

Lyttle Cecil Richard
Form 4
May 19, 2011

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Lyttle Cecil Richard

(Last) (First) (Middle)

C/O RADIUS HEALTH, INC., 201 BROADWAY, 6TH FLOOR

(Street)

CAMBRIDGE, MA 02139

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Radius Health, Inc. [NONE]

3. Date of Earliest Transaction (Month/Day/Year)
05/17/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President and C.E.O.

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)			
			Code	V	Amount	(D)	Price
Common Stock	05/17/2011		A		66,666	A	Ⓛ
					66,666	D	

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 1.5	05/17/2011		A		(2)	10/28/2014	Common Stock	108,333
Stock Option (Right to Buy)	\$ 0.9	05/17/2011		A		(4)	07/12/2017	Common Stock	91,846
Stock Option (Right to Buy)	\$ 1.2	05/17/2011		A		(6)	05/08/2018	Common Stock	202,672
Stock Option (Right to Buy)	\$ 1.2	05/17/2011		A		(8)	12/03/2018	Common Stock	86,376

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lyttle Cecil Richard C/O RADIUS HEALTH, INC. 201 BROADWAY, 6TH FLOOR CAMBRIDGE, MA 02139	X		President and C.E.O.	

Signatures

/s/ C. Richard
Lyttle

05/19/2011

**Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Received in exchange for 66,666 shares of common stock of Radius Health, Inc. in connection with the merger of RHI Merger Corp., a wholly-owned subsidiary of the Registrant (f/k/a MPM Acquisition Corp.), with and into Radius Health, Inc. ("Target") pursuant to which Target survived and became a wholly-owned subsidiary of Registrant (the "Surviving Corporation"). Following such merger, the

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Surviving Corporation merged with and into its parent corporation, the Registrant, and subsequently changed its name to "Radius Health, Inc." (the "Merger").

- (2) Twenty-five percent of the options vested on September 1, 2005, an additional twenty-five percent vested in twelve equal quarterly installments with the first quarterly installment vesting on January 1, 2006, and the additional quarterly installments vested on the first day of each calendar quarter thereafter. The remaining fifty percent of the options vest on or prior to September 1, 2009 upon the completion of certain milestones.
- (3) Received in exchange for employee stock options to acquire 108,333 shares of Radius Health, Inc. common stock for \$1.50 per share in connection with the Merger.
- (4) 62,744 of the options vested on July 12, 2007, an additional 16,511 options vested over five equal quarterly installments with the first quarterly installment vesting on October 1, 2007 and the remaining options vest on the achievement of certain milestones.
- (5) Received in exchange for employee stock options to acquire 91,846 shares of Radius Health, Inc. common stock for \$0.90 per share in connection with the Merger.
- (6) 97,113 of the options vested on May 8, 2008, an additional 4,222 of the options vested on October 1, 2008, and the remaining options vest on the achievement of certain milestones.
- (7) Received in exchange for employee stock options to acquire 202,672 shares of Radius Health, Inc. common stock for \$1.20 per share in connection with the Merger.
- (8) 43,188 of the options vested on December 3, 2008 and the remaining options vest on the achievement of certain milestones.
- (9) Received in exchange for employee stock options to acquire 86,376 shares of Radius Health, Inc. common stock for \$1.20 per share in connection with the Merger.

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.