

Radius Health, Inc.
Form PRE 14C
December 16, 2011

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 14C

(Rule 14c-101)

INFORMATION REQUIRED IN INFORMATION STATEMENT

SCHEDULE 14C INFORMATION

**Information Statement Pursuant to Section 14(c)
of the Securities Exchange Act of 1934**

Check the appropriate box:

- Preliminary Information Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14c-5(d)(2))
- Definitive Information Statement

RADIUS HEALTH, INC.
(Name of Registrant As Specified In Its Charter)

Payment of Filing Fee (Check the appropriate box):

- No fee required
- Fee computed on table below per Exchange Act Rules 14c-5(g) and 0-11
- (1) Title of each class of securities to which transaction applies:
- (2) Aggregate number of securities to which transaction applies:
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
- (4) Proposed maximum aggregate value of transaction:
- (5) Total fee paid:
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
- (1) Amount Previously Paid:
- (2) Form, Schedule or Registration Statement No.:

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(3) Filing Party:

(4) Date Filed:

Radius Health, Inc.

201 Broadway, 6th Floor
Cambridge, MA 02139

INFORMATION STATEMENT NOTICE

**WE ARE NOT ASKING YOU FOR A PROXY AND
YOU ARE REQUESTED NOT TO SEND US A PROXY**

Dear Stockholders:

The purpose of this notice and attached Information Statement is to inform you of the following actions taken by the Board of Directors of Radius Health, Inc. (the Company, we or us) and the majority stockholders of the Company as discussed below, each of which will become effective on January , 2012, the date that is twenty-one (21) calendar days after the date this Information Statement was first mailed to our stockholders:

1. On November 7, 2011, the Board of Directors (the Board) of the Company adopted and approved the Company s 2011 Equity Incentive Plan, which provided for 3,597,889 shares of the Company s common stock, par value \$0.0001 per share (the Common Stock), to be eligible for issuance to employees, consultants and non-employee directors as further described in the Information Statement;
2. On December 15, 2011, the Board adopted and approved an amendment (the Plan Amendment) to the Company s 2011 Equity Incentive Plan (as amended, the 2011 Plan), providing for an increase in the number of shares of Common Stock eligible for issuance thereunder from 3,597,889 to 4,252,953 as further described in the Information Statement; and
3. On December 15, 2011, the Board of the Company adopted and approved, subject to stockholder approval, an amendment (the Charter Amendment) to the Certificate of Designations of the Series A-1 Convertible Preferred Stock, Series A-2 Convertible Preferred Stock, Series A-3 Convertible Preferred Stock, Series A-4 Convertible Preferred Stock, Series A-5 Convertible Preferred Stock and Series A-6 Convertible Preferred Stock of the Company (the Certificate of Designations) to provide that shares of Common Stock issuable under the 2011 Plan shall be Excluded Stock under the Certificate of Designations so that the shares of Common Stock issued under the 2011 Plan will not be subject to the anti-dilution adjustment provisions in the Certificate of Designations.

We received the written consent, in lieu of a meeting of stockholders, of (i) the holders of shares of the Company s Series A-1 Convertible Preferred Stock, Series A-2 Convertible Preferred Stock and/or Series A-3 Convertible Preferred Stock representing at least 70% of the voting power of the shares of the Company s Series A-1 Convertible Preferred Stock, Series A-2 Convertible Preferred Stock and Series A-3 Convertible Preferred Stock then outstanding (the Senior Majority) and (ii) a majority of the outstanding shares of the Company s Common Stock, on an as-converted basis, on November 18, 2011 approving the 2011 Equity Incentive Plan, and on December 16, 2011 approving the

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Plan Amendment and the Charter Amendment. A copy of each of the stockholder consents, the 2011 Plan and the Charter Amendment, which has been recommended by the Company's Board of Directors (the Board), is attached to this Information Statement as Exhibit A, Exhibit B and Exhibit C, respectively.

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Pursuant to the rules and regulations promulgated by the Securities and Exchange Commission (the "SEC") under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), an Information Statement must be provided to the holders of voting stock of the Company who did not sign the written consent at least 20 days prior to the effective date of the actions set forth in the consent. This notice and Information Statement will also be considered the notice required by Section 228(e) of the General Corporation Law of the State of Delaware ("DGCL"). You are encouraged to read the attached Information Statement, including the exhibits, for further information regarding this action.

This Information Statement is solely for your information and does not require or request you to do anything. This is not a notice of a meeting of stockholders and no stockholders' meeting will be held to consider the matters described in the Information Statement.

By Order of the Board of Directors,

Michael S. Wyzga
President and Chief Executive Officer

Cambridge, Massachusetts

December 1, 2011

Radius Health, Inc.

**201 Broadway, 6th Floor
Cambridge, MA 02139**

INFORMATION STATEMENT

The Company is mailing this Information Statement to you, as a holder of shares of our capital stock, to provide you with information regarding the following actions that were taken by written consent in lieu of a special meeting of stockholders by the holders of shares of our Series A-1 Convertible Preferred Stock, Series A-2 Convertible Preferred Stock and/or Series A-3 Convertible Preferred Stock representing at least 70% of the voting power of the shares of our Series A-1 Convertible Preferred Stock, Series A-2 Convertible Preferred Stock and Series A-3 Convertible Preferred Stock (the Senior Majority) and a majority of the outstanding shares of our Common Stock on an as-converted basis, each of which will become effective on January , 2012, the date that is twenty-one (21) calendar days after the date this Information Statement was first mailed to our stockholders:

1. On November 7, 2011, the Board of Directors of the Company (the Board) adopted and approved the Company s 2011 Equity Incentive Plan, which provides for 3,597,889 shares of the Company s common stock, par value \$0.0001 per share (the Common Stock), to be eligible for issuance to employees, consultants and non-employee directors as further described below;
2. On December 15, 2011, the Board adopted and approved an amendment (the Plan Amendment) to the Company s 2011 Equity Incentive Plan (as amended, the 2011 Plan), providing for an increase in the number of shares of Common Stock eligible for issuance thereunder from 3,597,889 to 4,252,953 as further described in the Information Statement; and
3. On December 15, 2011, the Board adopted and approved, subject to stockholder approval, an amendment (the Charter Amendment) to the Certificate of Designations of the Series A-1 Convertible Preferred Stock, Series A-2 Convertible Preferred Stock, Series A-3 Convertible Preferred Stock, Series A-4 Convertible Preferred Stock, Series A-5 Convertible Preferred Stock and Series A-6 Convertible Preferred Stock of the Company (the Certificate of Designations), to provide that shares of Common Stock issuable under the 2011 Plan shall be Excluded Stock under the Certificate of Designations so that the shares of Common Stock issued under the 2011 Plan will not be subject to the anti-dilution adjustment provisions in the Certificate of Designations.

On November 18, 2011, the holders of:

- 353,798 shares of the Company s Series A-1 Convertible Preferred Stock outstanding on November 7, 2011 (the First Record Date);
- 981,684 shares of the Company s Series A-2 Convertible Preferred Stock outstanding on the First Record Date; and

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- 142,227 shares of the Company's Series A-3 Convertible Preferred Stock outstanding on the First Record Date,

representing approximately 96% of the outstanding shares, as of the First Record Date, of the Company's Series A-1 Convertible Preferred Stock, Series A-2 Convertible Preferred Stock and

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Series A-3 Convertible Preferred Stock, collectively, and approximately 92% of the outstanding shares, on the First Record Date, of our Common Stock on an as-converted basis, executed a written consent in accordance with Section 228 of the DGCL and the Company's Bylaws (the Bylaws) approving the 2011 Plan.

On December 16, 2011, the holders of:

- 747,552 shares of the Company's Series A-1 Convertible Preferred Stock outstanding on December 15, 2011 (the Second Record Date);
- 871,966 shares of the Company's Series A-2 Convertible Preferred Stock outstanding on the Second Record Date; and
- 116,994 shares of the Company's Series A-3 Convertible Preferred Stock outstanding on the Second Record Date,

representing approximately 84% of the outstanding shares, as of the Second Record Date, of the Company's Series A-1 Convertible Preferred Stock, Series A-2 Convertible Preferred Stock and Series A-3 Convertible Preferred Stock, collectively, and approximately 83% of the outstanding shares, on the Second Record Date, of our Common Stock on an as-converted basis, executed a written consent in accordance with Section 228 of the DGCL and the Bylaws approving the Plan Amendment and the Charter Amendment.

WE ARE NOT ASKING YOU FOR A PROXY AND YOU ARE REQUESTED NOT TO SEND US A PROXY.

This Information Statement is being mailed on or about December , 2011 to stockholders of record on the First Record Date and the Second Record Date. On the First Record Date, there were:

- 592,581 shares of our Common Stock outstanding; and
- 1,549,130 shares of our Preferred Stock, par value \$0.0001 per share (the Preferred Stock), outstanding, consisting of:
 - 413,254 shares of Series A-1 Convertible Preferred Stock;
 - 983,208 shares of Series A-2 Convertible Preferred Stock;

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- 142,227 shares of Series A-3 Convertible Preferred Stock;
- 3,998 shares of Series A-4 Convertible Preferred Stock; and
- 6,443 shares of Series A-5 Convertible Preferred Stock.

As of the Second Record Date, there were:

- 599,247 shares of our Common Stock outstanding; and
- 2,075,488 shares of our Preferred Stock outstanding, consisting of:
 - 939,612 shares of Series A-1 Convertible Preferred Stock;
 - 983,208 shares of Series A-2 Convertible Preferred Stock; and
 - 142,227 shares of Series A-3 Convertible Preferred Stock;
 - 3,998 shares of Series A-4 Convertible Preferred Stock; and
 - 6,443 shares of Series A-5 Convertible Preferred Stock.

Each share of Preferred Stock is convertible into 10 shares of Common Stock. Under the terms of the Internal Revenue Code of 1986, as amended (the Code), the affirmative vote of the holders of a majority in voting power of our outstanding shares on an as-converted basis was required to enable us to grant incentive stock options (as defined in the Code) under the 2011 Plan. Under the terms of the DGCL and the Certificate of Designations, the affirmative vote of the holders of at least the Senior Majority and of a majority of our outstanding shares of Common Stock on an as-converted basis was required to approve the Charter Amendment.

On the First Record Date:

- 1,077,082 shares of Series A-1 Convertible Preferred Stock, Series A-2 Convertible Preferred Stock and/or Series A-3 Convertible Preferred Stock constituted the Senior Majority; and
- 8,041,941 shares of Common Stock constituted a majority of the outstanding shares of our Common Stock on an as-converted basis.

On the Second Record Date:

- 1,445,533 shares of Series A-1 Convertible Preferred Stock, Series A-2 Convertible Preferred Stock and/or Series A-3 Convertible Preferred Stock constituted the Senior Majority; and
- 10,677,064 shares of Common Stock constituted a majority of the outstanding shares of our Common Stock on an as-converted basis.

This is not a notice of a special meeting of stockholders and no stockholders meeting will be held to consider any matter described in this Information Statement.

The stockholders representing the Senior Majority and holding a majority of the outstanding shares of our Common Stock on an as-converted basis have voted to approve the 2011 Plan, the Plan Amendment and the Charter Amendment, which vote is sufficient to satisfy the stockholder vote requirement for each action. Accordingly, no additional votes will be needed to approve these matters.

ACTION 1 2011 EQUITY INCENTIVE PLAN

PROPOSAL AND BACKGROUND INFORMATION

The 2011 Plan was adopted by our Board of Directors (the Board) on November 7, 2011, amended on December 15, 2011, and approved by our stockholders on November 18, 2011 and December 16, 2011, as further described above, for the benefit of employees, consultants and non-employee directors of the Company and its affiliates. In connection with the adoption and approval of the 2011 Plan, we will not make any further awards under the Radius Health, Inc. 2003 Long-Term Incentive Plan (as amended) (the 2003 Plan), which is referred to as the suspension of the 2003 Plan, as of November 7, 2011. No new awards may be granted under the 2003 Plan, but awards outstanding at the time of suspension remain outstanding in accordance with their terms.

The following is a summary of the principal features of the 2011 Plan. The following description of the 2011 Plan is a summary and so is qualified by reference to the complete text of the 2011 Plan, attached to this Information Statement as Exhibit B, which is incorporated herein by reference.

SUMMARY OF THE 2011 PLAN

The 2011 Plan provides for the grant of incentive stock options (ISOs) to employees, and for the grant of nonqualified stock options to purchase shares of Common Stock, restricted stock, restricted stock units, stock appreciation rights, stock grants, performance units and performance awards to employees, consultants and non-employee directors, for the purposes of encouraging their ownership of Common Stock and providing additional incentives to promote the success of our business through the grant of awards of or pertaining to the Common Stock. ISOs are intended to be incentive stock options, as that term is defined in Section 422 of the Code.

The Employee Retirement Income Security Act of 1974 does not govern the 2011 Plan. In addition, the 2011 Plan does not qualify under Section 401(a) of the Code.

The main features of the 2011 Plan are summarized in this Information Statement. However, if there are any inconsistencies between this Information Statement and the 2011 Plan or the terms of any option or other award, the 2011 Plan and the terms of the option or other award will always control.

Securities Subject to the 2011 Plan

Under the terms of the 2011 Plan, the aggregate number of shares of Common Stock that may be subject to options and other awards is equal to the sum of (i) 2,655,064 shares of Common Stock and (ii) any shares underlying awards outstanding under the 2003 Plan as of November 7,

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2011 that, on or after that date, are forfeited or lapse without the issuance of shares. The maximum number of shares of Common Stock that may be issued under the 2011 Plan, including ISOs, is 4,252,953. The shares of Common Stock covered by the 2011 Plan are authorized but unissued shares, treasury shares or Common Stock purchased on the open market.

To the extent that an award terminates, expires or lapses for any reason or is settled in cash, any shares subject to the award (to the extent of such termination, expiration, lapse or cash settlement) may be used again for new grants under the 2011 Plan. Shares tendered or withheld to satisfy the grant or exercise price or tax withholding obligation pursuant to any award or the exercise price of an option may be used again for new grants under the 2011 Plan.

The maximum number of shares of Common Stock that may be subject to one or more awards to a participant pursuant to the 2011 Plan during any calendar year is 1,250,000 and the maximum amount

that may be paid to a participant in cash during any calendar year with respect to cash-based awards is \$2,000,000. However, these limits will not apply to certain awards granted under the 2011 Plan until the earliest to occur of the first material modification of the 2011 Plan following the date on which our Common Stock is listed on any securities exchange or designated on an interdealer quotation system (the Public Trading Date), the issuance of all of the shares reserved for issuance under the 2011 Plan, the expiration of the 2011 Plan or the first meeting of our stockholders at which directors are to be elected that occurs after the close of the third calendar year following the calendar year in which the Public Trading Date occurs.

Administration

The 2011 Plan provides that the Compensation Committee of the Board (the Compensation Committee) currently administers the 2011 Plan, although the Board may exercise any powers and responsibilities assigned to the Compensation Committee at any time.

The Compensation Committee has the authority to administer and interpret the 2011 Plan, including the power to determine eligibility, the types and sizes of awards, the price, timing and other terms and conditions of awards and the acceleration or waiver of any vesting or forfeiture restriction. The Compensation Committee may delegate to an executive officer or officers the authority to grant awards to non-officer employees and to consultants, in accordance with any guidelines as the Compensation Committee may determine.

Eligibility

Persons eligible to participate in the 2011 Plan include employees, consultants and non-employee directors of the Company and its affiliates, as determined by the Compensation Committee. Only employees of the Company and certain of its parent and subsidiary corporations are eligible to receive grants of options intended to qualify as ISOs.

Stock Options

The 2011 Plan authorizes the grant of stock options, including ISOs and nonqualified stock options. Under the 2011 Plan, the exercise price of ISOs granted pursuant to the 2011 Plan will not be less than 100% of the fair market value of the Common Stock on the date of grant, and the exercise price of nonqualified stock options granted pursuant to the 2011 Plan will be determined by the Compensation Committee. Stock options are subject to such vesting and exercisability conditions as are determined by the Compensation Committee and set forth in a written stock option agreement. In no event may an ISO have a term extending beyond the tenth anniversary of the date of grant. ISOs granted to any person who owns, as of the date of grant, stock possessing more than ten percent of the total combined voting power of all classes of the Company's stock, however, are required to have an exercise price that is not less than 110% of the fair market value of the Common Stock on the date of grant and may not have a term extending beyond the fifth anniversary of the date of grant. The aggregate fair market value of the shares with respect to which options intended to be ISOs are exercisable for the first time by an employee in any calendar year may not exceed \$100,000, or such other amount as the Code provides without being treated as a nonqualified stock option.

Stock Appreciation Rights

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A stock appreciation right (or a SAR) is the right to receive payment of an amount equal to the excess of the fair market value of a share of Common Stock on the date of exercise of the SAR over the grant price of the SAR. The grant price of each SAR granted under the 2011 Plan will be no less than the fair market value of a share of Common Stock on the date of grant of the SAR. The Compensation

Committee is authorized to issue SARs in such amounts and on such terms and conditions as it may determine, consistent with the terms of the 2011 Plan.

Restricted Stock

Restricted stock is the grant of shares of Common Stock at a price, if any, determined by the Compensation Committee, which shares are nontransferable and may be subject to forfeiture until specified vesting conditions are met. Restricted stock will be evidenced by a written agreement. During the period of restriction, restricted stock is subject to restrictions and vesting requirements, as provided by the Compensation Committee. The restrictions may lapse in accordance with a schedule or other conditions determined by the Compensation Committee.

Restricted Stock Units

A restricted stock unit provides for the issuance of a share of Common Stock at a future date upon the satisfaction of specific conditions set forth in the applicable award agreement. The Compensation Committee will specify, or permit the restricted stock unit holder to elect, the conditions and dates upon which payments under the restricted stock units will be made, which dates may not be earlier than the date as of which the restricted stock units vest and which conditions and dates will be subject to compliance with Section 409A of the Code. On the distribution dates, the Company will transfer to the participant one unrestricted, fully transferable share of the Common Stock (or the fair market value of one such share of Common Stock in cash) for each restricted stock unit scheduled to be paid out on such date and not previously forfeited.

Performance Units

Performance units represent the participant's right to receive an amount, based on the value of the Common Stock, if performance goals established by the Compensation Committee are achieved. The Compensation Committee will determine the applicable performance period, the performance goals and such other conditions that apply to the performance unit.

Performance Awards

A performance award is cash bonus award, stock bonus award, performance award or incentive award that is paid in cash, shares of Common Stock or a combination of both, as determined by the Compensation Committee. The Compensation Committee will determine the applicable performance period, the performance goals and such other conditions that apply to the performance award.

Stock Grants

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A stock grant is a grant in the form of shares of Common Stock. The number or value of shares of any stock grant will be determined by the Compensation Committee.

Qualified Performance-Based Awards

Any award under the 2011 Plan, other than a stock grant, may be issued as a qualified performance-based award that is earned based on the attainment of performance criteria. The Compensation Committee may grant qualified performance-based awards to employees who are or may be covered employees, as defined in Section 162(m) of the Code, that are intended to be performance-based compensation within the meaning of Section 162(m) of the Code in order to preserve the deductibility of these awards for federal income tax purposes. The qualified performance-based awards may be linked to

any one or more of the performance criteria set forth in the 2011 Plan or other specific criteria determined by the Compensation Committee.

Dividends, Dividend Equivalents

The 2011 Plan authorizes the Compensation Committee to provide a participant with the right to receive dividends or dividend equivalents with respect to shares of Common Stock covered by an award granted under the 2011 Plan. Dividends and dividend equivalents may be settled in cash or shares of Common Stock, as determined by the Compensation Committee.

Payment Methods

The Compensation Committee determines the methods by which payments by any option granted under the 2011 Plan may be paid, including, without limitation: (1) cash or check, (2) by placing a market sell order with a broker with respect to shares of Common Stock then-issuable upon exercise or vesting of an award, and directly the broker to pay a sufficient portion of the net proceeds of the sale to the Company in satisfaction of the aggregate payments required (provided that payment of such proceeds is then made to the Company upon settlement of such sale), (3) shares of Common Stock issuable pursuant to the award or previously held, or (4) such other legal consideration deemed acceptable by the Compensation Committee.

Forfeiture of Unvested Awards; Leave of Absence

Upon the termination of service of the holder of an option or stock appreciation right, unless otherwise provided by the Compensation Committee, the award generally will expire on a date not later than three months after the termination of service. Except as otherwise determined by the Compensation Committee, in the event that the employment or services of the holder of an award is terminated, the unvested portion of the award will generally be forfeited or may be subject to repurchase by the Company, and will cease to vest or become exercisable after the termination.

The Compensation Committee may provide that an award will continue to vest for some or all of the period of a leave of absence, or that vesting of an award will be tolled during a leave of absence, consistent with applicable law.

Transferability

Generally, awards under the 2011 Plan may only be transferred by will or the laws of descent and distribution, unless and until such award has been exercised or the shares underlying such award have been issued and all restrictions applicable to such shares have lapsed. However, subject to certain terms and conditions, the Compensation Committee may permit a holder to transfer a nonqualified stock option or shares of restricted stock to any family member under applicable securities laws.

Adjustments; Corporate Transactions

In the event of a declaration of a stock dividend, a stock split, a reverse stock split, a recapitalization, a reclassification, a reorganization or a similar occurrence, the Compensation Committee will make appropriate adjustments to:

- the number and kind of shares available for future grants;
- the number and kind of shares covered by each outstanding award;
- the grant or exercise price under each outstanding award; and
- the repurchase right of each share of restricted stock.

In the event that such a corporate action occurs that is not included in the list of actions covered in the immediately preceding sentence, the Compensation Committee may equitably adjust any outstanding awards under the 2011 Plan in such manner as it may deem equitable and appropriate.

In the event of a merger or consolidation, the sale or exchange of all Common Stock, the sale, transfer or disposition of all or substantially all of the Company's assets or a liquidation or dissolution of the Company, the Compensation Committee may take one or more of the following actions with respect to outstanding options and SARs:

- provide for the assumption or substitution of the awards;
- cancel the awards;
- accelerate the awards in whole or in part;
- cash out the awards;
- convert the awards into the right to receive liquidation proceeds; or
- any combination of the above.

Upon a liquidation or dissolution of the Company, except as otherwise provided in an applicable award agreement, all forfeiture restrictions and/or performance goals with respect to an award will automatically be deemed terminated or satisfied, as applicable.

In the event of a change of control of the Company (as defined in the 2011 Plan), the Compensation Committee will take any action it deems necessary or appropriate, including to accelerate an award in whole or in part. A SAR granted in tandem with a stock option that can only be exercised during limited periods following a change of control of the Company may entitle the holder to receive an amount based on the highest price paid or offered for the Common Stock in a transaction relating to the change of control or paid during the thirty-day period immediately preceding the change of control.

Termination or Amendment

The Board may terminate, amend or modify the 2011 Plan at any time. However, stockholder approval of an amendment is required to increase the aggregate share limit, change the description of eligible participants or to the extent necessary to comply with applicable law.

The term of the 2011 Plan will expire on the tenth anniversary of the date on which it was originally approved by the Board. No ISO may be granted pursuant to the 2011 Plan after the earlier of the tenth anniversary of the date on which the 2011 Plan was adopted by the Board or the tenth anniversary of the approval of the 2011 Plan by the Company's shareholders.

Tax Withholding

The Company may require participants to discharge applicable withholding tax obligations with respect to any award granted to the participant. The plan administrator may in its discretion allow a holder to meet any such withholding tax obligations by electing to have the Company withhold shares of Common Stock otherwise issuable under any award (or allow the return of shares of Common Stock) having a fair market value equal to the sums required to be withheld.

ACTION 2 AMENDMENT TO CERTIFICATE OF DESIGNATIONS

The Charter Amendment was adopted by the Board on December 15, 2011, and approved by our stockholders on December 16, 2011, as further described above, in order to provide that shares issuable under the 2011 Plan shall be Excluded Stock under the Certificate of Designations, to the effect that the issuance of shares of our capital stock under the 2011 Plan will not result in an anti-dilution adjustment under the terms of Section 7 of the Certificate of Designations, pursuant to which all shares of Preferred Stock have weighted-average anti-dilution protection (based on an initial conversion price per share of \$8.142), subject to certain exceptions.

The description of the Charter Amendment in this Information Statement is intended to be a summary only and is qualified in its entirety by the terms of the Charter Amendment included in the Certificate of Amendment attached to this Information Statement as Exhibit C, which is incorporated herein by reference.

Reasons for the Charter Amendment

The Charter Amendment will allow us to issue shares of our capital stock to employees, consultants and non-employee directors under the 2011 Plan without triggering an adjustment to the conversion price of the Preferred Stock under Section 7 of the Certificate of Designations.

Effectiveness of Charter Amendment

The Company intends to file the Certificate of Amendment setting forth the Charter Amendment with the Secretary of State of the State of Delaware following the effectiveness of the Stockholder Consent upon the expiration of 20 days after the mailing of this Information Statement to our stockholders as required under Rule 14c-2 under the Exchange Act.

STOCKHOLDER ACTION

Vote Required

On November 7, 2011, the First Record Date, there were:

- 592,581 shares of our Common Stock outstanding; and
- 1,549,130 shares of our Preferred Stock outstanding, consisting of:
 - 413,254 shares of Series A-1 Convertible Preferred Stock;
 - 983,208 shares of Series A-2 Convertible Preferred Stock;
 - 142,227 shares of Series A-3 Convertible Preferred Stock;
 - 3,998 shares of Series A-4 Convertible Preferred Stock; and
 - 6,443 shares of Series A-5 Convertible Preferred Stock.

As of December 15, 2011, the Second Record Date, there were:

- 599,247 shares of our Common Stock outstanding; and
- 2,075,488 shares of our Preferred Stock outstanding, consisting of:
 - 939,612 shares of Series A-1 Convertible Preferred Stock;
 - 983,208 shares of Series A-2 Convertible Preferred Stock;

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- 142,227 shares of Series A-3 Convertible Preferred Stock;
- 3,998 shares of Series A-4 Convertible Preferred Stock; and
- 6,443 shares of Series A-5 Convertible Preferred Stock.

Each share of Preferred Stock is convertible into 10 shares of Common Stock. Under the terms of the Code, the affirmative vote of the holders of a majority in voting power of our outstanding shares on an as-converted basis was required to enable us to grant incentive stock options (as defined in the Code) under the 2011 Plan. Under the terms of the DGCL and the Certificate of Designations, the affirmative vote of the holders of at least the Senior Majority and of a majority of our outstanding shares on an as-converted basis was required to approve the Charter Amendment.

On the First Record Date:

- 1,077,082 shares of Series A-1 Convertible Preferred Stock, Series A-2 Convertible Preferred Stock and/or Series A-3 Convertible Preferred Stock constituted the Senior Majority; and
- 8,041,941 shares of Common Stock constituted a majority of the outstanding shares of our Common Stock on an as-converted basis.

On the Second Record Date:

- 1,445,533 shares of Series A-1 Convertible Preferred Stock, Series A-2 Convertible Preferred Stock and/or Series A-3 Convertible Preferred Stock constituted the Senior Majority; and

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- 10,677,064 shares of Common Stock constituted a majority of the outstanding shares of our Common Stock on an as-converted basis.

On November 18, 2011, the holders of:

- 353,798 shares of the Company's Series A-1 Convertible Preferred Stock outstanding on the First Record Date;
- 981,684 shares of the Company's Series A-2 Convertible Preferred Stock outstanding on the First Record Date; and
- 142,227 shares of the Company's Series A-3 Convertible Preferred Stock outstanding on the First Record Date,

representing approximately 96% of the outstanding shares, on the First Record Date, of the Company's Series A-1 Convertible Preferred Stock, Series A-2 Convertible Preferred Stock and Series A-3 Convertible Preferred Stock, collectively, and approximately 92% of the outstanding shares, on the First Record Date, of our Common Stock on an as-converted basis, executed a written consent in accordance with Section 228 of the DGCL and the Bylaws approving the 2011 Plan.

On December 16, 2011, the holders of:

- 747,552 shares of the Company's Series A-1 Convertible Preferred Stock outstanding on the Second Record Date;
- 871,966 shares of the Company's Series A-2 Convertible Preferred Stock outstanding on the Second Record Date; and
- 116,994 shares of the Company's Series A-3 Convertible Preferred Stock outstanding on the Second Record Date,

representing approximately 84% of the outstanding shares, on the Second Record Date, of the Company's Series A-1 Convertible Preferred Stock, Series A-2 Convertible Preferred Stock and Series A-3 Convertible Preferred Stock, collectively, and approximately 83% of the outstanding shares, on the Second Record Date, of our Common Stock on an as-converted basis, executed a written consent in accordance with Section 228 of the DGCL and the Bylaws approving the Plan Amendment and the Charter Amendment.

Dissenters' Rights of Appraisal

Under Delaware law, stockholders will not have any opportunity to dissent or appraisal rights in connection with the actions described in this Information Statement.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth information regarding beneficial ownership of our Common Stock as of December 16, 2011 by: (i) each person known by the Company to be the beneficial owner calculated in accordance with Rule 13d-3(d)(1) promulgated under the Exchange Act of more than 5% of the outstanding shares of Common Stock; (ii) each director and executive officer of the Company; and (iii) all officers and directors as a group. Unless otherwise stated in the table or its footnotes, the person and entities listed below have the sole voting power and investment power with respect to the shares set forth next to one's name. Unless otherwise noted, the address of each stockholder below is c/o Radius Health, Inc., 201 Broadway, 6th Floor, Cambridge, MA 02139.

Name, (Title) and Address	Shares Beneficially Owned	Title of Class	Percentage of Class(1)(a)	Percentage of Converted Common Stock(1)(b)
Michael S. Wyzga (Chief Executive Officer, President and Director)	0		0%	0%
C. Richard Lyttle, Ph.D. (Chief Scientific Officer)	590,637(2)	Common Stock	52.58%	
		Converted Common Stock		2.71%
Nick Harvey (Chief Financial Officer, Treasurer, and Secretary)	179,513(3)	Common Stock	23.97%	
		Converted Common Stock		0.84%
Louis Brenner	0		0%	0%
		Converted Common Stock		0.90%
Gary Hattersley	86,163(4)	Common Stock	12.57%	
		Converted Common Stock		0.40%
Dr. Ansbert Gadicke (Director)	8,397,070(5)	Common Stock	93.34%	
	384,261(6)	Preferred Stock Series A-1	40.90%	
	402,155(7)	Preferred Stock Series A-2	40.90%	
	53,331(8)	Preferred Stock Series A-3	37.50%	
		Converted Common Stock		39.52%

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Name, (Title) and Address	Shares Beneficially Owned	Title of Class	Percentage of Class(1)(a)	Percentage of Converted Common Stock(1)(b)
Alan H. Auerbach (Director)	106,943(9)	Common Stock	15.14%	
		Converted Common Stock		0.05%
Jonathan Fleming (Director)	1,364,834(10)	Common Stock Series A-2	70.04%	
		Preferred Stock Series A-3	11.16%	
	25,233(12)	Preferred Stock	17.74%	
		Converted Common Stock		6.42%
Kurt C. Graves (Director)	42,780(13)	Common Stock	6.66%	
		Converted Common Stock		0.20%
Dr. Martin Muenchbach (Director)	1,896,980(14)	Common Stock Series A-1	75.99%	
		Preferred Stock Series A-2	9.00%	
	105,162(16)	Preferred Stock	10.70%	
		Converted Common Stock		8.93%
Elizabeth Stoner (Director)	10,000(17)	Common Stock	1.64%	
		Converted Common Stock		0.05%
Entities affiliated with MPM Bioventures III, L.P. c/o MPM Capital 200 Clarendon St., 54th Fl. Boston, MA 02116	8,397,070(18)	Common Stock Series A-1	93.34%	
	384,261(19)	Preferred Stock Series A-2	40.90%	
	402,155(20)	Preferred Stock Series A-3	40.90%	
	53,331(21)	Preferred Stock	37.50%	
		Converted Common Stock		39.52%

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Name, (Title) and Address	Shares Beneficially Owned	Title of Class	Percentage of Class(1)(a)	Percentage of Converted Common Stock(1)(b)
The Wellcome Trust Limited as trustee of The Wellcome Trust				
215 Euston Road London NW1 2BE England	2,868,910(22)	Common Stock Series A-1	82.72%	
	76,566(23)	Preferred Stock Series A-2	8.15%	
	210,325	Preferred Stock Converted	21.39%	
		Common Stock		13.50%
HealthCare Ventures VII, L.P. 55 Cambridge Parkway Suite 102 Cambridge, MA 02142	2,292,053(24)	Common Stock Series A-1	81.62%	
	58,953(25)	Preferred Stock Series A-2	6.27%	
	98,278	Preferred Stock Series A-3	10.00%	
	63,663	Preferred Stock Converted	44.76%	
		Common Stock		10.79%

Name, (Title) and Address	Shares Beneficially Owned	Title of Class	Percentage of Class(1)(a)	Percentage of Converted Common Stock(1)(b)
Entities affiliated with Saints Captial VI, L.P. 475 Sansome Street Suite 1850 San Francisco, CA 94111	1,856,104(26)	Common Stock Series A-1	76.07%	
	49,127(27)	Preferred Stock Series A-2	5.21%	
	109,718(28)	Preferred Stock Series A-3	11.16%	
	25,233(29)	Preferred Stock Converted	17.74%	
		Common Stock		8.74%
BB Biotech Ventures II, L.P. Traflagar Court Les Banques St. Peter Port Guernsey Channel Islands GY1 3QL	1,896,980(30)	Common Stock Series A-1	75.99%	
	84,536(31)	Preferred Stock Series A-2	9.00%	
	105,162	Preferred Stock Converted	10.70%	
		Common Stock		8.93%
Entities affiliated with Oxford Bioscience Partners 222 Berkley Street Suite 1650 Boston, MA 02116	1,364,834(32)	Common Stock Series A-2	70.04%	
	109,718(33)	Preferred Stock Series A-3	11.16%	
	25,233(34)	Preferred Stock Converted	17.74%	
		Common Stock		6.42%

Name, (Title) and Address	Shares Beneficially Owned	Title of Class	Percentage of Class(1)(a)	Percentage of Converted Common Stock(1)(b)
Healthcare Private Equity Limited Partnership Edinburgh One Morrison Street Edinburgh EH3 8BE U.K.	765,020(35)	Common Stock Series A-1	56.08%	
	20,416	Preferred Stock Series A-2	2.17%	
	56,086	Preferred Stock Converted Common Stock	5.70%	3.60%
Brookside Capital Partners Fund, L.P. Bain Capital, LLC 111 Huntington Avenue Boston, MA 02199	1,228,200(36)	Common Stock Series A-1	67.21%	
	122,820	Preferred Stock Converted Common Stock	13.07%	5.78%
Biotech Growth N.V. Asset Management BAB N.V. Ara Hill Top Building, Unit A-5 Pletterijweg Oost 1 Curaçao, Dutch Caribbean	1,228,200(37)	Common Stock Series A-1	67.21%	
	122,820	Preferred Stock Converted Common Stock	13.07%	5.78%

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Name, (Title) and Address	Shares Beneficially Owned	Title of Class	Percentage of Class(1)(a)	Percentage of Converted Common Stock(1)(b)
Ipsen Pharma SAS 65, quai Georges Gorse 92100 Boulogne Billancourt France	173,260(38)	Common Stock Series A-1	22.43%	
	17,326	Preferred Stock Converted Common Stock	1.84%	0.82%
Stavros C. Manolagas 35 River Ridge Circle Little Rock, AR 72227	91,040	Common Stock Converted Common Stock	15.19%	0.43%
Nordic Bioscience Herlev Hovedgade 207 2730 Herlev Denmark	64,430(39)	Common Stock Series A-5	9.71%	
	6,443	Preferred Stock Converted Common Stock	100%	0.30%
Louis O Dea 566 Main Street Hingham, MA 02043	193,087(40)	Common Stock	25.30%	
Michael Rosenblatt 130 Lake Ave Newton, MA 02459	43,915(41)	Common Stock Converted Common Stock	7.30%	0.21%
Patricia Rosenblatt 876 Beacon Street, Apt. No. 5 Newton, MA 02459	41,357	Common Stock Converted Common Stock	6.90%	0.19%
John Katzenellenbogen Trust 704 West Pennsylvania Avenue Urbana, Illinois 61801	56,065(42)	Common Stock Converted Common Stock	9.36%	0.26%

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Name, (Title) and Address	Shares Beneficially Owned	Title of Class	Percentage of Class(1)(a)	Percentage of Converted Common Stock(1)(b)
Chris Miller 11 Edgar Walker Court Hingham, MA 02043	63,853(43)	Common Stock Converted Common Stock	10.14%	0.30%
John Thomas Potts, Jr. Massachusetts General Hospital 149 13th Street, MC 1494005 Charlestown, MA 02129-2000	61,648(44)	Common Stock Converted Common Stock	10.85%	0.33%
Bart Henderson 48 Prentiss Lane Belmont, MA 02478	30,468	Common Stock Converted Common Stock	5.08%	0.14%
All Officers and Directors as a group (10 individuals)	12,525,197	Common Stock Converted Common Stock	96.26%	56.88%

(1)(a) Because shares of Preferred Stock vote together with Common Stock on an as-converted basis the percentages of beneficial ownership calculated in accordance with Rule 13d-3(d)(1) promulgated under the Exchange Act and reported in this column do not reflect the beneficial owner's voting percentage of our outstanding capital stock. See Note (1)(b).

(1)(b) A more accurate reflection of each beneficial owner's voting percentage is their percentage of the Preferred Stock and the Common Stock voting together as a single class (the Converted Common Stock), assuming the conversion of all issued and outstanding shares of Preferred Stock. In order to provide accurate disclosure of the relevant beneficial ownership percentage of each beneficial owner included in this table we have set forth each such beneficial owner's ownership percentage (calculated in accordance with Rule 13d-3 of the Exchange Act) of the Converted Common Stock in this column. See Note (1)(a).

(2) Includes 523,971 options to purchase our Common Stock anticipated to be exercisable within 60 days after December 16, 2011.

(3) Includes 149,513 options to purchase our Common Stock anticipated to be exercisable within 60 days after December 16, 2011.

(4) Consists of 86,163 options to purchase our Common Stock anticipated to be exercisable within 60 days after December 16, 2011.

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(5) Includes 82,220 shares of Common Stock issuable upon conversion of 8,222 shares of Company Series A-1 Preferred Stock, 121,940 shares of Common Stock issuable upon conversion of 12,194 shares of Company Series A-2 Preferred Stock, 29,850 shares of Common Stock issuable upon conversion of 2,985 shares of Company Series A-3 Preferred Stock issued to MPM BioVentures III, L.P. (BV III), in the Merger (as defined below), and 68,740 shares of Common Stock issuable upon conversion of 6,874 shares

of Company Series A-1 Preferred Stock issued to BV III at subsequent closings of the Company's Series A-1 Preferred Stock financing; 1,222,900 shares of Common Stock issuable upon conversion of 122,290 shares of Company Series A-1 Preferred Stock, 1,813,640 shares of Common Stock issuable upon conversion of 181,364 shares of Company Series A-2 Preferred Stock, and 443,950 shares of Common Stock issuable upon conversion of 44,395 shares of Company Series A-3 Preferred Stock issued to MPM BioVentures III-QP, L.P. (BV III QP), in the Merger, and 1,022,380 shares of Common Stock issuable upon conversion of 102,238 shares of Company Series A-1 Preferred Stock issued to BV III QP at subsequent closings of the Company's Series A-1 Preferred Stock financing; 103,350 shares of Common Stock issuable upon conversion of 10,335 shares of Company Series A-1 Preferred Stock, 153,270 shares of Common Stock issuable upon conversion of 15,327 shares of Company Series A-2 Preferred Stock, and 37,520 shares of Common Stock issuable upon conversion of 3,752 shares of Company Series A-3 Preferred Stock issued to MPM BioVentures III GmbH & Co. Beteiligungs K.G. (BV III KG), in the Merger, and 86,400 shares of Common Stock issuable upon conversion of 8,640 shares of Company Series A-1 Preferred Stock issued to BV III KG at subsequent closings of the Company's Series A-1 Preferred Stock financing; 36,930 shares of Common Stock issuable upon conversion of 3,693 shares of Company Series A-1 Preferred Stock, 54,770 shares of Common Stock issuable upon conversion of 5,477 shares of Company Series A-2 Preferred Stock, and 13,400 shares of Common Stock issuable upon conversion of 1,340 shares of Company Series A-3 Preferred Stock issued to MPM BiVentures III Parallel Fund, L.P. (BV III PF), in the Merger, and 30,860 shares of Common Stock issuable upon conversion of 3,086 shares of Company Series A-1 Preferred Stock issued to BV III PF at subsequent closings of the Company's Series A-1 Preferred Stock financing; 23,680 shares of Common Stock issuable upon conversion of 2,368 shares of Company Series A-1 Preferred Stock, 35,110 shares of Common Stock issuable upon conversion of 3,511 shares of Company Series A-2 Preferred Stock, and 8,590 shares of Common Stock issuable upon conversion of 859 shares of Company Series A-3 Preferred Stock issued to MPM Asset Management Investors 2003 BVIII LLC (AM LLC) in the Merger, and 19,780 shares of Common Stock issuable upon conversion of 1,978 shares of Company Series A-1 Preferred Stock issued to AM LLC at subsequent closings of the Company's Series A-1 Preferred Stock financing; 540,010 shares of Common Stock issuable upon conversion of 54,001 shares of Company Series A-1 Preferred Stock, and 1,842,420 shares of Common Stock issuable upon conversion of 184,242 shares of Company Series A-2 Preferred Stock issued to MPM Bio IV NVS Strategic Fund, L.P. (MPM NVS) in the Merger, and 605,360 shares of Common Stock issuable upon conversion of 60,536 shares of Company Series A-1 Preferred Stock issued to MPM NVS at subsequent closings of the Company's Series A-1 Preferred Stock financing. MPM BioVentures III GP, L.P. (BV III LP) and MPM BioVentures III LLC (BV3LLC) are the direct and indirect general partners of BV III, BV III QP, BV III KG, and BV III PF. MPM BioVentures IV GP LLC (BV IV GP) and MPM BioVentures IV LLC (BV4LLC) are the direct and indirect general partners of MPM NVS. BV3LLC is the General Partner of BV III LP. Ansbert Gadicke, Luke Evnin, Nicholas Galakatos, Michael Steinmetz, Dennis Henner, Nicholas Simon and Kurt Wheeler are the Members of BV3LLC and the managers of AM LLC. All members of BV3LLC share all power to vote, acquire, hold and dispose of all shares and warrants. Each member disclaims beneficial ownership of the securities except to the extent of their pecuniary interest therein. BV4LLC is the Managing Member of BV IV GP. Ansbert Gadicke, Luke Evnin, John Vander Vort, William Greene, James Scopa, Vaughn Kailian and Steven St. Peter are the Members of MPM BioVentures IV LLC. All members share all power to vote, acquire, hold and dispose of all shares and warrants. Each member disclaims beneficial ownership of the securities except to the extent of their pecuniary interest therein. Each entity mentioned above and Dr. Gadicke disclaim beneficial ownership of all shares not held by it or him of record. Beneficial ownership information is based on information known to the Company and a Schedule 13D filed with the Securities and Exchange Commission (the SEC) on May 27, 2011 by BV III, BV III QP, BV III KG, BV III PF, AM LLC, MPM NVS, Luke Evnin, Ansbert Gadicke, Nicholas Galakatos, Michael Steinmetz, Kurt Wheeler, Nicholas Simon III, Dennis Henner, Ashley L. Dombkowski, William Greene, Vaughn Kailian, James Paul Scopa, Steven St. Peter, and John Vander Vort.

(6) Includes of 8,222 shares of Company Series A-1 Preferred Stock issued to BV III in the Merger, and 6,874 shares of Company Series A-1 Preferred Stock issued to BV III at subsequent closings of the Company's Series A-1 Preferred Stock financing; 122,290 shares of Company Series A-1 Preferred Stock issued to BV III QP in the Merger, and 102,238 shares of Company Series A-1 Preferred Stock issued to BV III QP at subsequent closings of the Company's Series A-1 Preferred Stock financing; 10,335 shares of Company Series A-1 Preferred Stock issued to BV III KG in the Merger, and 8,640 shares of Company Series A-1 Preferred Stock issued to BV III KG at subsequent closings of the Company's Series A-1 Preferred Stock financing; 3,693 shares of Company Series A-1 Preferred Stock issued to BV III PF in the Merger, and 3,086 shares of Company Series A-1 Preferred Stock issued to BV III PF at subsequent closings of the Company's Series A-1 Preferred Stock financing; 2,368 shares of Company Series A-1 Preferred Stock, issued to AM LLC in the Merger, and 1,978 shares of Company Series A-1 Preferred Stock issued to AM LLC at subsequent closings of the Company's Series A-1 Preferred Stock financing; and 54,001 shares of Company Series A-1 Preferred Stock issued to MPM NVS in the Merger, and 60,536 shares of Company Series A-1 Preferred Stock issued to MPM NVS at subsequent closings of the Company's Series A-1 Preferred Stock financing. BV III LP and BV3LLC, are the direct and indirect general partners of BV III, BV III QP, BV III KG, and BV III PF. BV IV GP and BV4LLC are the direct and indirect general partners of MPM NVS. BV3LLC is the General Partner of BV III LP. Ansbert Gadicke, Luke Evnin, Nicholas Galakatos, Michael Steinmetz, Dennis Henner, Nicholas Simon and Kurt Wheeler are the Members of BV3LLC and the managers of AM LLC. All members share all power to vote, acquire, hold and dispose of all shares and warrants. Each member disclaims beneficial ownership of the securities except to the extent of their pecuniary interest therein. BV4LLC is the Managing Member of BV IV GP. Ansbert Gadicke, Luke Evnin, John Vander Vort, William Greene, James Scopa, Vaughn Kailian and Steven St. Peter are the Members of MPM BioVentures IV LLC. All members share all power to vote, acquire, hold and dispose of all shares and warrants. Each member disclaims beneficial ownership of the securities except to the

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extent of their pecuniary interest therein. Each entity mentioned above and Dr. Gadické disclaim beneficial ownership of all shares not held by it or him of record. Beneficial ownership information is based on information known to the Company and a Schedule 13D filed with the SEC on May 27, 2011 by BV III, BV III QP, BV III KG, BV III PF, AM LLC, MPM NVS, Luke Evnin, Ansbert Gadické, Nicholas Galakatos, Michael Steinmetz, Kurt Wheeler, Nicholas Simon III, Dennis Henner, Ashley L. Dombkowski, William Greene, Vaughn Kailian, James Paul Scopa, Steven St. Peter, and John Vander Vort.

(7) Includes 12,194 shares of Company Series A-2 Preferred Stock issued BV III in the Merger; 181,364 shares of Company Series A-2 Preferred Stock issued to BV III QP in the Merger, 15,327 shares of Company Series A-2 Preferred Stock issued BV III KG in the Merger; 5,477 shares of Company Series A-2 Preferred Stock issued to BV III PF in the Merger; 3,511 shares of Company Series A-2 Preferred Stock issued to AM LLC in the Merger; and 184,242 shares of Company Series A-2 Preferred Stock issued to MPM NVS in the Merger. BV III LP and BV3LLC, are the direct and indirect general partners of BV III, BV III QP, BV III KG, and BV III PF. BV IV GP and BV4LLC are the direct and indirect general partners of MPM NVS. BV3LLC is the General Partner of BV III LP.

Ansbert Gadicke, Luke Evnin, Nicholas Galakatos, Michael Steinmetz, Dennis Henner, Nicholas Simon and Kurt Wheeler are the Members of BV3LLC and the managers of AM LLC. All members share all power to vote, acquire, hold and dispose of all shares and warrants. Each member disclaims beneficial ownership of the securities except to the extent of their pecuniary interest therein. BV4LLC is the Managing Member of BV IV GP. Ansbert Gadicke, Luke Evnin, John Vander Vort, William Greene, James Scopa, Vaughn Kailian and Steven St. Peter are the Members of MPM BioVentures IV LLC. All members share all power to vote, acquire, hold and dispose of all shares and warrants. Each member disclaims beneficial ownership of the securities except to the extent of their pecuniary interest therein. Each entity mentioned above and Dr. Gadicke disclaim beneficial ownership of all shares not held by it or him of record. Beneficial ownership information is based on information known to the Company and a Schedule 13D filed with the SEC on May 27, 2011 by BV III, BV III QP, BV III KG, BV III PF, AM LLC, MPM NVS, Luke Evnin, Ansbert Gadicke, Nicholas Galakatos, Michael Steinmetz, Kurt Wheeler, Nicholas Simon III, Dennis Henner, Ashley L. Dombkowski, William Greene, Vaughn Kailian, James Paul Scopa, Steven St. Peter, and John Vander Vort.

(8) Includes 2,985 shares of Company Series A-3 Preferred Stock issued to BV III in the Merger; 44,395 shares of Company Series A-3 Preferred Stock issued BV III QP, in the Merger; 3,752 shares of Company Series A-3 Preferred Stock issued to BV III KG, in the Merger; 1,340 shares of Company Series A-3 Preferred Stock issued to BV III PF, in the Merger; and 859 shares of Company Series A-3 Preferred Stock issued to AM LLC in the Merger. BV III LP and BV3LLC, are the direct and indirect general partners of BV III, BV III QP, BV III KG, and BV III PF. BV IV GP and BV4LLC are the direct and indirect general partners of MPM NVS. BV3LLC is the General Partner of BV III LP. Ansbert Gadicke, Luke Evnin, Nicholas Galakatos, Michael Steinmetz, Dennis Henner, Nicholas Simon and Kurt Wheeler are the Members of BV3LLC and the managers of AM LLC. All members share all power to vote, acquire, hold and dispose of all shares and warrants. Each member disclaims beneficial ownership of the securities except to the extent of their pecuniary interest therein. BV4LLC is the Managing Member of BV IV GP. Ansbert Gadicke, Luke Evnin, John Vander Vort, William Greene, James Scopa, Vaughn Kailian and Steven St. Peter are the Members of MPM BioVentures IV LLC. All members share all power to vote, acquire, hold and dispose of all shares and warrants. Each member disclaims beneficial ownership of the securities except to the extent of their pecuniary interest therein. Each entity mentioned above and Dr. Gadicke disclaim beneficial ownership of all shares not held by it or him of record. Beneficial ownership information is based on information known to the Company and a Schedule 13D filed with the SEC on May 27, 2011 by BV III, BV III QP, BV III KG, BV III PF, AM LLC, MPM NVS, Luke Evnin, Ansbert Gadicke, Nicholas Galakatos, Michael Steinmetz, Kurt Wheeler, Nicholas Simon III, Dennis Henner, Ashley L. Dombkowski, William Greene, Vaughn Kailian, James Paul Scopa, Steven St. Peter, and John Vander Vort.

(9) Consists of 106,943 options to purchase our Common Stock anticipated to be exercisable within 60 days after December 16, 2011.

(10) Includes 15,173 shares of Common Stock and 1,086,280 shares of Common Stock issuable upon conversion of 108,628 shares of Company Series A-2 Preferred Stock, 249,830 shares of Common Stock issuable upon conversion of 24,983 shares of Company Series A-3 Preferred Stock (the OBP IV Shares) held directly by OBP IV Holdings LLC (OBP IV); and 151 shares of Common Stock and 10,900 shares of Common Stock issuable upon conversion of 1,090 shares of Company Series A-2 Preferred Stock, 2,500 shares of Common Stock issuable upon conversion of 250 shares of Company Series A-3 Preferred Stock (the mRNA II Shares) held directly by mRNA II Holdings LLC (mRNA II). The OBP IV Shares and the mRNA II Shares are referred to herein as the Oxford Shares. The OBP IV Shares are indirectly held by Oxford Bioscience Partners IV L.P. (OBP LP), a member of OBP IV. The mRNA II Shares are indirectly held by mRNA Fund II L.P. (mRNA LP), a member of mRNA II. The Oxford Shares are indirectly held by OBP Management IV L.P. (OBP Management IV), the sole general partner of each of OBP LP and mRNA LP; Jonathan Fleming and Alan Walton, the individual general partners of OBP Management IV; Saints Capital Granite, L.P. (Saints LP), a member of OBP IV and mRNA II; Saints Capital Granite, LLC (Saints LLC), the sole general partner of Saints LP; and Scott Halsted, David P. Quinlivan, and Kenneth B. Sawyer, the individual managers of Saints LLC. Jonathan Fleming and Alan Walton, the individual general partners of OBP Management IV, share all voting and investment power on behalf of OBP Management IV. Scott Halsted, David P. Quinlivan, and Kenneth B. Sawyer, the individual managers of Saints LLC, share all voting and investment power on behalf of Saints LLC. Each of the entities and individuals mentioned above disclaim beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the Oxford Shares in which such entity or individual has no actual pecuniary interest therein. Beneficial ownership information is based on information known to the Company and a Schedule 13D filed with the SEC on May 27, 2011 by OBP IV, mRNA II, mRNA Fund II, OBP Management IV, Saints LP, Saints LLC, Jonathan Fleming, Alan Walton, Scott Halsted, David P. Quinlivan, and Kenneth B. Sawyer.

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(11) Includes 108,628 shares of Company Series A-2 Preferred Stock held directly by OBP IV (the OBP IV A-2 Shares) and 1,090 shares of Company Series A-2 Preferred Stock held directly by mRNA II (the mRNA II A-2 Shares). The OBP IV A-2 Shares are indirectly held by OBP LP, a member of OBP IV. The mRNA II A-2 Shares are indirectly held by mRNA LP, a member of mRNA II. The OBP IV A-2 Shares and the mRNA II A-2 Shares are referred to herein as the Oxford A-2 Shares . The Oxford A-2 Shares are indirectly held by OBP Management IV, the sole general partner of each of OBP LP and mRNA LP; Jonathan Fleming and Alan Walton, the individual general partners of OBP Management IV; Saints LP, a member of OBP IV and mRNA II; Saints LLC, the sole general partner of Saints LP; and Scott Halsted, David P. Quinlivan, and Kenneth B. Sawyer, the individual managers of Saints LLC. Jonathan Fleming and Alan Walton, the individual general partners of OBP Management IV, share all voting and investment power on behalf of OBP Management IV. Scott Halsted, David P. Quinlivan, and Kenneth B. Sawyer, the individual managers of Saints LLC, share all voting and investment power on behalf of Saints LLC. Each of the entities and individuals mentioned above disclaim beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the Saints A-2 Shares in which such entity or individual has no actual pecuniary interest therein. Beneficial ownership information is based on information known to the Company and a Schedule 13D filed with the SEC on May 27, 2011 by OBP IV, mRNA II, mRNA Fund II, OBP Management IV, Saints LP, Saints LLC, Jonathan Fleming, Alan Walton, Scott Halsted, David P. Quinlivan, and Kenneth B. Sawyer.

(12) Includes 24,983 shares of Company Series A-3 Preferred Stock held directly by OBP IV (the OBP IV A-3 Shares) and 250 shares of Company Series A-3 Preferred Stock held directly by mRNA II (the mRNA II A-3 Shares). The OBP IV A-3 Shares are indirectly held by OBP LP, a member of OBP IV. The mRNA II A-3 Shares are indirectly held by mRNA LP, a member of mRNA II. The OBP IV A-3 Shares and the mRNA II A-3 Shares are referred to herein as the Oxford A-3 Shares . The Oxford A-3 Shares are indirectly held by OBP Management IV, the sole general partner of each of OBP LP and mRNA LP; Jonathan Fleming and Alan Walton, the

individual general partners of OBP Management IV; Saints LP, a member of OBP IV and mRNA II; Saints LLC, the sole general partner of Saints LP; and Scott Halsted, David P. Quinlivan, and Kenneth B. Sawyer, the individual managers of Saints LLC. Jonathan Fleming and Alan Walton, the individual general partners of OBP Management IV, share all voting and investment power on behalf of OBP Management IV. Scott Halsted, David P. Quinlivan, and Kenneth B. Sawyer, the individual managers of Saints LLC, share all voting and investment power on behalf of Saints LLC. Each of the entities and individuals mentioned above disclaim beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the Saints A-3 Shares in which such entity or individual has no actual pecuniary interest therein. Beneficial ownership information is based on information known to the Company and a Schedule 13D filed with the SEC on May 27, 2011 by OBP IV, mRNA II, mRNA Fund II, OBP Management IV, Saints LP, Saints LLC, Jonathan Fleming, Alan Walton, Scott Halsted, David P. Quinlivan, and Kenneth B. Sawyer.

(13) Consists of 42,780 options to purchase our Common Stock anticipated to be exercisable within 60 days after December 16, 2011.

(14) Includes 435,960 shares of Common Stock issuable upon conversion of 43,596 shares of Company Series A-1 Preferred Stock (the BBBV LP A-1 Preferred Stock), and 1,051,620 shares of Common Stock issuable upon conversion of 105,162 shares of Company Series A-2 Preferred Stock (together with the BBBV LP A-1 Preferred Stock the BBBV LP Shares) issued to BB Biotech Ventures II L.P. (BBBV LP) in the Merger, and 409,400 shares issuable upon conversion of 40,940 shares of Company Series A-1 Preferred Stock issued to BBBV LP at subsequent closings of the Company's Series A-1 Preferred Stock financing. BB Biotech Ventures GP (Guernsey) Limited (BBBV Limited) is the General Partner of BBBV LP. Jan Bootsma, Pascal Mahieux, and Ben Morgan are the directors of BBBV Limited. Dr. Muenchbach, the Senior Investment Advisor Private Equity at Bellevue Asset Management AG, advises Asset Management BAB N.V. (AMB NV) who, pursuant to a services agreement with BAM AG, advises the directors of BBBV Limited mentioned above. Jan Bootsma, Pascal Mahieux, Ben Morgan and Dr. Muenchbach share all voting and investment power over the BBBV LP shares. Each of the foregoing, except BBBV LP in the case of the BBBV LP Shares, disclaims beneficial ownership of the BBBV LP Shares except to the extent of their pecuniary interest therein, if any. Beneficial ownership information is based on information known to the Company and a Schedule 13D filed with the SEC on May 27, 2011 by BBBV LP, BBBV Limited, Jan Bootsma, Pascal Mahieux, Ben Morgan, and Martin Muenchbach.

(15) Includes 43,596 shares of Company Series A-1 Preferred Stock issued to BBBV LP in the Merger, and 40,940 shares of Company Series A-1 Preferred Stock issued to BBBV LP at subsequent closings of the Company's Series A-1 Preferred Stock financing. Voting and investment power with respect to these shares is shared by the general partners of this fund. BBBV Limited is the General Partner of BBBV LP. Jan Bootsma, Pascal Mahieux and Ben Morgan are the directors of BBBV Limited. Dr. Muenchbach, the Senior Investment Advisor Private Equity at Bellevue Asset Management AG, advises Asset Management BAB N.V. (AMB NV) who, pursuant to a services agreement with BAM AG, advises the directors of BBBV Limited mentioned above. Jan Bootsma, Pascal Mahieux, Ben Morgan and Dr. Muenchbach share all voting and investment power over the BBBV LP shares. Each of the foregoing, except BBBV LP in the case of the BBBV LP Shares, disclaims beneficial ownership of the BBBV LP Shares except to the extent of their pecuniary interest therein, if any. Beneficial ownership information is based on the information known to the Company and a Schedule 13D filed with the SEC on May 27, 2011 by BBBV LP, BBBV Limited, Jan Bootsma, Pascal Mahieux, Ben Morgan, and Martin Muenchbach.

(16) Includes 105,162 shares of Company Series A-2 Preferred Stock issued to BBBV LP in the Merger. Voting and investment power with respect to these shares is shared by the general partners of this fund. BBBV Limited is the General Partner of BBBV LP. Jan Bootsma, Pascal Mahieux and Ben Morgan are the directors of BBBV Limited. Dr. Muenchbach, the Senior Investment Advisor Private Equity at Bellevue Asset Management AG, advises Asset Management BAB N.V. (AMB NV) who, pursuant to a services agreement with BAM AG, advises the directors of BBBV Limited mentioned above. Jan Bootsma, Pascal Mahieux, Ben Morgan and Dr. Muenchbach share all voting and investment power over the BBBV LP shares. Each of the foregoing, except BBBV LP in the case of the BBBV LP Shares, disclaims beneficial ownership of the BBBV LP Shares except to the extent of their pecuniary interest therein, if any. Beneficial ownership information is based on the information known to the Company and a Schedule 13D filed with the SEC on May 27, 2011 by BBBV LP, BBBV Limited, Jan Bootsma, Pascal Mahieux, Ben Morgan, and Martin Muenchbach.

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(17) Consists of 10,000 options to purchase our Common Stock anticipated to be exercisable within 60 days after December 16, 2011.

(18) Includes 82,220 shares of Common Stock issuable upon conversion of 8,222 shares of Company Series A-1 Preferred Stock, 121,940 shares of Common Stock issuable upon conversion of 12,194 shares of Company Series A-2 Preferred Stock, 29,850 shares of Common Stock issuable upon conversion of 2,985 shares of Company Series A-3 Preferred Stock issued to MPM BioVentures III, L.P. (BV III), in the Merger, and 68,740 shares of Common Stock issuable upon conversion of 6,874 shares of Company Series A-1 Preferred Stock issued to BV III at subsequent closings of the Company's Series A-1 Preferred Stock financing; 1,222,900 shares of Common Stock issuable upon conversion of 122,290 shares of Company Series A-1 Preferred Stock, 1,813,640 shares of Common Stock issuable upon conversion of 181,364 shares of Company Series A-2 Preferred Stock, and 443,950 shares of Common Stock issuable upon conversion of 44,395 shares of Company Series A-3 Preferred Stock issued to MPM BioVentures III-QP, L.P. (BV III QP), in the Merger, and 1,022,380 shares of Common Stock issuable upon conversion of 102,238 shares of Company Series A-1 Preferred Stock issued to BV III QP at subsequent closings of the Company's Series A-1 Preferred Stock financing; 103,350 shares of Common Stock issuable upon conversion of 10,335 shares of Company Series A-1 Preferred Stock, 153,270 shares of Common Stock issuable upon conversion of 15,327 shares of Company Series A-2 Preferred Stock, and 37,520 shares of Common Stock issuable upon conversion of 3,752 shares of Company Series A-3 Preferred Stock issued to MPM BioVentures III GmbH & Co. Beteiligungs K.G. (BV III KG), in the Merger, and 86,400 shares of Common Stock issuable upon conversion of 8,640 shares of Company Series A-1 Preferred Stock issued to BV III KG at subsequent closings of the Company's Series A-1 Preferred Stock financing; 36,930 shares of Common Stock issuable upon conversion of 3,693 shares of Company Series A-1 Preferred Stock, 54,770 shares of Common Stock issuable upon conversion of 5,477 shares of Company Series A-2 Preferred Stock, and 13,400 shares of Common Stock issuable upon conversion of 1,340 shares of Company Series A-3 Preferred Stock issued to MPM BioVentures III Parallel Fund, L.P. (BV III PF), in the Merger, and 30,860 shares of Common Stock issuable upon conversion of 3,086 shares of Company Series A-1 Preferred Stock issued to BV III PF at subsequent closings of the Company's Series A-1 Preferred Stock financing; 23,680 shares of Common Stock issuable upon conversion of 2,368 shares of Company Series A-1 Preferred Stock, 35,110 shares of Common Stock issuable upon conversion of 3,511 shares of Company Series A-2 Preferred Stock, and 8,590 shares of Common Stock issuable upon conversion of 859 shares of Company Series A-3 Preferred Stock issued to MPM Asset Management Investors 2003

BVIII LLC (AM LLC) in the Merger, and 19,780 shares of Common Stock issuable upon conversion of 1,978, shares of Company Series A-1 Preferred Stock issued to AM LLC at subsequent closings of the Company s Series A-1 Preferred Stock financing; 540,010 shares of Common Stock issuable upon conversion of 54,001 shares of Company Series A-1 Preferred Stock, and 1,842,420 shares of Common Stock issuable upon conversion of 184,242 shares of Company Series A-2 Preferred Stock issued to MPM Bio IV NVS Strategic Fund, L.P. (MPM NVS) in the Merger, and 605,360 shares of Common Stock issuable upon conversion of 60,536, shares of Company Series A-1 Preferred Stock issued to MPM NVS at subsequent closings of the Company s Series A-1 Preferred Stock financing. All voting and investment power is shared with Dr. Gadick and the other general partners of these funds. BV III LP and BV3LLC are the direct and indirect general partners of BV III, BV III QP, BV III KG, and BV III PF. BV IV GP and BV IV LLC are the direct and indirect general partners of MPM NVS. BV3LLC is the General Partner of BV III LP. Ansbert Gadick, Luke Evnin, Nicholas Galakatos, Michael Steinmetz, Dennis Henner, Nicholas Simon and Kurt Wheeler are the Members of BV3LLC and the managers of AM LLC. All members of BV3LLC share all power to vote, acquire, hold and dispose of all shares and warrants. Each member disclaims beneficial ownership of the securities except to the extent of their pecuniary interest therein. BV4LLC is the Managing Member of BV IV GP. Ansbert Gadick, Luke Evnin, John Vander Vort, William Greene, James Scopa, Vaughn Kailian and Steven St. Peter are the Members of MPM BioVentures IV LLC. All members share all power to vote, acquire, hold and dispose of all shares and warrants. Each member disclaims beneficial ownership of the securities except to the extent of their pecuniary interest therein. Each fund mentioned above disclaims beneficial ownership of all shares not held by it of record. Beneficial ownership information is based on information known to the Company and a Schedule 13D filed with the SEC on May 27, 2011 by BV III, BV III QP, BV III KG, BV III PF, AM LLC, MPM NVS, Luke Evnin, Ansbert Gadick, Nicholas Galakatos, Michael Steinmetz, Kurt Wheeler, Nicholas Simon III, Dennis Henner, Ashley L. Dombkowski, William Greene, Vaughn Kailian, James Paul Scopa, Steven St. Peter, and John Vander Vort.

(19) Includes of 8,222 shares of Company Series A-1 Preferred Stock issued to BV III in the Merger, and 6,874 shares of Company Series A-1 Preferred Stock issued to BV III at subsequent closings of the Company s Series A-1 Preferred Stock financing; 122,290 shares of Company Series A-1 Preferred Stock issued to BV III QP in the Merger, and 102,238 shares of Company Series A-1 Preferred Stock issued to BV III QP at subsequent closings of the Company s Series A-1 Preferred Stock financing; 10,335 shares of Company Series A-1 Preferred Stock issued to BV III KG in the Merger, and 8,640 shares of Company Series A-1 Preferred Stock issued to BV III KG at subsequent closings of the Company s Series A-1 Preferred Stock financing; 3,693 shares of Company Series A-1 Preferred Stock issued to BV III PF in the Merger, and 3,086 shares of Company Series A-1 Preferred Stock issued to BV III PF at subsequent closings of the Company s Series A-1 Preferred Stock financing; 2,368 shares of Company Series A-1 Preferred Stock, issued to AM LLC in the Merger, and 1,978 shares of Company Series A-1 Preferred Stock issued to AM LLC at subsequent closings of the Company s Series A-1 Preferred Stock financing; and 54,001 shares of Company Series A-1 Preferred Stock issued to MPM NVS in the Merger, and 60,536 shares of Company Series A-1 Preferred Stock issued to MPM NVS at subsequent closings of the Company s Series A-1 Preferred Stock financing. Voting and investment power is shared with Dr. Gadick and the other general partners of these funds. BV III LP and BV3LLC, are the direct and indirect general partners of BV III, BV III QP, BV III KG, and BV III PF. BV IV GP and BV4LLC are the direct and indirect general partners of MPM NVS. BV3LLC is the General Partner of BV III LP. Ansbert Gadick, Luke Evnin, Nicholas Galakatos, Michael Steinmetz, Dennis Henner, Nicholas Simon and Kurt Wheeler are the Members of BV3LLC and the managers of AM LLC. All members share all power to vote, acquire, hold and dispose of all shares and warrants. Each member disclaims beneficial ownership of the securities except to the extent of their pecuniary interest therein. BV4LLC is the Managing Member of BV IV GP. Ansbert Gadick, Luke Evnin, John Vander Vort, William Greene, James Scopa, Vaughn Kailian and Steven St. Peter are the Members of MPM BioVentures IV LLC. All members have share all power to vote, acquire, hold and dispose of all shares and warrants. Each member disclaims beneficial ownership of the securities except to the extent of their pecuniary interest therein. Beneficial ownership information is based on information known to the Company and a Schedule 13D filed with the SEC on May 27, 2011 by BV III, BV III QP, BV III KG, BV III PF, AM LLC, MPM NVS, Luke Evnin, Ansbert Gadick, Nicholas Galakatos, Michael Steinmetz, Kurt Wheeler, Nicholas Simon III, Dennis Henner, Ashley L. Dombkowski, William Greene, Vaughn Kailian, James Paul Scopa, Steven St. Peter, and John Vander Vort.

(20) Includes 12,194 shares of Company Series A-2 Preferred Stock issued to BV III in the Merger; 181,364 shares of Company Series A-2 Preferred Stock issued to BV III QP, in the Merger 15,327 shares of Company Series A-2 Preferred Stock issued to BV III KG in the Merger; 5,477 shares of Company Series A-2 Preferred Stock issued to BV III PF, in the Merger; 3,511 shares of Company Series A-2 Preferred Stock issued to AM LLC in the Merger; and 184,242 shares of Company Series A-2 Preferred Stock issued to MPM NVS in the Merger. All voting and investment power is shared with Dr. Gadick and the other general partners of these funds. BV III LP and BV3LLC, are the direct and indirect general partners of BV III, BV III QP, BV III KG, and BV III PF. BV IV GP and BV4LLC are the direct and indirect general partners of MPM NVS. BV3LLC is the General Partner of BV III LP. Ansbert Gadick, Luke Evnin, Nicholas Galakatos, Michael Steinmetz, Dennis Henner, Nicholas Simon and Kurt Wheeler are the Members of BV3LLC and the managers of AM LLC. All members share all power to vote, acquire, hold and dispose of all shares and warrants. Each member disclaims beneficial ownership of the securities except to the extent of their pecuniary interest therein. BV4LLC is the Managing Member of BV IV GP. Ansbert Gadick, Luke Evnin, John Vander Vort, William Greene, James Scopa, Vaughn Kailian and Steven St. Peter are the Members of MPM BioVentures IV LLC. All members share all power to

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vote, acquire, hold and dispose of all shares and warrants. Each member disclaims beneficial ownership of the securities except to the extent of their pecuniary interest therein. Beneficial ownership information is based on information known to the Company and a Schedule 13D filed with the SEC on May 27, 2011 by BV III, BV III QP, BV III KG, BV III PF, AM LLC, MPM NVS, Luke Evnin, Ansbert Gadicke, Nicholas Galakatos, Michael Steinmetz, Kurt Wheeler, Nicholas Simon III, Dennis Henner, Ashley L. Dombkowski, William Greene, Vaughn Kailian, James Paul Scopa, Steven St. Peter, and John Vander Vort.

(21) Includes 2,985 shares of Company Series A-3 Preferred Stock issued to BV III in the Merger; 44,395 shares of Company Series A-3 Preferred Stock issued to BV III QP in the Merger; 3,752 shares of Company Series A-3 Preferred Stock issued to BV III KG, in the Merger; 1,340 shares of Company Series A-3 Preferred Stock issued BV III PF, in the Merger; and 859 shares of Company Series A-3 Preferred Stock issued to AM LLC in the Merger. All voting and investment power is shared with Dr. Gadicke and the other general partners of these funds. BV III LP and BV3LLC, are the direct and indirect general partners of BV III, BV III QP, BV III KG, and BV III PF. BV IV GP and BV4LLC are the direct and indirect general partners of MPM NVS. BV3LLC is the General Partner of BV III LP. Ansbert Gadicke, Luke Evnin, Nicholas Galakatos, Michael Steinmetz, Dennis Henner, Nicholas Simon and Kurt Wheeler are the Members of BV3LLC and the managers of AM LLC. All members share all power to vote, acquire, hold and dispose of all shares and warrants. Each member disclaims beneficial ownership of the securities except to the extent of their pecuniary interest therein.

BV4LLC is the Managing Member of BV IV GP. Ansbert Gadicke, Luke Evnin, John Vander Vort, William Greene, James Scopa, Vaughn Kailian and Steven St. Peter are the Members of MPM BioVentures IV LLC. All members share all power to vote, acquire, hold and dispose of all shares and warrants. Each member disclaims beneficial ownership of the securities except to the extent of their pecuniary interest therein. Beneficial ownership information is based on information known to the Company and a Schedule 13D filed with the SEC on May 27, 2011 by BV III, BV III QP, BV III KG, BV III PF, AM LLC, MPM NVS, Luke Evnin, Ansbert Gadicke, Nicholas Galakatos, Michael Steinmetz, Kurt Wheeler, Nicholas Simon III, Dennis Henner, Ashley L. Dombkowski, William Greene, Vaughn Kailian, James Paul Scopa, Steven St. Peter, and John Vander Vort.

(22) Includes 255,220 shares of Common Stock issuable upon conversion of 25,522 shares of Company Series A-1 Preferred Stock, and 2,103,250 shares of Common Stock issuable upon conversion of 210,325 shares of Company Series A-2 Preferred Stock issued to The Wellcome Trust Limited as trustee of The Wellcome Trust in the Merger, and 510,440 shares of Common Stock issuable upon conversion of 51,044 shares of Company Series A-1 Preferred Stock issued to The Wellcome Trust Limited as trustee of The Wellcome Trust at subsequent closings of the Company's Series A-1 Preferred Stock financing. Responsibility for the activities of the Wellcome Trust lies with the Board of Governors of The Wellcome Trust Limited that is comprised of William Castell, Kay Davies, Peter Davies, Christopher Fairburn, Richard Hynes, Anne Johnson, Roderick Kent, Eliza Manningham-Buller, Peter Rigby and Peter Smith. The Board of Governors share all voting and investment power with respect to the shares held by The Wellcome Trust Limited as trustee of the Wellcome Trust. Beneficial ownership information is based on information known to the Company and a Schedule 13D filed with the SEC on May 25, 2011 by The Wellcome Trust Limited as trustee of The Wellcome Trust.

(23) Responsibility for the activities of the Wellcome Trust lies with the Board of Governors of The Wellcome Trust Limited that is comprised of William Castell, Kay Davies, Peter Davies, Christopher Fairburn, Richard Hynes, Anne Johnson, Roderick Kent, Eliza Manningham-Buller, Peter Rigby and Peter Smith. The Board of Governors share all voting and investment power with respect to the shares held by The Wellcome Trust Limited as trustee of the Wellcome Trust. Beneficial ownership information is based on information known to the Company and a Schedule 13D filed with the SEC on May 25, 2011 by The Wellcome Trust Limited as trustee of The Wellcome Trust.

(24) Includes 83,113 shares of Common Stock and 196,510 shares of Common Stock issuable upon conversion of 19,651 shares of Company Series A-1 Preferred Stock, 982,780 shares of Common Stock issuable upon conversion of 98,278 shares of Company Series A-2 Preferred Stock, 636,630 shares of Common Stock issuable upon conversion of 63,663 shares of Company Series A-3 Preferred Stock issued to HealthCare Ventures VII, L.P. (HCVVII) in the Merger, and 393,020 shares of Common Stock issuable upon conversion of 39,302 shares of Company Series A-1 Preferred Stock issued to HCVVII at subsequent closings of the Company's Series A-1 Preferred Stock financing. HealthCare Partners VII, L.P. (HCPVII) is the General Partner of HCVVII. The General Partners of HCPVII are James H. Cavanaugh, Ph.D., Harold R. Werner, John W. Littlechild, Christopher Mirabelli, Ph.D., and Augustine Lawlor. The General Partners of HCPVII share all voting and investment power on behalf of HCPVII. Beneficial ownership information is based on information known to the Company and a Schedule 13D filed with the SEC on May 27, 2011 by HCVVII, HCPVII, James H. Cavanaugh, Ph.D., Harold R. Werner, John W. Littlechild, Christopher Mirabelli, Ph.D., and Augustine Lawlor.

(25) HealthCare Partners VII, L.P. (HCPVII) is the General Partner of HCVVII. The General Partners of HCPVII are James H. Cavanaugh, Ph.D., Harold R. Werner, John W. Littlechild, Christopher Mirabelli, Ph.D., and Augustine Lawlor. The General Partners of HCPVII share all voting and investment power on behalf of HCPVII. Beneficial ownership information is based on information known to the Company and a Schedule 13D filed with the SEC on May 27, 2011 by HCVVII, HCPVII, James H. Cavanaugh, Ph.D., Harold R. Werner, John W. Littlechild, Christopher Mirabelli, Ph.D., and Augustine Lawlor.

(26) Includes: (i) 15,173 shares of Common Stock (the OBP IV Common Shares) held directly by OBP IV; (ii) 1,822,520 shares of Common Stock (the OBP IV Conversion Shares) and, together with the OBP IV Common Shares, the OBP IV Saints Shares) issuable to OBP IV upon the conversion of 48,641 shares of Company Series A-1 Preferred Stock held directly by OBP IV, 108,628 shares of Company

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Series A-2 Preferred Stock held directly by OBP IV and 24,983 shares of Company Series A-3 Preferred Stock held directly by OBP IV; (iii) 151 shares of Common Stock (the mRNA II Common Shares) held directly by mRNA II; (iv) 18,260 shares of Common Stock (the mRNA II Conversion Shares) and, together with the mRNA II Common Shares, the mRNA Saints II Shares) issuable to mRNA II upon the conversion of 486 shares of Company Series A-1 Preferred Stock held directly by mRNA II, 1,090 shares of Company Series A-2 Preferred Stock held directly by mRNA II and 250 shares of Company Series A-3 Preferred Stock held directly by mRNA II. The OBP IV Saints Shares and the mRNA Saints II Shares are referred to herein as the Saints Shares. The Saints Shares are indirectly held by Saints LP, a member of OBP IV and Saints LLC, the sole general partner of Saints LP, and the individual managers of Saints LLC. The individual managers of Saints LLC are Scott Halsted, David P. Quinlivan, and Kenneth B. Sawyer. The individual managers of Saints LLC share all voting and investment power on behalf of Saints LLC. Additionally, other than with respect to the Common Stock issuable upon the conversion of the 48,641 shares of Company Series A-1 Preferred Stock held directly by OBP IV and the 486 shares of Company Series A-1 Preferred Stock held directly by mRNA II, the Saints Shares are indirectly held by OBP LP, a member of OBP IV. The mRNA II Shares are indirectly held by mRNA LP, a member of mRNA II. The Saints Shares are indirectly held by (i) OBP Management IV, the sole general partner of each of OBP LP and mRNA LP and (ii) Jonathan Fleming and Alan Walton, the individual general partners of OBP Management IV. Jonathan Fleming and Alan Walton, the individual general partners of OBP Management IV, share all voting and investment power on behalf of OBP Management IV. Each of the entities and individuals mentioned above disclaim beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the Saints Shares in which such entity or individual has no actual pecuniary interest therein. Beneficial ownership information is based on information known to the Company and a Schedule 13D filed with the SEC on May 27, 2011 by OBP IV, mRNA II, mRNA Fund II, OBP Management IV, Saints LP, Saints LLC, Jonathan Fleming, Alan Walton, Scott Halsted, David P. Quinlivan, and Kenneth B. Sawyer.

(27) Includes: 48,641 shares of Company Series A-1 Preferred Stock held directly by OBP IV (the OBP IV A-1 Shares), and 486 shares of Company Series A-1 Preferred Stock held directly by mRNA II (together with the OBP IV A-1 Shares, the Saints A-1 Shares). The Saints A-1 Shares are indirectly held by Saints LP, a member of OBP IV and mRNA II, Saints LLC, the sole general partner of Saints LP, and the individual managers of Saints LLC. The individual managers of Saints LLC are Scott Halsted, David P. Quinlivan, and Kenneth B. Sawyer. The individual managers of Saints LLC share all voting and investment power on behalf of Saints LLC. Each entity mentioned above and Messrs. Halsted, Quinlivan and Sawyer disclaim beneficial ownership within the meaning of Section 16

of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the Saints A-1 Shares in which such entity or individual has no actual pecuniary interest therein. Beneficial ownership information is based on information known to the Company and a Schedule 13D filed with the SEC on May 27, 2011 by OBP IV, mRNA II, mRNA Fund II, OBP Management IV, Saints LP, Saints LLC, Jonathan Fleming, Alan Walton, Scott Halsted, David P. Quinlivan, and Kenneth B. Sawyer.

(28) Includes: 108,628 shares of Company Series A-2 Preferred Stock held directly by OBP IV (the OBP IV A-2 Shares) and 1,090 shares of Company Series A-2 Preferred Stock held directly by mRNA II (together with the OBP IV A-2 Shares, the Saints A-2 Shares). The Saints A-2 Shares are indirectly held by OBP Management IV, the sole general partner of each of OBP LP and mRNA LP; Jonathan Fleming and Alan Walton, the individual general partners of OBP Management IV; Saints LP, a member of OBP IV and mRNA II; Saints LLC, the sole general partner of Saints LP; and Scott Halsted, David P. Quinlivan, and Kenneth B. Sawyer, the individual managers of Saints LLC. Jonathan Fleming and Alan Walton, the individual general partners of OBP Management IV, share all voting and investment power on behalf of OBP Management IV. Scott Halsted, David P. Quinlivan, and Kenneth B. Sawyer, the individual managers of Saints LLC share all voting and investment power on behalf of Saints LLC. Each of the entities and individuals mentioned above disclaim beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the Saints A-2 Shares in which such entity or individual has no actual pecuniary interest therein. Beneficial ownership information is based on information known to the Company and a Schedule 13D filed with the SEC on May 27, 2011 by OBP IV, mRNA II, mRNA Fund II, OBP Management IV, Saints LP, Saints LLC, Jonathan Fleming, Alan Walton, Scott Halsted, David P. Quinlivan, and Kenneth B. Sawyer.

(29) Includes: 24,983 shares of Company Series A-3 Preferred Stock held directly by OBP IV (the OBP IV A-3 Shares); and 250 shares of Company Series A-3 Preferred Stock held directly by mRNA II (together with the OBP IV A-3 Shares, the Saints A-3 Shares). The Saints A-3 Shares are indirectly held by OBP Management IV, the sole general partner of each of OBP LP and mRNA LP; Jonathan Fleming and Alan Walton, the individual general partners of OBP Management IV; Saints LP, a member of OBP IV and mRNA II; Saints LLC, the sole general partner of Saints LP; and Scott Halsted, David P. Quinlivan, and Kenneth B. Sawyer, the individual managers of Saints LLC. Jonathan Fleming and Alan Walton, the individual general partners of OBP Management IV, share all voting and investment power on behalf of OBP Management IV. Scott Halsted, David P. Quinlivan, and Kenneth B. Sawyer, the individual managers of Saints LLC share all voting and investment power on behalf of Saints LLC. Each of the entities and individuals mentioned above disclaim beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the Saints A-3 Shares in which such entity or individual has no actual pecuniary interest therein. Beneficial ownership information is based on information known to the Company and a Schedule 13D filed with the SEC on May 27, 2011 by OBP IV, mRNA II, mRNA Fund II, OBP Management IV, Saints LP, Saints LLC, Jonathan Fleming, Alan Walton, Scott Halsted, David P. Quinlivan, and Kenneth B. Sawyer.

(30) Includes 435,960 shares of Common Stock issuable upon conversion of 43,596 shares of Company Series A-1 Preferred Stock (the BBBV LP A-1 Preferred Stock), and 1,051,620 shares of Common Stock issuable upon conversion of 105,162 shares of Company Series A-2 Preferred Stock (together with the BBBV LP A-1 Preferred Stock the BBBV LP Shares) issued to BB Biotech Ventures II L.P. (BBBV LP) in the Merger, and 409,400 shares of Common Stock issuable upon conversion of 40,940 shares of Company Series A-1 Preferred Stock issued to BBBV LP at subsequent closings of the Company s Series A-1 Preferred Stock financing. BB Biotech Ventures GP (Guernsey) Limited (BBBV Limited) is the General Partner of BBBV LP. Jan Bootsma, Pascal Mahieux, and Ben Morgan are the directors of BBB Limited and share all investment and voting power with respect to these shares. Additionally, Martin Muenchbach, the Senior Investment Advisor Private Equity at Bellevue Asset Management AG, advises Asset Management BAB N.V. (AMB NV) who, pursuant to a services agreement with BAM AG, advises the directors of BBBV Limited, may be deemed to have voting and investment control over the shares held by BBBV LP given such advisory role. Each of the foregoing, except BBBV LP in the case of the BBBV LP Shares, disclaims beneficial ownership of the BBBV LP Shares except to the extent of their pecuniary interest therein, if any. Beneficial ownership information is based on information known to the Company and a Schedule 13D filed with the SEC on May 27, 2011 by BBBV LP, BBBV Limited, Jan Bootsma, Pascal Mahieux, Ben Morgan, and Martin Muenchbach.

(31) BB Biotech Ventures GP (Guernsey) Limited (BBBV Limited) is the General Partner of BBBV LP. Jan Bootsma, Pascal Mahieux, and Ben Morgan are the directors of BBB Limited and share all investment and voting power with respect to these shares. Additionally, Martin Muenchbach, the Senior Investment Advisor Private Equity at Bellevue Asset Management AG, advises Asset

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Management BAB N.V. (AMB NV) who, pursuant to a services agreement with BAM AG, advises the directors of BBBV Limited, may be deemed to have voting and investment control over the shares held by BBBV LP given such advisory role. Each of the foregoing, except BBBV LP in the case of the BBBV LP Shares, disclaims beneficial ownership of the BBBV LP Shares except to the extent of their pecuniary interest therein, if any. Beneficial ownership information is based on information known to the Company and a Schedule 13D filed with the SEC on May 27, 2011 by BBBV LP, BBBV Limited, Jan Bootsma, Pascal Mahieux, Ben Morgan, and Martin Muenchbach.

(32) Includes the OBP IV Shares and the mRNA II Shares. The OBP IV Shares are indirectly held by OBP LP, a member of OBP IV. The mRNA II Shares are indirectly held by mRNA LP, a member of mRNA II. The Oxford Shares are indirectly held by OBP Management IV, the sole general partner of each of OBP LP and mRNA LP; Jonathan Fleming and Alan Walton, the individual general partners of OBP Management IV; Saints LP, a member of OBP IV and mRNA II; Saints LLC, the sole general partner of Saints LP; and Scott Halsted, David P. Quinlivan, and Kenneth B. Sawyer, the individual managers of Saints LLC. Jonathan Fleming and Alan Walton, the individual general partners of OBP Management IV, share all voting and investment power on behalf of OBP Management IV. Scott Halsted, David P. Quinlivan, and Kenneth B. Sawyer, the individual managers of Saints LLC share all voting and investment power on behalf of Saints LLC. Each of the entities and individuals mentioned above disclaim beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the OBP IV Shares and mRNA Fund II Shares in which such entity or individual has no actual pecuniary interest therein. Beneficial ownership information is based on information known to the Company and a Schedule 13D filed with the SEC on May 27, 2011 by OBP IV, mRNA II, mRNA Fund II, OBP Management IV, Saints LP, Saints LLC, Jonathan Fleming, Alan Walton, Scott Halsted, David P. Quinlivan, and Kenneth B. Sawyer.

(33) Includes: 108,628 shares of Company Series A-2 Preferred Stock held directly by OBP IV and 1,090 shares of Company Series A-2 Preferred Stock held directly by mRNA II. The Oxford A-2 Shares are indirectly held by OBP Management IV, the sole general

partner of each of OBP LP and mRNA LP; Jonathan Fleming and Alan Walton, the individual general partners of OBP Management IV; Saints LP, a member of OBP IV and mRNA II; Saints LLC, the sole general partner of Saints LP; and Scott Halsted, David P. Quinlivan, and Kenneth B. Sawyer, the individual managers of Saints LLC. Jonathan Fleming and Alan Walton, the individual general partners of OBP Management IV, share all voting and investment power on behalf of OBP Management IV. Scott Halsted, David P. Quinlivan, and Kenneth B. Sawyer, the individual managers of Saints LLC share all voting and investment power on behalf of Saints LLC. Each of the entities and individuals mentioned above disclaim beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the Saints A-2 Shares in which such entity or individual has no actual pecuniary interest therein. Beneficial ownership information is based on information known to the Company and a Schedule 13D filed with the SEC on May 27, 2011 by OBP IV, mRNA II, mRNA Fund II, OBP Management IV, Saints LP, Saints LLC, Jonathan Fleming, Alan Walton, Scott Halsted, David P. Quinlivan, and Kenneth B. Sawyer.

(34) Includes: 24,983 shares of Company Series A-3 Preferred Stock held directly by OBP IV and 250 shares of Company Series A-3 Preferred Stock held directly by mRNA II. The Oxford A-3 Shares are indirectly held by OBP Management IV, the sole general partner of each of OBP LP and mRNA LP; Jonathan Fleming and Alan Walton, the individual general partners of OBP Management IV; Saints LP, a member of OBP IV and mRNA II; Saints LLC, the sole general partner of Saints LP; and Scott Halsted, David P. Quinlivan, and Kenneth B. Sawyer, as the individual managers of Saints Capital Granite, LLC. Jonathan Fleming and Alan Walton, the individual general partners of OBP Management IV, share all voting and investment power on behalf of OBP Management IV. Scott Halsted, David P. Quinlivan, and Kenneth B. Sawyer, the individual managers of Saints LLC share all voting and investment power on behalf of Saints LLC. Each of the entities and individuals mentioned above disclaim beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the Saints A-2 Shares in which such entity or individual has no actual pecuniary interest therein. Beneficial ownership information is based on information known to the Company and a Schedule 13D filed with the SEC on May 27, 2011 by OBP IV, mRNA II, mRNA Fund II, OBP Management IV, Saints LP, Saints LLC, Jonathan Fleming, Alan Walton, Scott Halsted, David P. Quinlivan, and Kenneth B. Sawyer.

(35) Includes 204,160 shares of Common Stock issuable upon conversion of 20,416 shares of Company Series A-1 Preferred Stock, and 560,860 shares of Common Stock issuable upon conversion of 56,086 shares of Company Series A-2 Preferred Stock. Healthcare Private Equity Limited Partnership (HPELP) is a limited partnership which has one general partner, Waverley Healthcare Private Equity Limited (Waverley GP) and one limited partner, Scottish Widows plc. As general partner, Waverley GP has authority under the HPELP limited partnership agreement (LPA) to conduct and manage the business of HPELP. Andrew November and Archie Struthers are the directors of Waverley GP and share all of the voting and investment power over the shares held by HPELP. The controlling shareholder of Waverley GP is SWIP Group Limited. The ultimate controlling entity of SWIP Group Limited is Lloyds Banking Group plc, a public listed company with many shareholders. The board of directors of Lloyds Banking Group plc consists of nine non-executive directors (Sir Winifried Bischoff, Lord Leitch, Anita Frew, Glen Moreno, David Roberts, T Timothy Ryan Jnr, Martin Scicluna and Anthony Watson) and three executive directors (Antonito Horta-Osorio, G Truett Tate and Tim Tookey). The Chairman (Sir Winifried Bischoff) is responsible for leadership of the board. The Group Chief executive (Antonio Horta-Osorio) is responsible for the day to day management of the business of Lloyds Banking Group plc, in accordance with the strategy and long term objectives approved by the board. Beneficial ownership information is based on information known to the Company. The nine non-executive directors and three executive directors of Lloyds Banking Group plc do not have any sole or shared voting or investment power with respect to the shares held by HPELP.

(36) Includes 1,228,200 shares of Common Stock issuable upon conversion of 122,820 shares of Company Series A-1 Preferred Stock. Brookside Capital Investors, L.P. (Brookside Investors) is the sole general partner of Brookside Capital Partners Fund, L.P. (Partners Fund). Brookside Capital Management, LLC is the sole general partner of Brookside Investors. The control persons of Brookside Capital Management are Executive Committee members: Dewey J. Awad, Domenic J. Ferrante, Matthew V. McPherron, William E. Pappendick IV, John M. Toussaint. The Executive Committee members share all voting and investment power on behalf of Brookside Capital Management, LLC. Beneficial ownership information is based on information known to the Company.

(37) Includes 1,228,200 shares of Common Stock issuable upon conversion of 122,820 shares of Company Series A-1 Preferred Stock. Biotech Growth N.V. (Biotech Growth) is a wholly-owned subsidiary of BB Biotech AG (BB Biotech). The directors and executive

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officers of BB Biotech are Dr. Thomas D. Szucs, Chairman and Director; Dr. Clive Meanwell, Vice Chairman and Director; and Dr. Erich Hunziker, Director. The directors and executive officers of Biotech Growth are Dr. Thomas D. Szucs, Statutory Director; Deanna Chemaly, Statutory Director; and Hugo Jan van Neutegem, Statutory Director. Beneficial ownership information is based on information known to the Company and a Schedule 13D filed with the SEC on June 3, 2011 by BB Biotech and BB Growth. The directors and executive officers of BB Biotech and Biotech Growth share all voting and investment power with respect to these shares.

(38) Includes 173,260 shares of Common Stock issuable upon conversion of 17,326 shares of Company Series A-1 Preferred Stock. Ipsen Pharma SAS (Ipsen Pharma) is a société par actions simplifiée organized under the laws of France and is a wholly-owned subsidiary of Ipsen S.A. (Ipsen), a société anonyme organized under the laws of France. Ipsen s majority shareholder is Mayroy, a société anonyme organized under the laws of Luxembourg. The directors and executive officers of Ipsen Pharma are Christophe Jean, Director; Claude Bertrand, Director; Etienne De Blois, Director; Philippe Robert-Gorsse, Director; Eric Drape, Director; Claire Giraut, Director; Jean Fabre, Director; Jean-Pierre Dubuc, Director; Didier Veron, Director; and Marc De Garidel, President. The directors of Ipsen are Marc De Garidel, Director and Chief Executive Officer; Anne Beaufour, Director; Henri Beaufour, Director; Hervé Couffin, Director; Antoine Flochel, Director; Gérard Hauser, Director; Pierre Martinet, Director; René Merkt, Director; Yves Rambaud, Director; Klaus-Peter Schwabe, Director and Christophe Vérot, Director. The executive officers of Ipsen are Claire Giraut, Etienne de Blois, Christophe Jean, Claude Bertrand, and Eric Drape. The directors of Mayroy are Anne Beaufour, Antoine Flochel, Beech Tree SA, Bee Master B.V. Holding BV, Henri Beaufour, Klaus Peter Schwabe, and Jean-Pierre Diehl. The directors and officers of Ipsen, Mayroy and Ipsen Pharma share all voting and investment powers with respect to these shares. Beneficial ownership information is based on information known to the Company and a Schedule 13D filed with the SEC on June 23, 2011 by Ipsen Pharma and Ipsen.

(39) Includes 64,430 shares of Common Stock issuable upon conversion of 6,443 shares of Company Series A-5 Preferred Stock held by Nordic Bioscience Clinical Development VII A/S (Nordic VII). Nordic VII beneficially owns 0.40% of the Fully-Diluted Shares. Nordic VII is a wholly-owned subsidiary of Nordic Bioscience Clinical Development A/S (Nordic A/S). Nordic A/S is wholly-

owned subsidiary of Nordic Bioscience Holding A/S (Nordic Holding). Nordic Holding is majority owned by C.C. Consulting A/S (C.C. Consulting). Claus Christiansen, MD, and Bente Riis Christiansen each own 50% of C.C. Consulting and share all voting and investment power with respect to these shares. The entities and individuals mentioned above disclaim beneficial ownership of the share except to the extent of their pecuniary interest therein. Beneficial ownership information is based on information known to the Company and a Schedule 13D filed with the SEC on June 17, 2011 by Nordic VII.

(40) Includes 163,880 options to purchase our Common Stock anticipated to be exercisable within 60 days after December 16, 2011.

(41) Includes 2,558 options to purchase our Common Stock anticipated to be exercisable within 60 days after December 16, 2011.

(42) Includes (i) 15,627 shares of Common Stock held by Mr. Katzenellenbogen and (ii) 40,438 shares of Common Stock held by the John A. Katzenellenbogen Trust Under Agreement Dated August 2, 1999 (the Katzenellenbogen Trust). Mr. Katzenellenbogen is the trustee of the Katzenellenbogen Trust. The Katzenellenbogen Trust may be deemed to beneficially own the shares held by Mr. Katzenellenbogen.

(43) Includes 30,498 options to purchase our Common Stock anticipated to be exercisable within 60 days after December 16, 2011.

(44) Includes (i) 45,145 options to purchase our Common Stock anticipated to be exercisable within 60 days after December 16, 2011, (ii) 4,496 shares of Common Stock held by Dr. Potts and (iii) 20,291 shares of Common Stock held by the Dr. John Potts, Jr and Susanne K. Potts Irrevocable Trust for Stephen K. Potts dated 6-15-05 (the Potts Trust). Dr. Potts is a trustee of the Potts Trust. The Potts Trust may be deemed to beneficially own the shares held by Mr. Potts.

CHANGE IN CONTROL

Reverse Merger

We were incorporated in the State of Delaware on February 4, 2008 under the name MPM Acquisition Corp. In May 2011, we consummated a reverse merger transaction (the Merger) with Radius Health, Inc., a Delaware corporation formed on October 3, 2003 (the Former Operating Company), through which the Former Operating Company became a wholly-owned subsidiary of ours pursuant to the terms of an Agreement and Plan of Merger, dated as of April 25, 2011, by and among the Company (formerly known as MPM Acquisition Corp.), the Former Operating Company and RHI Merger Corp. (the Merger Agreement). Immediately following the merger transaction, the Former Operating Company was merged with and into us, we assumed the business of the Former Operating Company and changed our name to Radius Health, Inc.

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At the effective time of the Merger (the Effective Time), all of the shares of the Former Operating Company s common stock, par value \$.01 per share (the Former Operating Company Common Stock), and shares of the Former Operating Company s preferred stock, par value \$.01 per share (the Former Operating Company Preferred Stock), that were outstanding immediately prior to the Merger were cancelled and each outstanding share of the Former Operating Company Common Stock outstanding immediately prior to the Effective Time was automatically converted into the right to receive one share of our Common Stock and each outstanding share of the Former Operating Company Preferred Stock outstanding immediately prior to the Effective Time was automatically converted into the right to receive one-tenth of one share of our corresponding series of Preferred Stock, as consideration for the Merger. In the Merger, we assumed all options and warrants of the Former Operating Company outstanding immediately prior to the Effective Time. Prior to the Merger, pursuant to the terms of a Redemption Agreement, dated as of April 25, 2011, between the Company and MPM Asset Management LLC (the Redemption Agreement), we completed the repurchase of all of our capital stock issued and outstanding immediately prior to the Merger from our former sole stockholder, MPM Asset Management LLC. Upon completion of the Merger and the redemption, the former stockholders of the Former Operating Company held 100% of the outstanding shares of our capital stock. Pursuant to the Merger, we assumed all of the Former Operating Company s obligations under its existing contracts. In particular, we assumed the rights and obligations of the Former Operating Company under that certain Series A-1 Convertible Preferred Stock Purchase Agreement (the Original Purchase Agreement) with certain investors listed therein (the Investors) pursuant to which, among other things, the Former Operating Company agreed to issue and sell to the Investors up to an aggregate of 7,895,535 shares of Series A-1 Convertible Preferred Stock, par value \$.01 per share, to be completed in three closings (the

initial closing, the Stage I Closing , the second closing, the Stage II Closing and the final closing, the Stage III Closing) (collectively, the Series A-1 Financing). The Original Purchase Agreement was subsequently amended by Amendment No. 1 thereto to eliminate all closing conditions previously provided for in the Original Purchase Agreement (as so amended, the Purchase Agreement). On November 18, 2011, the Investors purchased, and we issued, an aggregate 263,178 shares of our Series A-1 Convertible Preferred Stock (Series A-1 Preferred Stock) at the Stage II Closing at a purchase price per share of \$81.42. On December 14, 2011, the Investors purchased, and we issued, an aggregate 263,180 shares of Series A-1 Preferred Stock at the Stage III Closing at a purchase price per share of \$81.42.

The foregoing description of the Merger Agreement, the Redemption Agreement, the Purchase Agreement and the transactions contemplated thereby do not purport to be complete and are qualified in their entirety by reference to the Merger Agreement, the Redemption Agreement and the Purchase Agreement, respectively.

Voting Arrangements

Pursuant to the Certificate of Designations and that certain Amended and Restated Stockholders Agreement, dated May 17, 2011, by and among the Company, as successor to Radius Health, Inc., and the Stockholders listed therein (as amended, the Stockholders Agreement), which is filed as an exhibit to the Company's Current Report on Form 8-K (File No. 000-53173) filed by the Company on November 10, 2011:

(i) for so long as any shares of Series A-1 Convertible Preferred Stock are outstanding, the holders of a majority of the shares of Series A-1 Convertible Preferred Stock outstanding, voting as a separate class, have the right to designate and elect two (2) members of our Board;

(ii) Oxford Bioscience Partners IV L.P. (together with Saints Capital VI, L.P. and their respective affiliates and certain transferees), HealthCare Ventures VII, L.P. (together with its affiliates and certain transferees) and The Wellcome Trust Limited as trustee of The Wellcome Trust (together with its affiliates and certain transferees) (collectively, the G3 Group and individually, each a G3 Holder) voting as a separate class have the right to designate and elect one (1) member of our Board by majority vote of the shares of Series A-1 Stock held by them; provided, however, that in order to be eligible to vote or consent with respect to the election of such member of our Board of Directors, a G3 Holder together with members of such G3 Group must hold greater than twenty percent (20%) of the shares of Series A-1 Stock purchased under the Purchase Agreement by such G3 Holder and the members of such G3 Group; and

(iii) MPM Capital L.P., voting as a separate class, has the right to designate and elect one (1) member of our Board by majority vote of the shares of Series A-1 Convertible Preferred Stock held by MPM Capital L.P. (provided, that (a) such member of our Board must be an individual with particular expertise in the development of pharmaceutical products and (b) in order to be eligible to vote or consent with respect to the election of such member of the Board, MPM Capital L.P. together with members of the MPM Group (as defined in the Stockholders Agreement) must hold greater than twenty percent (20%) of the shares of Series A-1 Convertible Preferred Stock purchased under the Purchase Agreement by MPM Capital L.P. and the members of the MPM Group).

As part of the Stockholders Agreement, the stockholders have agreed to vote in favor of the above nominations.

EXECUTIVE COMPENSATION

By Us Prior to the Merger

Prior to the Merger, we had not issued any stock options or maintained any stock option or other equity incentive plans. Prior to the Merger, we had no plans in place and never maintained any plans that provided for the payment of retirement benefits or benefits that will be paid primarily following retirement including, but not limited to, tax qualified deferred benefit plans, supplemental executive retirement plans, tax-qualified deferred contribution plans and nonqualified deferred contribution plans. Similarly, we had no contracts, agreements, plans or arrangements, whether written or unwritten, that provide for payments to any named executive officers or any other persons following, or in connection with the resignation, retirement or other termination of a named executive officer, or a change in control of us or a change in a named executive officer's responsibilities following a change in control. The following table summarizes all compensation earned by or paid to our Chief Executive Officer and Financial Officer during two fiscal years ended December 31, 2010 and 2009.

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)	Option Awards (\$)	Non- Equity Incentive Plan Compensation (\$)	Non- qualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total (\$)
Steven St. Peter, President, Director, Principal Executive Officer and Principal Financial Officer	2010(1) 2009	0 0	0 0	0 0	0 0	0 0	0 0	0 0	0 0
John Vander Vort, Secretary and Director	2010(1) 2009	0 0	0 0	0 0	0 0	0 0	0 0	0 0	0 0
Richard Lyttle, President, Director, Principal Executive Officer	2010(2) 2009	0 0	0 0	0 0	0 0	0 0	0 0	0 0	0 0
Nick Harvey, Senior Vice President, Director Principal Financial Officer, Treasurer and Secretary	2010(2) 2009	0 0	0 0	0 0	0 0	0 0	0 0	0 0	0 0

Notes:

(1) Resigned in November 2010.

(2) Appointed in November 2010 and resigned as Chief Executive Officer and President on December 5, 2011.

By the Former Operating Company Prior to the Merger

The following tables summarize all compensation earned by or paid to the Former Operating Company's Chief Executive and Financial Officer (Principal Executive and Financial Officer) and other named executive officers during the two fiscal years ended December 31, 2010 and 2009. The Former Operating Company did not have any formal policy for determining the compensation of executive officers. Instead, base salaries for our named executive officers typically are established through arm's length negotiation at the time the executive is hired. On an annual basis, our board of directors reviews and evaluates, with input from our President and Chief Executive Officer, the need for adjustment of the base salaries of our executives based on changes and expected changes in the scope of an executive's responsibilities, including promotions, the individual contributions made by and performance of the executive during the prior fiscal year, the executive's performance over a period of years, overall labor market conditions, the relative ease or difficulty of replacing the executive with a well-qualified person, our overall growth and development as a company and general salary trends in our industry.

Each executive officer is eligible to receive an annual performance-based cash bonus, in an amount up to a fixed percentage of his base salary. At the beginning of each year the board develops with input from our President and Chief Executive Officer a list of corporate goals for the year that would be used as a guideline to assess the annual performance of the executive officers. As soon as practical after the year is completed, the board would review actual performance against the stated goals and determine subjectively what it believes to be the appropriate level of cash bonus. Whether or not a cash bonus is paid is entirely at the discretion of the board of directors.

Our Compensation Committee is charged with developing a formal policy for determining and reviewing the compensation of executive officers on a regular basis.

Name and Principal Position	Year	Salary (\$)	Bonus \$(1)	Stock Awards (\$)	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Non-qualified Deferred Compensation Earnings (\$)	All Other Compensation \$(2)	Total (\$)
C. Richard Lyttle, President, Director, and Chief Executive Officer	2010	378,622	189,311	0	0	0	0	1715	569,648
	2009	369,387	73,877	0	0	0	0	1,584	444,848
B. Nicholas Harvey, Treasurer, Secretary and Chief Financial Officer and Director	2010	278,492	105,827	0	0	0	0	1,305	385,624
	2009	271,700	40,755	0	0	0	0	851	313,306
Louis O. Dea, Sr. Vice-President and Chief Medical Officer	2010	319,363	130,939	0	0	0	0	1,032	451,334
	2009	311,574	51,410	0	0	0	0	105	363,089
Gary Hattersley, Vice President, Biology & Pharmacology	2010	223,860	69,397	0	0	0	0	240	293,497
	2009	218,400	27,300	0	0	0	0	240	245,940

Notes:

(1) Bonuses related to prior years are shown in same year, even if paid subsequent to year end.

(2) All amounts are attributable to life insurance premiums paid by Radius.

Dr. O Dea resigned as an employee of the Company on November 14, 2011, as disclosed in our Current Report on Form 8-K filed with the SEC on November 18, 2011. Dr. Lyttle resigned as Chief Executive Officer and President of the Company on December 5, 2011, as disclosed in our Current Report on Form 8-K filed with the SEC on December 5, 2011. Each of the other named executive officers listed above are at-will employees eligible for discretionary bonus and equity incentive awards with certain severance rights discussed further below. Dr. Lyttle, Mr. Harvey and Mr. Hattersley have target bonus percentages of 40%, 30% and 25%, respectively. For 2010, each named executive officer, including Dr. O Dea, had the opportunity to achieve a bonus of 125% of their respective target bonus by achievement of certain corporate goals. These goals included a successful outcome from the End of Phase 2 meeting with the FDA for BA058 Injection (25% weighting), the successful completion of the Nordic arrangements to manage the BA058 Injection Phase 3 study for the Company (65% weighting), and successful completion of the Phase 1 study for BA058 Microneedle Patch (35% weighting). The Compensation Committee considered management performance against these goals and determined that bonus payments should be made at 125% of each named executive officer's target bonus percentage.

On November 30, 2011, we entered into a Transition Agreement (the "Transition Agreement") with Dr. Lyttle providing for the resignation of Dr. Lyttle as the Company's President and Chief Executive Officer and as a member of the Board and the appointment of Dr. Lyttle as the Company's Chief Scientific Officer. Pursuant to the terms of the Transition Agreement, Dr. Lyttle will continue to receive his base annualized salary at the rate in effect as of immediately prior to the effective date of the Transition Agreement. Dr. Lyttle's employment as Chief Scientific Officer under the Transition Agreement will be for a period commencing on the Transition Date and ending on June 1, 2012. Dr. Lyttle will remain eligible to receive his annual bonus for calendar year 2011 at the levels previously established for such bonus by the Board and communicated to Dr. Lyttle, subject to and in accordance with the applicable bonus plans and policies of the Company. Dr. Lyttle will be eligible to earn for calendar year 2012 a discretionary cash performance bonus under the Company's bonus plan or program applicable to senior executives based on a target bonus amount equal to 40% of Dr. Lyttle's annualized base salary, but with the actual amount of any such bonus being determined on the basis of the attainment of Company performance metrics and/or individual performance objectives, in each case, as established and approved by the Board in its sole discretion.

In the event Dr. Lyttle's employment is terminated (i) due to his death prior to March 1, 2012 or (ii) for any reason other than for cause after March 1, 2012 (including automatic termination on June 1, 2012), (y) Dr. Lyttle will be entitled to receive his 2012 bonus, pro rated based on the number of days in the calendar year through the date of termination of his employment and (z) any vested and outstanding options to purchase shares of the Company's common stock held by Dr. Lyttle on such date will remain exercisable until the later to occur of (1) the first anniversary of the date of termination of his employment or (2) the date that is 30 days after the date on which the Company's common stock first becomes listed on a national stock exchange, subject in each case to Dr. Lyttle's execution of a release of claims contemplated by the Transition Agreement.

If his employment is terminated without cause or he resigns with good reason, Mr. Harvey will receive 6 months salary in severance payments, payable in accordance with the payroll practice then in effect, and for a period of 6 months, the continuation of health insurance at no cost to him and all options which would have vested in the 6 months following such termination but for such termination shall become immediately exercisable. If the Company is acquired, 50% of his then unvested options will become immediately vested and exercisable.

Following termination of employment without cause, and subject to signing a general release, Mr. Hattersley is entitled to severance payments equal to 6 months of his then current base salary (minus

required withholdings). In addition, if he elects and remains eligible for COBRA coverage during the six month period following the termination of his employment, he is entitled to be reimbursed for the portion of the COBRA premium that would have been paid by the Company had he remained employed by Company during such period.

In connection with Dr. O Dea's resignation, the Company will pay him an aggregate severance amount of \$164,472 (minus required withholdings) in accordance with the Company's normal payroll procedures over a six month period following his resignation. In addition, assuming he elects and remains eligible for COBRA coverage during such six month period the Company will reimburse him for the portion of the COBRA premium that would have been paid by the Company had Dr. O Dea remained employed by Company during such period and will permit him to exercise the portion of the stock options held by Dr. O Dea that were vested as of the date of termination of his employment, representing a right to purchase up to 163,880 shares of Common Stock, until February 14, 2012, subject to the terms and conditions of the 2003 Plan or 2011 Plan, as applicable.

Compensation of Directors

No member of our board of directors received any compensation for services as a director of the Company during the fiscal year ended December 31, 2010. Neither we nor the Former Operating Company has had any formal policy governing the compensation of directors.

During the Former Operating Company's fiscal year ended December 31, 2010, the Former Operating Company granted to Alan Auerbach options to acquire 256,666 shares of Common Stock at an exercise price of \$1.35 per share. The following table summarizes all compensation earned by or paid to Mr. Auerbach in the fiscal year ended December 31, 2010. Mr. Auerbach was not a director of the Former Operating Company in 2009. Mr. Auerbach's options were assumed by us in the Merger.

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)	Option Awards (\$)(1)	Non-Equity Incentive Plan Compensation (\$)	Non-qualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total (\$)(1)
Alan H. Auerbach (Director)(2)	2010	0	0	0	\$ 194,040	0	0	0	\$ 194,040

(1) The value of the option award was calculated based on 256,666 options outstanding at December 31, 2010 multiplied by the fair value per share of \$0.756 that was derived using the Black-Scholes-Merton option pricing model. This model used the following assumptions in valuing the options; expected dividend yield of 0, risk-free interest rate of 1.92%, expected term of 6.25 years, and volatility of 58%.

(2) At December 31, 2010 Mr. Auerbach has 256,666 options outstanding and zero stock awards outstanding.

Grants of Plan-Based Awards and Equity Awards

No plan-based awards or equity awards were granted to any of our or the Former Operating Company's named executive officers or directors during the fiscal year ended December 31, 2010.

Option Exercises and Stock Vested; Outstanding Equity Awards at Fiscal Year End

No unexercised options or warrants were held by any of our named executive officers at December 31, 2010. No options to purchase our capital stock were exercised by any of our named executive officers, nor was any restricted stock held by such executive officers vested during the fiscal year ended December 31, 2010.

During the fiscal year ended December 31, 2010, no Former Operating Company options held by named executive officers, director or proposed director were exercised. At the end of such period, the

following options (which will be assumed in the Merger by the Company) were held by our named executive officers, directors and proposed Company directors. We assumed all of the Former Operating Company's options in the Merger:

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Name	Number of Unexercised Securities		Exercise Price	Expiration
	Exercisable	Unexercisable		
C. Richard Lyttle	101,562	6,770(1)	\$ 1.50	10/28/14
	148,605	9,906(1)	\$ 0.90	7/12/17
	190,005	12,667(1)	\$ 1.20	5/8/18
	80,977	5,398(1)	\$ 1.50	12/3/18
B. Nicholas Harvey	66,711	16,677(2)	\$ 0.90	7/12/17
	51,459	11,875(3)	\$ 1.20	5/8/18
	13,496	13,496(4)	\$ 1.20	12/3/18
Louis O Dea	13,141	9,500(5)	\$ 1.50	2/15/16
	34,622	6,924(6)	\$ 0.90	7/12/17
	57,634	13,300(7)	\$ 1.20	5/8/18
	15,115	15,115(8)	\$ 1.20	12/3/18
Gary Hattersley	10,833	0	\$ 1.50	12/16/13
	5,416	0	\$ 1.50	2/15/16
	20,804	2,972(9)	\$ 0.90	7/12/17
	24,700	5,700(10)	\$ 1.20	5/8/18
	6,478	6,478(11)	\$ 1.20	12/3/18
Alan Auerbach	0	138,973(12)	\$ 1.35	10/12/20
	0	117,693(13)	\$ 1.35	10/12/20

(1) These stock options vest on the execution of an out-licensing partnership which the Board of Directors deemed satisfied on the signing of the Clinical Trial Services Agreement with Nordic on March 29, 2011.

(2) These stock options vest on the execution of an out-licensing partnership which the Board of Directors deemed satisfied on the signing of the Clinical Trial Services Agreement with Nordic on March 29, 2011.

(3) These stock options vested as to 3,958 shares (as rounded) on January 1, April 1, July 1 of 2011.

(4) These stock options vested as to 1,687 shares on the first day of each quarter ending October 1, 2012.

(5) These stock options vested on the randomization of the first patient in the Phase 3 study of BA058 Injection which occurred in April 26, 2011.

(6) These stock options vested as to 3,462 shares on January 1 and April 1 of 2011.

(7) These stock options vested as to 4,433 shares (as rounded) on January 1, April 1, July 1 of 2011.

(8) These stock options vest as to 1,889 shares (as rounded) on the first day of each quarter ending October 1, 2012.

(9) These stock options vest as to 1,486 shares on January 1 and April 1 of 2011.

(10) These stock options vest as to 1,900 shares on January 1, April 1, July 1 of 2011.

(11) These stock options vest as to 809 shares (as rounded) on the first day of each quarter ending October 1, 2012.

(12) These stock options vest as to 11,581 shares (as rounded) on the first day of each quarter ending October 1, 2013.

(13) These stock options vest as to 9,808 shares (as rounded) on the first day of each quarter ending October 1, 2013.

2003 Long-Term Incentive Plan

Generally, in the Merger, we assumed the 2003 Plan and all options to acquire common stock of the Former Operating Company issued thereunder. The 2003 Plan is intended to assist us and our affiliates in attracting and retaining employees and consultants of outstanding ability and to promote the identification of their interests with those of our stockholders and our affiliates. Only incentive stock options and non-statutory stock options have been granted under the 2003 Plan. As of December 16, 2011, we had 1,256,078 options issued and unexercised under the 2003 Plan, 1,063,671 of which were vested. In connection with the adoption and approval of the 2011 Plan, we will not make any further awards under the 2003 Plan, which is referred to as the suspension of the 2003 Plan, as of November 7, 2011. No new awards may be granted under the 2003 Plan, but awards outstanding at the time of suspension remain outstanding in accordance with their terms. If an option or right expires or terminates for any reason (other than termination by virtue of the exercise of a related option or related right, as the case may be) without having been fully exercised, if shares of restricted stock are forfeited, or if shares covered by an

incentive share award or performance award are not issued or are forfeited, the unissued or forfeited shares that had been subject to the award become available for the grant of additional awards under the 2011 Plan.

Administration. The compensation committee of the board of directors administers the 2003 Plan. In the event that there is no compensation committee, the board of directors administers the plan. The committee or the board may delegate authority to administer the 2003 Plan to any other committee.

Incentive Stock Options. Incentive stock options are intended to qualify as incentive stock options under Section 422 of the Internal Revenue Code and are granted pursuant to incentive stock option agreements. The plan administrator determines the exercise price for an incentive stock option, which may not be less than 100% of the fair market value of the stock underlying the option determined on the date of grant. Notwithstanding the foregoing, incentive options granted to employees who own, or are deemed to own, more than 10% of our voting stock, must have an exercise price not less than 110% of the fair market value of the stock underlying the option determined on the date of grant.

Nonstatutory Stock Options. Nonstatutory stock options are granted pursuant to nonstatutory stock option agreements. The plan administrator determines the exercise price for a nonstatutory stock option.

Vesting. Options granted under the plan generally vest in sixteen (16) quarterly installments, each quarterly installment being equal in number of shares as possible (as determined by the Company in its reasonable discretion), with the first quarterly installment vesting one quarter after the date of the grant, and an additional quarterly installment vesting on the first day of each calendar quarter thereafter, until all of the shares subject to the option are fully vested and the option may be exercised as to 100% of the shares issuable upon exercise thereof.

Changes to Capital Structure. In the event of certain types of changes in our capital structure, such as a share split, the number of shares and exercise price or strike price, if applicable, of all outstanding awards will be appropriately adjusted.

Dividends. Any award under the 2003 Plan may confer upon the recipient the right to receive dividend payments or dividend equivalent payments with respect to the shares subject to the award. Such dividend payments may be paid currently or credited to an account in favor of the recipient. Such dividends may be settled in cash or shares, as determined by the plan administrator.

Employment Agreements

Other than Dr. O'Dea, who resigned as an employee of the Company on November 14, 2011, and except as contemplated by the Transition Agreement with Dr. Lyttle, each of the named executive officers described in this information statement is an at-will employee eligible for a discretionary bonus and equity incentive awards with certain severance rights discussed further below. The Company entered into at-will employment agreements with each of such named executive officers on the date set forth next to such officer's name below. The Transition Agreement superseded the employment agreement entered into with Dr. Lyttle. The table below also sets forth for each of such named executive officers such officer's initial salary. The initial salary of each named executive officer has been reviewed and adjusted on an annual basis in accordance with procedures established from time to time by the Company's board of directors. Each agreement provides that such named executive officer is eligible to receive annual performance bonuses. See the table above under "By the Former Operating Company prior to the Merger" for the current base salary and annual performance bonus target for each named executive officer other than Dr. Lyttle whose

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current salary is determined pursuant to the terms of the Transition Agreement described above.

Name:	Agreement Date		Initial Base Salary
C. Richard Lyttle	July 2, 2004	\$	300,000
B. Nicholas Harvey	November, 15, 2006	\$	250,000
Gary Hattersley	November 14, 2003	\$	130,000

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Mr. Harvey's agreement provides for indemnification against all liabilities, claims, damages, costs and expenses arising from his serving as an officer. The agreements provided for initial stock option grants and vesting, all of which are fully vested, paid vacation and access to our benefits programs.

Pursuant to the terms of the Transition Agreement, in the event Dr. Lyttle's employment is terminated (i) due to his death prior to March 1, 2012 or (ii) for any reason other than for cause after March 1, 2012 (including automatic termination on June 1, 2012), (y) Dr. Lyttle will be entitled to receive his 2012 bonus, pro rated based on the number of days in the calendar year through the date of termination of his employment and (z) any vested and outstanding options to purchase shares of the Company's common stock held by Dr. Lyttle on such date will remain exercisable until the later to occur of (1) the first anniversary of the date of termination of his employment or (2) the date that is 30 days after the date on which the Company's common stock first becomes listed on a national stock exchange, subject in each case to Dr. Lyttle's execution of a release of claims contemplated by the Transition Agreement.

If his employment is terminated without cause or he resigns with good reason, Mr. Harvey will receive 6 months salary in severance payments, payable in accordance with the payroll practice then in effect, and for a period of 6 months, the continuation of health insurance at no cost to him and all options which would have vested in the 6 months following such termination but for such termination shall become immediately exercisable. If the Company is acquired, 50% of his then unvested options will become immediately vested and exercisable.

Following termination of employment without cause, and subject to signing a general release, Mr. Hattersley is entitled to severance payments equal to 6 months of his then current base salary. In addition, if he elects and remains eligible for COBRA coverage during such six month period, he is entitled to be reimbursed for the portion of the COBRA premium that would have been paid by the Company had he remained employed by Company during such period.

Estimated Benefits and Payments Upon Termination of Employment

The following table describes the potential payments and benefits upon termination of employment of the named executive officers described herein before or after a change in control of our company as described above, as if each officer's employment terminated as of December 31, 2010, the last business day of the 2010 fiscal year.

Name	Benefit	Termination Other than for Cause after a Change in Control	Termination Other than for Cause not in a Change in Control
C. Richard Lyttle	Severance	\$ 567,933	\$ 378,622
	Option Acceleration	\$ 3,584	\$ 0
	COBRA Premiums	\$ 25,691(1)	\$ 17,127(1)
	Vacation Payout	\$ 14,562	\$ 14,562
	Total Value	\$ 611,770	\$ 410,311
B. Nicholas Harvey	Severance	\$ 139,246	\$ 139,246
	Option Acceleration	\$ 5,655	\$ 1,694
	COBRA Premiums	\$ 12,845	\$ 12,845
	Vacation Payout	\$ 10,711	\$ 10,711
	Total Value	\$ 168,457	\$ 164,496

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Louis O Dea	Severance	\$	159,682	\$	159,682
	Option Acceleration	\$	0	\$	0
	COBRA Premiums	\$	10,919	\$	10,919
	Vacation Payout	\$	12,283	\$	12,283
	Total Value	\$	182,884	\$	182,884
Gary Hattersley	Severance	\$	111,930	\$	111,930
	Option Acceleration	\$	0	\$	0
	COBRA Premiums	\$	10,919(2)	\$	10,919(2)
	Vacation Payout	\$	8,527	\$	8,527
	Total Value	\$	131,376	\$	131,376

(1) Dr. Lyttle is not currently enrolled in our medical plan. Dr. Lyttle is eligible to enroll in our medical plan and upon his enrollment would be entitled to this amount in the event of his termination without cause.

(2) Mr. Hattersley is not currently enrolled in our medical or dental plans. Mr. Hattersley is eligible to enroll in such plans and upon his enrollment would be entitled to this amount in the event of his termination without cause.

For purposes of valuing the severance and vacation payments in the table above, we used each executive officer's base salary in effect at the end of 2010 and the number of accrued but unused vacation days at the end of 2010.

The value of option acceleration shown in the table above was calculated based on the assumption that the officer's employment was terminated and the change in control (if applicable) occurred on December 31, 2010 and that the fair market value of our common stock on that date was \$1.35 per share. The value of the vesting acceleration was calculated by multiplying the number of unvested shares subject to each option by the difference between the fair market value of our common stock as of December 31, 2010 and the exercise price of the option.

Pension Benefits

No named executive officers received or held pension benefits during the fiscal year ended December 31, 2010.

Nonqualified Deferred Compensation

No nonqualified deferred compensation was offered or issued to any named executive officer during the fiscal year ended December 31, 2010.

**INTEREST OF CERTAIN PERSONS IN OR OPPOSITION
TO MATTERS TO BE ACTED UPON**

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Other than as a potential participant under the 2011 Plan, the officers and directors of the Company do not have any substantial interest in the matters acted upon pursuant to the Stockholder Consent, other than in their respective roles as officers or directors of the Company.

EXPENSE OF INFORMATION STATEMENT

The expenses of mailing this Information Statement will be borne by us, including expenses in connection with the preparation and mailing of this Information Statement and all documents that now accompany or may hereafter supplement it. We do not contemplate that brokerage houses, custodians, nominees, and fiduciaries will be requested to forward the Information Statement to the beneficial owners of our Common Stock held of record by such persons, and we will not reimburse them for their expenses incurred in connection therewith.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This Information Statement may include forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act. These forward-looking statements relate to future events or our future financial performance and involve known and unknown risks, uncertainties and other factors that may cause our actual results, levels of activity, performance or achievements to differ materially from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements. Words such as, but not limited to, believe, expect, anticipate, estimate, intend, plan, targets, likely, will, would, could, and phrases, or the negative of those expressions or phrases identify forward-looking statements. Although we believe that we have a reasonable basis for each forward-looking statement contained in this report, we caution you that these statements are based on our projections of the future that are subject to known and unknown risks and uncertainties and other important factors that may cause our actual results, level of activity, performance or achievements expressed or implied by these forward-looking statements, to differ. These statements, by their nature, involve substantial risks and uncertainties, certain of which are beyond our control, and actual results may differ materially depending on a variety of important factors, including factors discussed in other filings of ours with the SEC. Given these uncertainties, prospective investors are cautioned not to place undue reliance on such forward-looking statements. Our forward-looking statements speak only as of the date of this Information Statement, and we expressly disclaim any intent or obligation to update any forward-looking statements after the date hereof to conform such statements to actual results or to changes in our opinions or expectations, except as required by applicable law.

DELIVERY OF DOCUMENTS TO SECURITY HOLDERS SHARING AN ADDRESS

Only one Information Statement is being delivered to multiple security holders sharing an address unless the Company has received contrary instructions from one or more of the security holders. The Company will deliver promptly upon written or oral request a separate copy of the Information Statement to a security holder at a shared address to which a single copy of the Information Statement was delivered. A security holder can notify the Company that the security holder wishes to receive a separate copy of the Information Statement by sending a written request to the Company at Radius Health, Inc., 201 Broadway, 6th Floor, Cambridge, MA 02139, or by calling the Company at (617) 551-4700 and requesting a copy of the Information Statement. Security holders who receive multiple copies of the Information Statement at their address and would like to request that only a single copy of communications be delivered to the shared address may do so by making either a written or oral request to the Company contacts listed above.

ADDITIONAL INFORMATION

We are subject to the reporting and information requirements of the Exchange Act, and in accordance therewith file periodic reports, proxy statements and other information with the SEC. You can read periodic reports, proxy statements and other information filed us in accordance with the Exchange Act can be read and copied at the Public Reference Room of the SEC located at 100 F Street, N.E., Washington, D.C. 20549. Electronic reports, proxy statements and other information filed through the SEC's Electronic Data Gathering, Analysis and Retrieval system (EDGAR) are publicly available through the SEC's web site (<http://www.sec.gov>).

By Order of the Board of Directors

Michael S. Wyzga
President and Chief Executive Officer

Cambridge, Massachusetts
December , 2011

EXHIBIT A

Radius Health, Inc.

Action by Written Consent of the Stockholders

in Lieu of a Special Meeting

The undersigned, being the holders of record of outstanding shares of capital stock of Radius Health, Inc., a Delaware corporation (the Corporation), representing the Senior Majority, as defined in the Corporation's Certificate of Designations (the Certificate of Designations), and thereby constituting not less than the minimum voting power of the issued and outstanding shares of capital stock of the Corporation necessary to approve the transactions and waive the rights set forth in the resolutions below, hereby consent, pursuant to the Delaware General Corporation Law, Section 228, and Section 7, Paragraph (e), Clause (ii)(g) of the Certificate of Designations, to the adoption of the following resolutions, effective as of, and conditioned upon, the expiration of 20 days following the mailing of an information statement to the Corporation's stockholders as required under Rule 14c-2 under the Securities Exchange Act of 1934, as amended.

2011 Equity Incentive Plan

RESOLVED: That the incentive plan entitled the 2011 Equity Incentive Plan , in the form attached as Exhibit A hereto (the 2011 Plan), which was previously adopted and approved by the Board of Directors of the Corporation, is hereby ratified, approved, and adopted in all respects.

The written consent to the foregoing resolution may be executed in counterparts, each of which shall be deemed to be an original and all of which together shall be deemed to be one and the same instrument and this written consent may be executed and delivered by facsimile and upon such delivery by facsimile signature will be deemed to have the same effect as if the original signature has been delivered.

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Each of the undersigned stockholders of Radius Health, Inc. have executed this Action by Written Consent of Stockholders on the date set forth opposite such stockholder's signature.

MRNA II - HOLDINGS LLC

By: mRNA Fund II, L.P.
By: OBP MANAGEMENT II, L.P.

By: /s/ Jonathan Fleming Date: 11/15/11
Name: Jonathan Fleming
Title: General Partner

By: SAINTS CAPITAL GRANITE, L.P.
By: SAINTS CAPITAL GRANITE, LLC

By: /s/ Scott Halsted Date: 11/15/11
Name: Scott Halsted
Title: Managing Director

OBP IV HOLDINGS LLC

By: OXFORD BIOSCIENCE PARTNERS IV., L.P.
By: OBP MANAGEMENT IV, L.P.

By: /s/ Jonathan Fleming Date: 11/15/11
Name: Jonathan Fleming
Title: General Partner

By: SAINTS CAPITAL GRANITE, L.P.
By: SAINTS CAPITAL GRANITE, LLC

By: /s/ Scott Halsted Date: 11/15/11
Name: Scott Halsted
Title: Managing Director

THE WELLCOME TRUST LIMITED, AS TRUSTEE OF THE WELLCOME TRUST

By: /s/ Peter Percisa Gray Date: 11/18/11
Name: Peter Percisa Gray
Title: Managing Director

MPM BIOVENTURES III, L.P.

By: MPM BioVentures III GP, L.P., its General Partner
By: MPM BioVentures III LLC, its General Partner

By: /s/ Ansbert Gadicke Date: 11/18/11
Name: Ansbert Gadicke
Title: Series A Member

MPM BIOVENTURES III-QP, L.P.

By: MPM BioVentures III GP, L.P., its General Partner
By: MPM BioVentures III LLC, its General Partner

By: /s/ Ansbert Gadicke Date: 11/18/11
Name: Ansbert Gadicke
Title: Series A Member

MPM BIOVENTURES III GMBH & CO. BETEILIGUNGS KG

By: MPM BioVentures III GP, L.P., in its capacity as the Managing Limited Partner
By: MPM BioVentures III LLC, its General Partner

By: /s/ Ansbert Gadicke Date: 11/18/11
Name: Ansbert Gadicke
Title: Series A Member

MPM BIOVENTURES III PARALLEL FUND, L.P.

By: MPM BioVentures III GP, L.P., its General Partner
By: MPM BioVentures III LLC, its General Partner

By: /s/ Ansbert Gadicke Date: 11/18/11
Name: Ansbert Gadicke
Title: Series A Member

MPM ASSET MANAGEMENT INVESTORS 2003 BVIII LLC

By: /s/ Ansbert Gadicke Date: 11/18/11
Name: Ansbert Gadicke
Title: Manager

MPM BIO IV NVS STRATEGIC FUND, L.P.

By: MPM BioVentures IV GP LLC, its General Partner
By: MPM BioVentures IV LLC, its Managing Member

By: /s/ Ansbert Gadicke Date: 11/18/11
Name: Ansbert Gadicke
Title: Member

HEALTHCARE VENTURES VII, L.P.

By: HealthCare Partners VII, L.P.
Its General Partner

By: /s/ Jeffrey Steinberg Date: 11/18/11
Name: Jeffrey Steinberg
Title: Administrative Partner

BB BIOTECH VENTURES II, L.P.

By: BB Biotech Ventures GP (Guernsey) Limited
Its General Partner Date: 11/14/11

By: /s/ Pascal Mahieux
Name: Pascal Mahieux
Title: Director

BIOTECH GROWTH N.V.

By: /s/ H.J. van Neutegem Date: 11/18/11
Name: H.J. van Neutegem
Title: Managing Director

HEALTHCARE PRIVATE EQUITY LIMITED PARTNERSHIP

By: Waverley Healthcare Private Equity Limited
Its General Partner

Date: 11/18/11

By: /s/ Archie Struthers
Name: Andrew November
Title: Director

Radius Health, Inc.

Action by Written Consent of the Stockholders

in Lieu of a Special Meeting

The undersigned, being the holders of record of outstanding shares of capital stock of Radius Health, Inc., a Delaware corporation (the Corporation), representing the Senior Majority, as defined in the Corporation's Certificate of Designations (the Certificate of Designations), and thereby constituting not less than the minimum voting power of the issued and outstanding shares of capital stock of the Corporation necessary to approve the transactions and waive the rights set forth in the resolutions below, hereby consent, pursuant to the Delaware General Corporation Law, Section 228, and Section 7, Paragraph (e), Clause (ii)(g) of the Certificate of Designations, to the adoption of the following resolutions, effective as of, and conditioned upon, the expiration of 20 days following the mailing of an information statement to the Corporation's stockholders as required under Rule 14c-2 under the Securities Exchange Act of 1934, as amended.

Amendment of 2011 Equity Incentive Plan

RESOLVED: That the amendment and restatement of the first two sentences of Section 4 of the Corporation's 2011 Equity Incentive Plan (the Plan) to read as follows is approved:

At no time shall the number of shares of Stock issued pursuant to or subject to outstanding Awards granted under the Plan exceed the sum of (a) two million six hundred fifty five thousand sixty four (2,655,064) shares of Stock, and (b) any shares of Stock which as of the Effective Date are available for issuance under the Prior Plan, or are subject to awards under the Prior Plan which are forfeited or lapse unexercised and which following the Effective Date are not issued under the Prior Plan; *subject, however*, to the provisions of Section 8 of the Plan. The maximum number of shares of Stock that may be issued pursuant to or subject to outstanding Awards, including Incentive Options, is four million two hundred fifty-two thousand nine hundred fifty-three (4,252,953) (subject to the provisions of Section 8 of the Plan).

Amendment of Certificate of Designations

RESOLVED: That the amendment and restatement of Section 7(e)(ii)(b) of the Certificate of Designations of the Series A-1 Convertible Preferred Stock, Series A-2 Convertible Preferred Stock, Series A-3 Convertible Preferred Stock, Series A-4 Convertible Preferred Stock, Series A-5 Convertible Preferred Stock and Series A-6 Convertible Preferred Stock of the Corporation (the Certificate) to read as follows is approved:

b. Common Stock issued or issuable to officers, directors or employees of or consultants or independent contractors to the Corporation, pursuant to any written agreement, plan or arrangement to purchase, or rights to subscribe for, such Common Stock, including Common Stock issued under the Corporation's 2011 Equity Incentive Plan, 2003 Long-Term Incentive Plan, as amended, or other equity incentive plan or other agreements that have been approved in form and in substance by the Senior Majority, calculated in accordance with Section 6(a) (including, in such calculation, any outstanding restricted stock awards held by such holders), and which, as a condition precedent

to the issuance of such

shares, provide for the vesting of such shares and subject such shares to restrictions on transfer and rights of first offer in favor of the Corporation, and restricted stock grants to directors, employees or consultants as approved by the Board of Directors of the Corporation; provided, however, that the maximum number of shares of Common Stock heretofore or hereafter issuable pursuant to the Corporation's 2011 Equity Incentive Plan, 2003 Long-Term Incentive Plan, as amended, and all such agreements, plans and arrangements shall not exceed four million two hundred fifty-two thousand nine hundred fifty-three (4,252,953) shares of Common Stock.

RESOLVED: That, notwithstanding the approval of the amendment of the Certificate described above, the Board of Directors may, at any time prior to the effectiveness of the filing of a Certificate of Amendment relating to such amendment with the Secretary of State of the State of Delaware, abandon the proposed amendment without further action by the stockholders of the Corporation.

The written consent to the foregoing resolutions may be executed in counterparts, each of which shall be deemed to be an original and all of which together shall be deemed to be one and the same instrument and this written consent may be executed and delivered by facsimile and upon such delivery by facsimile signature will be deemed to have the same effect as if the original signature has been delivered.

[Remainder of page intentionally left blank]

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Each of the undersigned stockholders of Radius Health, Inc. have executed this Action by Written Consent of Stockholders on the date set forth opposite such stockholder's signature.

THE WELLCOME TRUST LIMITED,
AS TRUSTEE OF THE WELLCOME TRUST

By: /s/ Peter Percisa Gray
Name: Peter Percisa Gray
Title: Managing Director

Date: 12/16/11

MPM BIOVENTURES III, L.P.

By: MPM BioVentures III GP, L.P., its General Partner
By: MPM BioVentures III LLC, its General Partner

By: /s/ Ansbert Gadicke
Name: Ansbert Gadicke

Date: 12/16/11