BV III, 8,590 by AM 2003, 13,400 by BV Parallel and 37,520 by BV KG. Each reporting person disclaims beneficial ownership of the securities reported herein except to the extent of his or its respective pecuniary interest therein.

- (4) Parallel and 37,520 by BV KG. Each reporting person disclaims beneficial ownership of the securities reported herein except to the extent of his or its respective pecuniary interest therein.

Â

Remarks:

See Form 3 for MPM BioVentures III LLC filed simultaneously herewith for additional members of

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.