

HEALTHCARE VENTURES VII LP
 Form 3
 May 24, 2011

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

OMB APPROVAL

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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 * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| HEALTHCARE VENTURES VII LP | | | (Month/Day/Year) | Radius Health, Inc. [NONE] | |
| (Last) | (First) | (Middle) | 05/17/2011 | | |
| 44 NASSAU STREET, PRINCETON, NJ 08542 | | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | | | |

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) |
|------------------------------------|--|---|--|
| Common Stock | 83,113 | D ⁽¹⁾ | |

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)

| 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) Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|--|---|--|
|---|---|---|--|---|--|

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| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|----------------------------|------------------|-----------------|--------------|----------------------------|--------|----------------------------|---|
| Series A-1 Preferred Stock | Â (2) | Â (3) | Common Stock | 196,510 | \$ (3) | D (1) | Â |
| Series A-2 Preferred Stock | Â (4) | Â (3) | Common Stock | 982,780 | \$ (3) | D (1) | Â |
| Series A-3 Preferred Stock | Â (5) | Â (3) | Common Stock | 636,630 | \$ (3) | D (1) | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HEALTHCARE VENTURES VII LP 44 NASSAU STREET PRINCETON, NJ 08542 | Â | Â X | Â | Â |
| LAWLOR AUGUSTINE 55 CAMBRIDGE PARKWAY SUITE 301 CAMBRIDGE, MA 02142 | Â | Â X | Â | Â |
| LITTLECHILD JOHN W 55 CAMBRIDGE PARKWAY SUITE 301 CAMBRIDGE, MA 02142 | Â | Â X | Â | Â |
| Mirabelli Christopher 55 CAMBRIDGE PARKWAY SUITE 301 CAMBRIDGE, MA 02142 | Â | Â X | Â | Â |
| WERNER HAROLD R C/O HEALTHCARE VENTURES LLC 44 NASSAU STREET PRINCETON, NJ 08542 | Â | Â X | Â | Â |
| HealthCare Partners VII, L.P. 44 NASSAU STREET PRINCETON, NJ 08542 | Â | Â X | Â | Â |
| CAVANAUGH JAMES H C/O HEALTHCARE VENTURES LLC 44 NASSAU STREET PRINCETON, NJ 08542 | Â | Â X | Â | Â |

Signatures

/s/Jeffrey Steinberg, Administrative Partner for HealthCare Ventures VII, L.P.

05/24/2011

__Signature of Reporting Person

Date

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| | |
|---|------------|
| Jeffrey Steinberg, Attorney-in-Fact | 05/24/2011 |
| __Signature of Reporting Person | Date |
| Jeffrey Steinberg, Attorney-in-Fact | 05/24/2011 |
| __Signature of Reporting Person | Date |
| Jeffrey Steinberg, Attorney-in-Fact | 05/24/2011 |
| __Signature of Reporting Person | Date |
| Jeffrey Steinberg, Attorney-in-Fact | 05/24/2011 |
| __Signature of Reporting Person | Date |
| Jeffrey Steinberg, Administrative Partner | 05/24/2011 |
| __Signature of Reporting Person | Date |
| Jeffrey Steinberg, Attorney-in-Fact | 05/24/2011 |
| __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).

These securities are owned directly by HealthCare Ventures VII, L.P. ("HCVVII"). These securities are owned indirectly by HealthCare Partners VII, L.P. ("HCPVII"), the General Partner of HCVVII, and each of James Cavanaugh, Harold Werner, John Littlechild,

- (1) Christopher Mirabelli and Augustine Lawlor, the general partners of HCPVII. Drs. Cavanaugh and Mirabelli and Messrs. Werner, Littlechild and Lawlor disclaim beneficial ownership of those securities in which they do not have a pecuniary interest and this report shall not be deemed an admission that they are the beneficial owners of these securities for purposes of Section 16.
- (2) 19,651 shares of Series A-1 Preferred Stock which are convertible at any time, in whole or in part at the election of the holder, into 196,510 shares of Common Stock of the Issuer.
- (3) Not Applicable.
- (4) 98,278 shares of Series A-2 Preferred Stock which are convertible at any time, in whole or in part at the election of the holder, into 982,780 shares of Common Stock of the Issuer.
- (5) 63,663 shares of Series A-3 Preferred Stock which are convertible at any time, in whole or in part at the election of the holder, into 636,630 shares of Common Stock of the Issuer.

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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