

Harvey Brian Nicholas  
 Form 4  
 May 19, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 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 \*  
 Harvey Brian Nicholas

(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)  
 Sr VP & CFO, Sec. & Treasurer

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)
				(A) or (D) Price			
Common Stock	05/17/2011		A	30,000 A 11	30,000	D	

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)**

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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)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 0.9	05/17/2011		A	53,389	<u>(2)</u> 07/12/2017	Common Stock	53,389
Stock Option (Right to Buy)	\$ 1.2	05/17/2011		A	63,335	<u>(4)</u> 05/08/2018	Common Stock	63,335
Stock Option (Right to Buy)	\$ 1.2	05/17/2011		A	26,992	<u>(6)</u> 12/03/2018	Common Stock	26,992

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

Harvey Brian Nicholas  
C/O RADIUS HEALTH, INC. 201 BROADWAY  
6TH FLOOR  
CAMBRIDGE, MA 02139

Sr VP & CFO, Sec. & Treasurer

## Signatures

/s/ B. Nicholas                      05/19/2011  
Harvey

\_\_Signature of                      Date  
Reporting Person

## 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).

Received in exchange for 30,000 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

(1) 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").

(2)

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Twenty-five percent of the options vested on December 1, 2007, twenty-five percent of the options vest in twelve equal quarterly installments with the first quarterly installment vesting on January 1, 2008, and the remaining 50% vest upon the completion of certain milestones.

- (3) Received in exchange for employee stock options to acquire 53,389 shares of Radius Health, Inc. common stock for \$0.90 per share in connection with the Merger.
- (4) 47,501 of the options vested on May 8, 2008, and the remaining options vest in twelve equal quarterly installments with the first quarterly installment vesting on October 1, 2008.
- (5) Received in exchange for employee stock options to acquire 63,335 shares of Radius Health, Inc. common stock for \$1.20 per share in connection with the Merger.
- (6) The options vest in sixteen equal quarterly installments with the first quarterly installment vesting on January 1, 2009.
- (7) Received in exchange for employee stock options to acquire 26,992 shares of Radius Health, Inc. common stock for \$1.20 per share in connection with the Merger.

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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