

STEINMETZ MICHAEL
Form 3
May 19, 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 *
M P M B I O V E N T U R E S I I I L L C

(Last) (First) (Middle)

C/O MPM ASSET MANAGEMENT, 200 CLARENDON ST., 54TH FLOOR

(Street)

BOSTON, MA 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)

___ Director ___X___ 10% Owner
___ Officer ___ Other
(give title below) (specify below)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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)
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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)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	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
MPM BIOVENTURES III LLC C/O MPM ASSET MANAGEMENT 200 CLARENDON ST., 54TH FLOOR BOSTON, MA 02116	Â	Â X	Â	Â
MPM BIOVENTURES III PARALLEL FUND, L.P. C/O MPM ASSET MANAGEMENT 200 CLARENDON ST., 54TH FLOOR BOSTON, MA 02116	Â	Â X	Â	Â
MPM BIOVENTURES III GMBH & CO. Beteiligungs KG C/O MPM ASSET MANAGEMENT 200 CLARENDON ST., 54TH FLOOR BOSTON, MA 02116	Â	Â X	Â	Â
MPM BIOVENTURES III L.P. C/O MPM ASSET MANAGEMENT 200 CLARENDON ST., 54TH FLOOR BOSTON, MA 02116	Â	Â X	Â	Â
MPM BIOVENTURES III GP L.P. C/O MPM ASSET MANAGEMENT 200 CLARENDON ST., 54TH FLOOR BOSTON, MA 02116	Â	Â X	Â	Â
MPM BIOVENTURES III-QP L.P. C/O MPM ASSET MANAGEMENT 200 CLARENDON ST., 54TH FLOOR BOSTON, MA 02116	Â	Â X	Â	Â
MPM ASSET MANAGEMENT INVESTORS 2003 BVIII LLC C/O MPM ASSET MANAGEMENT 200 CLARENDON ST., 54TH FLOOR BOSTON, MA 02116	Â	Â X	Â	Â
	Â	Â X	Â	Â

HENNER DENNIS
 C/O MPM ASSET MANAGEMENT
 200 CLARENDON ST., 54TH FLOOR
 BOSTON, MA 02116

STEINMETZ MICHAEL
 C/O MPM ASSET MANAGEMENT
 200 CLARENDON ST., 54TH FLOOR
 BOSTON, MA 02116

Â Â X Â Â

Signatures

/s/ Luke Evnin, Series A Member of MPM BioVentures III LLC	05/19/2011
**Signature of Reporting Person	Date
/s/ Luke Evnin, Series A Member of MPM BioVentures III LLC, the general partner of MPM BioVentures III GP, L.P., the general partner of MPM BioVentures III Parallel Fund, L.P.	05/19/2011
**Signature of Reporting Person	Date
/s/ Luke Evnin, Series A Member of MPM BioVentures III LLC, the general partner of MPM BioVentures III GP, L.P., in its capacity as the Managing Limited Partner of MPM BioVentures III GmbH & Co. Beteiligungs KG	05/19/2011
**Signature of Reporting Person	Date
/s/ Luke Evnin, Series A Member of MPM BioVentures III LLC, the general partner of MPM BioVentures III GP, L.P., the general partner of MPM BioVentures III, L.P.	05/19/2011
**Signature of Reporting Person	Date
/s/ Luke Evnin, Series A Member of MPM BioVentures III LLC, the general partner of MPM BioVentures III GP, L.P.	05/19/2011
**Signature of Reporting Person	Date
/s/ Luke Evnin, Series A Member of MPM BioVentures III LLC, the general partner of MPM BioVentures III GP, L.P., the general partner of MPM BioVentures III-QP, L.P.	05/19/2011
**Signature of Reporting Person	Date
/s/ Luke Evnin, member of MPM Asset Management Investors 2003 BVIII LLC	05/19/2011
**Signature of Reporting Person	Date
/s/ Dennis Henner	05/19/2011
**Signature of Reporting Person	Date
/s/ Michael Steinmetz	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).

- Each share of Series A-1 Convertible Preferred Stock, Series A-2 Convertible Preferred Stock and Series A-3 Convertible Preferred
- (1) 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 holder at a conversion ratio of 10 shares of Common Stock for every 1 share of Preferred Stock.
 - (2) 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"). MPM BioVentures III GP, L.P. ("MPM III GP") and MPM BioVentures III LLC ("MPM III LLC") are the direct and indirect general

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partners of BV III QP, BV III, BV Parallel and BV KG. Luke Eynin, 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.

- (3) 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.

- (4) 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.

^

Remarks:

See Form 3 for Nicholas Galakatos filed simultaneously herewith for additional members of this joint

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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