

Radius Health, Inc.
Form 4
September 11, 2015

FORM 4

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

OMB APPROVAL

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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 *
Snow David P.

(Last) (First) (Middle)
C/O RADIUS HEALTH, INC., 950
WINTER ST.
(Street)

WALTHAM, MA 02145

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Radius Health, Inc. [RDUS]

3. Date of Earliest Transaction
(Month/Day/Year)
09/09/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Chief Commercial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Reported (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)	
				(A) or (D)	Transaction(s) Price			
				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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Date Exercisable	Expiration Date	Title	Amount Number Share
			Code	V	(A)	(D)				
Performance Units	<u>(1)</u>	09/09/2015	A		25,000		<u>(1)</u>	<u>(1)</u>	Common Stock	25,000
Stock Option (Right to Buy)	\$ 65.23	09/09/2015	A		100,000		<u>(2)</u>	09/08/2025	Common Stock	100,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Snow David P. C/O RADIUS HEALTH, INC. 950 WINTER ST. WALTHAM, MA 02145			Chief Commercial Officer	

Signatures

/s/ B. Nicholas Harvey,
Attorney-in-fact
**Signature of Reporting Person

09/11/2015
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).

- Each performance unit represents a contingent right to receive one share of the Issuer's common stock. The performance units are earned, if at all, in three increments of 5,000 units, 10,000 units and 10,000 units if the average daily closing price of the Issuer's common stock
- (1) on the NASDAQ Global Market measured over a measurement period of 45 consecutive trading days ending no later than September 9, 2018 exceeds \$75, \$100 and \$120, respectively. Earned units vest on, and are converted to shares of the Issuer's common stock, after the first anniversary of the final day of the measurement period with respect to which the units were earned.
- (2) 25% of the shares underlying the stock option shall vest on September 9, 2016 and the remaining shares shall vest in substantially equal monthly installments over the following three years.

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.