

Priestley Katherine  
 Form 3  
 May 03, 2013

**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)

<p>1. Name and Address of Reporting Person *</p> <p>Â F2 Bioscience III, L.P.</p> <p>(Last) (First) (Middle)</p> <p>UGLAND HOUSE, SOUTH CHURCH STREET,Â PO BOX 309</p> <p>(Street)</p> <p>GEORGE TOWN,Â E9Â KY1-1104</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>04/23/2013</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Radius Health, Inc. [NONE]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p>___ Director    <input checked="" type="checkbox"/> 10% Owner          ___ Officer    ___ Other          (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p>___ Form filed by One Reporting Person  <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

<p>1. Title of Security (Instr. 4)</p>	<p>2. Amount of Securities Beneficially Owned (Instr. 4)</p>	<p>3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</p>	<p>4. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

<p>1. Title of Derivative Security (Instr. 4)</p>	<p>2. Date Exercisable and Expiration Date (Month/Day/Year)</p> <p>Date Exercisable    Expiration Date</p>	<p>3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)</p> <p>Title    Amount or Number of</p>	<p>4. Conversion or Exercise Price of Derivative Security</p>	<p>5. Ownership Form of Derivative Security: Direct (D)</p>	<p>6. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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				Shares		or Indirect (1) (Instr. 5)	
Series B Convertible Preferred Stock	04/23/2013	Â (1)	Common Stock	3,256,270	\$ (1)	D (2)	Â
Common Stock Warrant	04/23/2013	04/23/2018	Common Stock	814,068	\$ 6.142	D (2)	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
F2 Bioscience III, L.P. UGLAND HOUSE, SOUTH CHURCH STREET PO BOX 309 GEORGE TOWN,Â E9Â KY1-1104	Â	Â X	Â	Â
F2 Bioscience GP Ltd. UGLAND HOUSE, SOUTH CHURCH STREET PO BOX 309 GEORGE TOWN,Â E9Â KY1-1104	Â	Â X	Â	Â
F2 Capital Ltd UGLAND HOUSE, SOUTH CHURCH STREET PO BOX 309 GEORGE TOWN,Â E9Â KY1-1104	Â	Â X	Â	Â
Priestley Katherine UGLAND HOUSE, SOUTH CHURCH STREET PO BOX 309 GEORGE TOWN,Â E9Â KY1-1104	Â	Â X	Â	Â

## Signatures

/s/ Morag Law, attorney-in-fact for F2 Bioscience III, L.P.	05/03/2013
__Signature of Reporting Person	Date
/s/ Morag Law, attorney-in-fact for F2 Bioscience GP Ltd.	05/03/2013
__Signature of Reporting Person	Date
/s/ Morag Law, attorney-in-fact for F2 Capital Limited	05/03/2013
__Signature of Reporting Person	Date
/s/ Morag Law, attorney-in-fact for Kathrine Priestley	05/03/2013
__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).
- (1) Each share of the Series B 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 Convertible Preferred Stock.  

The reported securities are owned directly by F2 Bioscience III, L.P. ("F2"). Each of F2 Biosciences GP Ltd. ("F2 GP"), Katherine Priestley and F2 Capital Limited ("F2 Capital") are indirect beneficial owners of the reported securities. F2 GP is the General Partner of F2 and Katherine Priestley is a member of F2 GP. F2 Capital is an investment adviser to F2. Each of the reporting persons disclaims
- (2) beneficial ownership of the securities reported herein except to the extent of their pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

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.