

## Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

**Part I Reporting Issuer**

<b>1</b> Issuer's name  <b>Radius Health, Inc.</b>		<b>2</b> Issuer's employer identification number (EIN)  <b>80-0145732</b>	
<b>3</b> Name of contact for additional information  <b>[TBA]</b>	<b>4</b> Telephone No. of contact  <b>(617) 551-4700</b>	<b>5</b> Email address of contact  <b>[TBA]</b>	
<b>6</b> Number and street (or P.O. box if mail is not delivered to street address) of contact  <b>201 Broadway, 6th Floor</b>		<b>7</b> City, town, or post office, state, and Zip code of contact  <b>Cambridge, MA 02139</b>	
<b>8</b> Date of action  <b>May 17, 2011</b>		<b>9</b> Classification and description  <b>one class of common stock and three series of convertible preferred stock</b>	
<b>10</b> CUSIP number  <b>See Attachment A1</b>	<b>11</b> Serial number(s)  <b>[TBA]</b>	<b>12</b> Ticker symbol  <b>N/A</b>	<b>13</b> Account number(s)  <b>[TBA]</b>

**Part II Organizational Action** Attach additional statements if needed. See back of form for additional questions.

**14** Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶  
**See Attachment A1**

**15** Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶  
**A shareholder's basis in shares received (including fractional shares deemed received) should equal the basis of the shares surrendered. For rules governing the allocation of basis to individual shares (or fractional shares) received, see Treas. Reg. sec. 1.358-2.**

**16** Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶  
**See answer to line 15**

**Part II Organizational Action** (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶  
**Sections 354, 358, and 368**

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18 Can any resulting loss be recognized? ▶  
**No**

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19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶  
**Reportable tax year is 2011**

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Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

**Sign Here**

Signature ▶ \_\_\_\_\_ Date ▶ \_\_\_\_\_

Print your name ▶ **B.N. Harvey** Title ▶ **CFO**

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no.	