

Radius Health, Inc.  
Form 3  
January 06, 2014

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

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

|  |         |          |  |  |  |
|--|---------|----------|--|--|--|
| 1. Name and Address of Reporting Person *        |         |          | 2. Date of Event Requiring Statement             | 3. Issuer Name <b>and</b> Ticker or Trading Symbol |  |
| Å Nordic Bioscience Clinical Development VII A/S |         |          | (Month/Day/Year)                                 | Radius Health, Inc. [NONE]                         |  |
| (Last)   | (First) | (Middle) | 12/31/2013                                       |  |  |
| HERLEV HOVEDGADE 207                             |         |          | 4. Relationship of Reporting Person(s) to Issuer |  | 5. If Amendment, Date Original Filed(Month/Day/Year)       |
| (Street)   |         |          | (Check all applicable)                           |  |  |
| HERLEV, Å G7 Å DK-2730                           |         |          | ___ Director ___X___ 10% Owner                   |  | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City)   | (State) | (Zip)    | ___ Officer ___ Other                            |  | ___X___ Form filed by One Reporting Person                 |
|  |         |          | (give title below) (specify below)               |  | ___ Form filed by More than One Reporting Person           |

**Table I - Non-Derivative Securities Beneficially Owned**

|                                 |   |  |   |
|---------------------------------|---|--|---|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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

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

|  |  |   |  |  |   |
|--|--|---|--|--|---|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|  | Date Exercisable      Expiration Date                    | Title      Amount or Number of Shares                                       |  |  |   |

(Instr. 5)

|  |            |       |              |           |        |   |   |
|--|------------|-------|--------------|-----------|--------|---|---|
| Series A-5 Convertible Preferred Stock | 12/31/2013 | Â (1) | Common Stock | 64,430    | \$ (1) | D | Â |
| Series A-6 Convertible Preferred Stock | 12/31/2013 | Â (2) | Common Stock | 4,961,110 | \$ (2) | D | Â |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Nordic Bioscience Clinical Development VII A/S<br>HERLEV HOVEDGADE 207<br>HERLEV, G7 DK-2730 | Â             | Â X       | Â       | Â     |

## Signatures

/s/ Thomas Nielsen, CFO of Nordic Bioscience Clinical Development VII A/S

01/06/2014

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The reporting person acquired 6,443 shares of the issuer's Series A-5 Convertible Preferred Stock ("Series A-5 Stock") on May 17, 2011 for an aggregate purchase price paid by the reporting person of \$525,154. The Series A-5 Stock is convertible into common stock at any time on a ten-for-one basis, and has no expiration date.

(2) On December 31, 2013, the board of directors of the issuer declared a dividend, payable to all holders of record of the issuer's Series A-5 Stock on such date, of seventy-seven (77) shares of the issuer's Series A-6 Convertible Preferred Stock ("Series A-6 Stock") for each share of Series A-5 Stock outstanding. As the sole holder of Series A-5 Stock, the reporting person received 496,111 shares of Series A-6 Stock as of December 31, 2013. The Series A-6 Stock is convertible into common stock at any time on a ten-for-one basis, and has no expiration date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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