

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  
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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 \*  
**BIOTECH GROWTH N V**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

**SNIPWEG 26**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**02/19/2014**

\_\_\_\_ Director  10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

(Street)

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

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

**CURACAO, 00000**

(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 Ownership (Instr. 4)
				(A) or (D)	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)	(D)				
Series B-2 Convertible Preferred Stock <sup>(1)</sup>	<u>(2)</u>	02/19/2014	P	65,125		02/19/2014	<u>(2)</u>	Common Stock	651	
Common Stock Warrant <sup>(1)</sup>	\$ 6.142	02/19/2014	P	162,813		02/19/2014	02/19/2019	Common Stock	162	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BIOTECH GROWTH N V SNIPWEG 26 CURACAO 00000		X		
BB BIOTECH AG VORDERGASSE 3 SCHAFFHAUSEN, V8 8200		X		

## Signatures

/s/ Michael Hutter Signatory Authority for Biotech Growth N.V. and BB Biotech AG

02/21/2014

<sup>\*\*</sup>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).

- Biotech Growth N.V. is a wholly-owned subsidiary of BB Biotech AG. Accordingly, BB Biotech AG may be deemed to be the indirect
- (1) beneficial owner of the securities of Radius Health, Inc. held directly or indirectly by Biotech Growth N.V. This Form 4 is filed jointly by BB Biotech AG and Biotech Growth N.V.
  - (2) 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.
  - (3) 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.
  - (4) Does not include 97,688 shares of Radius Health, Inc.'s Series B Preferred Stock.

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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