

The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

The reader should not assume that the information is accurate and complete.

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

OMB APPROVAL	
OMB Number:	3235-0076
Estimated average burden hours per response:	4.00

Notice of Exempt Offering of Securities

1. Issuer's Identity

CIK (Filer ID Number)

[0001428522](#)

Name of Issuer

[Radius Health, Inc.](#)

Jurisdiction of Incorporation/Organization

[DELAWARE](#)

Year of Incorporation/Organization

Over Five Years Ago

Within Last Five Years (Specify Year) [2008](#)

Yet to Be Formed

Previous Names None

[MPM ACQUISITION CORP](#)

[MPM ACQUISITION CORP.](#)

Entity Type

Corporation

Limited Partnership

Limited Liability Company

General Partnership

Business Trust

Other (Specify)

2. Principal Place of Business and Contact Information

Name of Issuer

[Radius Health, Inc.](#)

Street Address 1

[ATTN: CHIEF FINANCIAL OFFICER](#)

City

[CAMBRIDGE](#)

State/Province/Country

[MASSACHUSETTS](#)

Street Address 2

[201 BROADWAY, 6TH FLOOR](#)

ZIP/PostalCode

[02139](#)

Phone Number of Issuer

[617 425 9225](#)

3. Related Persons

Last Name

[Lyttle](#)

First Name

[C.](#)

Middle Name

[Richard](#)

Street Address 1

[201 Broadway](#)

Street Address 2

[6th Floor](#)

City

[Cambridge](#)

State/Province/Country

[MASSACHUSETTS](#)

ZIP/PostalCode

[02139](#)

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

[Dr. Lyttle is the President, Chief Executive Office and a Director of the Issuer.](#)

Last Name

[Harvey](#)

First Name

[B.](#)

Middle Name

[Nicholas](#)

Street Address 1

[201 Broadway](#)

Street Address 2

[6th Floor](#)

City

[Cambridge](#)

State/Province/Country

[MASSACHUSETTS](#)

ZIP/PostalCode

[02139](#)

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

[Mr. Harvey is a Senior Vice President, Chief Financial Officer, the Treasurer and Secretary of the Issuer.](#)

Last Name

[O'Dea](#)

First Name

[Louis](#)

Middle Name

Street Address 1
201 Broadway
City
Cambridge
Relationship: Executive Officer Director Promoter

Street Address 2
6th Floor
State/Province/Country
MASSACHUSETTS
ZIP/PostalCode
02139

Clarification of Response (if Necessary):

[Dr. O'Dea is a Senior Vice President and the Chief Medical Officer of the Issuer.](#)

Last Name
Hattersley
Street Address 1
201 Broadway
City
Cambridge
Relationship: Executive Officer Director Promoter

First Name
Gary
Street Address 2
6th Floor
State/Province/Country
MASSACHUSETTS
ZIP/PostalCode
02139

Middle Name

Clarification of Response (if Necessary):

[Dr. Hattersley is a Vice President of the Issuer.](#)

Last Name
Auerbach
Street Address 1
201 Broadway
City
Cambridge
Relationship: Executive Officer Director Promoter

First Name
Alan
Street Address 2
6th Floor
State/Province/Country
MASSACHUSETTS
ZIP/PostalCode
02139

Middle Name

Clarification of Response (if Necessary):

[Mr. Auerbach is a director of the Issuer.](#)

Last Name
Fleming
Street Address 1
201 Broadway
City
Cambridge
Relationship: Executive Officer Director Promoter

First Name
Jonathan
Street Address 2
6th floor
State/Province/Country
MASSACHUSETTS
ZIP/PostalCode
02139

Middle Name

Clarification of Response (if Necessary):

[Mr. Fleming is a director of the Issuer.](#)

Last Name
Gadicke
Street Address 1
201 Broadway
City
Cambridge
Relationship: Executive Officer Director Promoter

First Name
Ansbert
Street Address 2
6th Floor
State/Province/Country
MASSACHUSETTS
ZIP/PostalCode
02139

Middle Name
K.

Clarification of Response (if Necessary):

[Dr. Ansbert is a director of the Issuer.](#)

Last Name
Graves
Street Address 1
201 Broadway
City
Cambridge

First Name
Kurt
Street Address 2
6th Floor
State/Province/Country
MASSACHUSETTS
ZIP/PostalCode
02139

Middle Name

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

[Mr. Graves is a director of the Issuer.](#)

Last Name	First Name	Middle Name
Muenchbach	Martin	
Street Address 1	Street Address 2	
201 Broadway	6th Floor	
City	State/Province/Country	ZIP/PostalCode
Cambridge	MASSACHUSETTS	02139

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

[Dr. Muenchbach is a director of the Issuer.](#)

Last Name	First Name	Middle Name
Stoner	Elizabeth	
Street Address 1	Street Address 2	
201 Broadway	6th Floor	
City	State/Province/Country	ZIP/PostalCode
Cambridge	MASSACHUSETTS	02139

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

[Dr. Stoner is a director of the Issuer.](#)

4. Industry Group

- | | | |
|---|---|--|
| <input type="checkbox"/> Agriculture | Health Care | <input type="checkbox"/> Retailing |
| <input type="checkbox"/> Banking & Financial Services | <input type="checkbox"/> Biotechnology | <input type="checkbox"/> Restaurants |
| <input type="checkbox"/> Commercial Banking | <input type="checkbox"/> Health Insurance | Technology |
| <input type="checkbox"/> Insurance | <input type="checkbox"/> Hospitals & Physicians | <input type="checkbox"/> Computers |
| <input type="checkbox"/> Investing | <input checked="" type="checkbox"/> Pharmaceuticals | <input type="checkbox"/> Telecommunications |
| <input type="checkbox"/> Investment Banking | <input type="checkbox"/> Other Health Care | <input type="checkbox"/> Other Technology |
| <input type="checkbox"/> Pooled Investment Fund | <input type="checkbox"/> Manufacturing | Travel |
| Is the issuer registered as an investment company under the Investment Company Act of 1940? | Real Estate | <input type="checkbox"/> Airlines & Airports |
| <input type="checkbox"/> Yes <input type="checkbox"/> No | <input type="checkbox"/> Commercial | <input type="checkbox"/> Lodging & Conventions |
| <input type="checkbox"/> Other Banking & Financial Services | <input type="checkbox"/> Construction | <input type="checkbox"/> Tourism & Travel Services |
| <input type="checkbox"/> Business Services | <input type="checkbox"/> REITS & Finance | <input type="checkbox"/> Other Travel |
| Energy | <input type="checkbox"/> Residential | <input type="checkbox"/> Other |
| <input type="checkbox"/> Coal Mining | <input type="checkbox"/> Other Real Estate | |
| <input type="checkbox"/> Electric Utilities | | |
| <input type="checkbox"/> Energy Conservation | | |
| <input type="checkbox"/> Environmental Services | | |
| <input type="checkbox"/> Oil & Gas | | |
| <input type="checkbox"/> Other Energy | | |

5. Issuer Size

Revenue Range OR Aggregate Net Asset Value Range

- | | |
|---|---|
| <input checked="" type="checkbox"/> No Revenues | <input type="checkbox"/> No Aggregate Net Asset Value |
| <input type="checkbox"/> \$1 - \$1,000,000 | <input type="checkbox"/> \$1 - \$5,000,000 |
| <input type="checkbox"/> \$1,000,001 - \$5,000,000 | <input type="checkbox"/> \$5,000,001 - \$25,000,000 |
| <input type="checkbox"/> \$5,000,001 - \$25,000,000 | <input type="checkbox"/> \$25,000,001 - \$50,000,000 |
| <input type="checkbox"/> \$25,000,001 - \$100,000,000 | <input type="checkbox"/> \$50,000,001 - \$100,000,000 |
| <input type="checkbox"/> Over \$100,000,000 | <input type="checkbox"/> Over \$100,000,000 |
| <input type="checkbox"/> Decline to Disclose | <input type="checkbox"/> Decline to Disclose |
| <input type="checkbox"/> Not Applicable | <input type="checkbox"/> Not Applicable |

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- | | |
|--|--|
| <input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii)) | <input type="checkbox"/> Rule 505 |
| <input type="checkbox"/> Rule 504 (b)(1)(i) | <input checked="" type="checkbox"/> Rule 506 |
| <input type="checkbox"/> Rule 504 (b)(1)(ii) | <input type="checkbox"/> Securities Act Section 4(5) |
| <input type="checkbox"/> Rule 504 (b)(1)(iii) | <input type="checkbox"/> Investment Company Act Section 3(c) |
| | <input type="checkbox"/> Section 3(c)(1) |
| | <input type="checkbox"/> Section 3(c)(2) |
| | <input type="checkbox"/> Section 3(c)(3) |
| | <input type="checkbox"/> Section 3(c)(4) |
| | <input type="checkbox"/> Section 3(c)(5) |
| | <input type="checkbox"/> Section 3(c)(6) |
| | <input type="checkbox"/> Section 3(c)(7) |
| | <input type="checkbox"/> Section 3(c)(9) |
| | <input type="checkbox"/> Section 3(c)(10) |
| | <input type="checkbox"/> Section 3(c)(11) |
| | <input type="checkbox"/> Section 3(c)(12) |
| | <input type="checkbox"/> Section 3(c)(13) |
| | <input type="checkbox"/> Section 3(c)(14) |

7. Type of Filing

- New Notice Date of First Sale [2011-05-17](#) First Sale Yet to Occur
- Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes No

9. Type(s) of Securities Offered (select all that apply)

- | | |
|--|---|
| <input checked="" type="checkbox"/> Equity | <input type="checkbox"/> Pooled Investment Fund Interests |
| <input type="checkbox"/> Debt | <input type="checkbox"/> Tenant-in-Common Securities |
| <input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security | <input type="checkbox"/> Mineral Property Securities |
| <input type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | <input checked="" type="checkbox"/> Other (describe) |
| | Series A-1 Convertible Preferred Stock |

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes No

Clarification of Response (if Necessary):

[For details on this offering, reference is made to the Issuer's Form 8-K dated May 17, 2011, filed on May 23, 2011 at CIK# 0001428522.](#)

11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

12. Sales Compensation

Recipient

Leerink Swann LLC

(Associated) Broker or Dealer None

Leerinks Swann LLC

Street Address 1

1 Federal Street

City

Bostin

State(s) of Solicitation (select all that apply)
Check "All States" or check individual States All States

Recipient CRD Number None

39011

(Associated) Broker or Dealer CRD Number None

39011

Street Address 2

37th Floor

State/Province/Country

MASSACHUSETTS

Foreign/non-US

ZIP/Postal Code

02110

ALASKA
ALABAMA
ARKANSAS
ARIZONA
CALIFORNIA
COLORADO
CONNECTICUT
DISTRICT OF COLUMBIA
DELAWARE
FLORIDA
GEORGIA
HAWAII
IOWA
IDAHO
ILLINOIS
INDIANA
KANSAS
KENTUCKY
LOUISIANA
MASSACHUSETTS
MARYLAND
MAINE
MICHIGAN
MINNESOTA
MISSOURI
MISSISSIPPI
MONTANA
NORTH CAROLINA
NORTH DAKOTA
NEBRASKA
NEW HAMPSHIRE
NEW JERSEY
NEW MEXICO
NEVADA
NEW YORK
OHIO
OKLAHOMA
OREGON
PENNSYLVANIA
RHODE ISLAND
SOUTH CAROLINA
SOUTH DAKOTA
TENNESSEE
TEXAS
UTAH
VIRGINIA
VERMONT
WASHINGTON
WISCONSIN
WEST VIRGINIA
WYOMING

Total Offering Amount \$64,285,446 USD or Indefinite

Total Amount Sold \$64,285,446 USD

Total Remaining to be Sold \$0 USD or Indefinite

Clarification of Response (if Necessary):

Represents the total amount of securities to be sold under a stock purchase agreement whereby the Issuer will issue a capital call on the purchase price and issue the securities in three stages.

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$434,868 USD Estimate

Finders' Fees \$0 USD Estimate

Clarification of Response (if Necessary):

The amount in Item 15 is for sales commission on the first capital call received and does not reflect commissions on future capital calls.

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
Radius Health, Inc.	/s/ B. Nicholas Harvey	B. Nicholas Harvey	Sr. Vice President, Secretary, Treasurer and Chief Financial	2011-05-27

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 number.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.
