

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

**FORM S-8
REGISTRATION STATEMENT**
*UNDER
THE SECURITIES ACT OF 1933*

Radius Health, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

950 Winter Street
Waltham, Massachusetts
(Address of Principal Executive Offices)

80-0145732
(I.R.S. Employer
Identification No.)

02451
(Zip Code)

Inducement Stock Option Agreements
(Full Title of the Plan)

Jesper Hoeiland
President and Chief Executive Officer
950 Winter Street
Waltham, Massachusetts 02451
(Name and Address of Agent For Service)

(617) 551-4700
(Telephone Number, Including Area Code, of Agent For Service)

Copies to:

Arthur R. McGivern, Esq.
Sarah Ashfaq, Esq.
Goodwin Procter LLP
100 Northern Avenue
Boston, Massachusetts 02210
(617) 570-1000

Brent Hatzis-Schoch, Esq.
Senior Vice President and General Counsel
Radius Health, Inc.
950 Winter Street
Waltham, Massachusetts 02451
(617) 551-4000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

| | | | | |
|-------------------------|-------------------------------------|--|---------------------------|--------------------------|
| Large accelerated filer | <input checked="" type="checkbox"/> | | Accelerated filer | <input type="checkbox"/> |
| Non-accelerated filer | <input type="checkbox"/> | | Smaller reporting company | <input type="checkbox"/> |
| | | | Emerging growth company | <input type="checkbox"/> |

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered | Amount to be Registered(1) | Proposed Maximum Offering Price Per Share | Proposed Maximum Aggregate Offering Price(2) | Amount of Registration Fee |
|---|----------------------------|---|--|----------------------------|
| Common Stock, \$.0001 par value per share | 60,000(3) | \$28.74 | \$1,724,400.00 | \$209.00 |
| Common Stock, \$.0001 par value per share | 130,000(4) | \$19.93 | \$2,590,900.00 | \$314.02 |

- (1) In accordance with Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) In accordance with Rule 457(h) under the Securities Act, the proposed maximum aggregate offering prices for the shares of common stock (“Common Stock”) of Radius Health, Inc. (the “Registrant”) have been computed based upon the prices at which the inducement options described below may be exercised.
- (3) Represents shares of common stock available for future issuance upon the exercise of an inducement stock option award granted on July 16, 2018 outside of the Registrant’s employee equity compensation plans to Chhaya Shah to induce Ms. Shah to accept employment with the Registrant.

- (4) Represents shares of common stock available for future issuance upon the exercise of an inducement stock option award granted on September 4, 2018 outside of the Registrant's employee equity compensation plans to Charles Morris, MBChB to induce Dr. Morris to accept employment with the Registrant.
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EXPLANATORY NOTE

This Registration Statement on Form S-8 (the “Registration Statement”) is being filed for the purpose of registering 190,000 shares of the Registrant’s Common Stock issuable under previously announced inducement stock option awards granted on July 16, 2018 and September 4, 2018.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information called for in Part I of Form S-8 is not being filed with or included in this Registration Statement (by incorporation by reference or otherwise) in accordance with the rules and regulations of the Securities and Exchange Commission (the “Commission”).

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents, which have been filed with the Commission by the Registrant, pursuant to the Securities Act and the Securities Exchange Act of 1934, as amended (the “Exchange Act”), as applicable, are hereby incorporated by reference in, and shall be deemed to be a part of, this Registration Statement:

- The Registrant’s Annual Report on [Form 10-K](#) for the year ended December 31, 2018, filed with the Commission on February 28, 2019.
- The Registrant’s Definitive Proxy Statement on [Schedule 14A](#), filed with the Commission on April 18, 2019.
- The Registrant’s Quarterly Report on Form [10-Q](#) for the quarter ended March 31, 2019, filed with the Commission on May 8, 2019.
- The Registrant’s Current Reports on Form 8-K filed with the Commission on [January 25, 2019](#) and [April 30, 2019](#).
- The description of the Registrant’s Common Stock contained in its Registration Statement on [Form 8-A](#), filed with the Commission on May 2, 2014, and any amendment or report filed with the Commission for the purpose of updating the description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of the filing of such documents. The Registrant is not, however, incorporating by reference any documents or portions thereof, whether specifically listed above or filed in the future, that are not deemed “filed” with the Commission, including the Registrant’s Compensation Committee report and performance graph or any information furnished pursuant to Items 2.02 or 7.01 of Form 8-K or related exhibits furnished pursuant to Item 9.01 of Form 8-K.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement. Under no circumstances will any information furnished under Items 2.02 or 7.01 of Form 8-K be deemed incorporated herein by reference unless such Current Report on Form 8-K expressly provides to the contrary.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Section 145 of the General Corporation Law of Delaware (the "DGCL") provides that a corporation has the power to indemnify a director, officer, employee or agent of the corporation and certain other persons serving at the request of the corporation in related capacities against amounts paid and expenses incurred in connection with an action or proceeding to which he or she is or is threatened to be made a party by reason of such position, if such person shall have acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, and, in any criminal proceeding, if such person had no reasonable cause to believe his or her conduct was unlawful; provided that, in the case of actions brought by or in the right of the corporation, no indemnification shall be made with respect to any matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the adjudicating court determines that such indemnification is proper under the circumstances.

Article 7 of the Registrant's Certificate of Incorporation provide that it will indemnify, to the fullest extent permitted by Section 145 of the DGCL, as amended from time to time, each person that such section grants the Registrant power to indemnify, including in circumstances in which indemnification is otherwise discretionary under Delaware law. In addition, the Registrant has entered into separate indemnification agreements with its directors and executive officers which would require it, among other things, to indemnify them against certain liabilities that may arise by reason of their status or service (other than liabilities arising from willful misconduct of a culpable nature). The indemnification provisions in the Registrant's Certificate of Incorporation and the indemnification agreements entered into between the Registrant and its directors and executive officers may be sufficiently broad to permit indemnification of its directors and executive officers for liabilities (including reimbursement of expenses incurred) arising under the Securities Act. The Registrant also intends to maintain director and officer liability insurance, if available on reasonable terms, to insure its directors and officers against the cost of defense, settlement or payment of a judgment under certain circumstances.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

The list of exhibits is set forth under "Index to Exhibits" immediately preceding the signature pages hereto and is incorporated by reference herein.

Item 9. Undertakings.

The undersigned Registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
 - i. to include any prospectus required by Section 10(a)(3) of the Securities Act;
 - ii. to reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement.
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Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and

- iii. to include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs (1)(i) and (1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

- (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

The Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted directors, officers and controlling persons of the Registrant pursuant to the provisions described in Item 6 hereof, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

INDEX TO EXHIBITS

| Exhibit No. | Description |
|----------------|--|
| 4.1(1) | Restated Certificate of Incorporation of the Registrant |
| 4.2(2) | Amended and Restated By-Laws of the Registrant |
| 5.1* | Opinion of Goodwin Procter LLP, counsel to the Registrant |
| 23.1* | Consent of Goodwin Procter LLP (included in Exhibit 5.1) |
| 23.2* | Consent of Ernst & Young LLP |
| 24* | Power of Attorney (included on the signature pages of this registration statement) |
| 99.1(3) | Radius Health, Inc. Form of Employment Inducement Stock Option Agreement |

(1) Previously filed with the Securities and Exchange Commission as Exhibit 3.1 to the Registrant's Current Report on Form 8-K, filed on June 13, 2014 (File No. 001-35726) and incorporated herein by reference.

(2) Previously filed with the Securities and Exchange Commission as Exhibit 3.1 to the Registrant's Current Report on Form 8-K, filed on March 2, 2018 (File No. 001-35726) and incorporated herein by reference.

(3) Previously filed with the Securities and Exchange Commission as Exhibit 10.4 to the Registrant's Quarterly Report on Form 10-Q, filed on August 7, 2018 (File No. 001-35726) and incorporated herein by reference.

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Waltham, state of Massachusetts, on May 9, 2019.

RADIUS HEALTH, INC.

By: /s/ Jesper Hoeiland
Jesper Hoeiland
Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of Radius Health, Inc., hereby severally constitute and appoint Jesper Hoeiland, Jose Carmona and Brent Hatzis-Schoch, and each of them singly (with full power to each of them to act alone), our true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution in each of them for him and in his name, place and stead, and in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as full to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|---|---|-------------|
| <u>/s/ Jesper Hoeiland</u> Jesper Hoeiland | President, Chief Executive Officer and Director (Principal executive officer) | May 9, 2019 |
| <u>/s/ Jose Carmona</u> Jose Carmona | Senior Vice President, Chief Financial Officer and Treasurer (Principal financial and accounting officer) | May 9, 2019 |
| <u>/s/ Kurt C. Graves</u> Kurt C. Graves | Chairman of the Board | May 9, 2019 |
| <u>/s/ Willard H. Dere, M.D.</u> Willard H. Dere, M.D. | Director | May 9, 2019 |
| <u>/s/ Catherine Friedman</u> Catherine Friedman | Director | May 9, 2019 |
| <u>/s/ Jean-Pierre Garnier, Ph.D.</u> Jean-Pierre Garnier, Ph.D. | Director | May 9, 2019 |
| <u>/s/ Jessica Hopfield, Ph.D.</u> Jessica Hopfield | Director | May 9, 2019 |

| | | |
|---|----------|-------------|
| <u>/s/ Owen Hughes</u> Owen Hughes | Director | May 9, 2019 |
| <u>/s/ Anthony Rosenberg</u> Anthony Rosenberg | Director | May 9, 2019 |
| <u>/s/ Debasish Roychowdhury, M.D.</u> Debasish Roychowdhury, M.D. | Director | May 9, 2019 |



Goodwin Procter LLP
100 Northern Avenue
Boston, MA 02210

goodwinlaw.com
+1 617 570 1000

May 9, 2019

Radius Health, Inc.
950 Winter Street
Waltham, MA 02451

Re: Securities Being Registered under Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to you in connection with your filing of a Registration Statement on Form S-8 (the "Registration Statement") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), on or about the date hereof relating to an aggregate of 190,000 shares (the "Shares") of Common Stock, \$0.0001 par value per share, of Radius Health, Inc., a Delaware corporation (the "Company"), that may be issued pursuant to Inducement Stock Option Agreements, between the Company and certain of its employees, for awards granted on July 16, 2018 and September 4, 2018 (collectively, the "Plans").

We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinions set forth below. We have relied, without independent verification, on certificates of public officials and, as to matters of fact material to the opinion set forth below, on certificates of officers of the Company.

The opinion set forth below is limited to the Delaware General Corporation Law.

For purposes of the opinion set forth below, we have assumed that no event occurs that causes the number of authorized shares of Common Stock available for issuance by the Company to be less than the number of then unissued Shares.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, upon issuance and delivery against payment therefor in accordance with the terms of the Plans, will be validly issued, fully paid and nonassessable.

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the Registration Statement. In giving our consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Very truly yours,

/s/ GOODWIN PROCTER LLP

GOODWIN PROCTER LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Registration Statement (Form S-8) pertaining to Inducement Stock Option Agreements between Radius Health, Inc. and certain of its employees of our reports dated February 28, 2019, with respect to the consolidated financial statements of Radius Health, Inc. and the effectiveness of internal control over financial reporting of Radius Health, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2018, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Boston, Massachusetts
May 9, 2019