

Radius Health, Inc.
Form SC 13D/A
January 03, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 3)*

Radius Health, Inc.
(Name of Issuer)

Common Stock, \$0.0001 par value
(Title of Class of Securities)

None
(CUSIP Number)

BB Biotech AG

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Pascal Schmucki

Vordergasse 3

CH-8200 Schaffhausen, Switzerland

+41 44 267 67 21

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

May 17, 2011

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1. Names of Reporting Persons

I.R.S. Identification Nos. of Above Persons (Entities Only)

BB Biotech AG

2. Check the Appropriate Box if a Member of a Group

(a) ☒ (b) ☐

3. SEC Use Only

4. Source of Funds

WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ..

6. Citizenship or Place of Organization

Switzerland

7. Sole Voting Power

NUMBER OF

0 shares

SHARES

8. Shared Voting Power

BENEFICIALLY

OWNED BY

1,228,200 (1)

EACH

9. Sole Dispositive Power

REPORTING

PERSON

0 shares

10. Shared Dispositive Power

WITH

1,228,200 (1)

11. Aggregate Amount Beneficially Owned by Each Reporting Person

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1,228,200 shares (1)

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares ..

13. Percent of Class Represented by Amount in Row (11)

5.8% (1)

14. Type of Reporting Person

HC, CO

(1) The Reporting Persons are party to certain agreements with the Separately Filing Group Members (as defined in this Schedule 13D), which agreements contain, among other things, certain voting agreements and limitations on the sale of their shares of Common Stock (as defined below). As a result, the Reporting Persons may be deemed to be members of a group, within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended (the Exchange Act), comprised of the Reporting Persons and the Separately Filing Group Members. Shares listed as beneficially owned by the Reporting Persons exclude shares held by any other Reporting Person or by any of the Separately Filing Group Members, in each case as to which the Reporting Persons disclaim beneficial ownership.

The percentage is calculated based upon 21,354,127 shares of Common Stock being deemed issued and outstanding, which consists of: (i) 599,247 shares of Common Stock that are issued and outstanding and (ii) an aggregate of 20,754,880 shares of Common Stock issuable upon conversion of all shares of Preferred Stock (as defined below) outstanding as of December 14, 2011 following completion of the Stage III Closing (as defined below) contemplated by the Purchase Agreement as disclosed in the Issuer's Current Reports on Form 8-K, filed with the SEC on November 23, 2011 and December 15, 2011 and the Issuer's Prospectus dated November 10, 2011, and as disclosed to the Reporting Persons by the Issuer separately. Because shares of Preferred Stock vote together with Common Stock on an as-converted basis, such percentage reflects the Reporting Persons' voting percentage of the Issuer's outstanding capital stock. If the percentage calculation was calculated in accordance with Rule 13d-3(d)(1) promulgated under the Exchange Act, excluding shares held by any of the Separately Filing Group Members, as to which the Reporting Persons disclaim beneficial ownership, it would result in an applicable percentage of 67.2%.

1. Names of Reporting Persons

I.R.S. Identification Nos. of Above Persons (Entities Only)

Biotech Growth N.V.

2. Check the Appropriate Box if a Member of a Group

(a) ☒ (b) ☐

3. SEC Use Only

4. Source of Funds

AF

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Curacao

7. Sole Voting Power

NUMBER OF

0 shares

SHARES

8. Shared Voting Power

BENEFICIALLY

OWNED BY

1,228,200 shares (1)

EACH

9. Sole Dispositive Power

REPORTING

PERSON

0 shares

10. Shared Dispositive Power

WITH

1,228,200 shares (1)

11. Aggregate Amount Beneficially Owned by Each Reporting Person

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1,228,200 shares (1)

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares ..

13. Percent of Class Represented by Amount in Row (11)

5.8% (1)

14. Type of Reporting Person

CO

- (1) The Reporting Persons are party to certain agreements with the Separately Filing Group Members, which agreements contain, among other things, certain voting agreements and limitations on the sale of their shares of Common Stock. As a result, the Reporting Persons may be deemed to be members of a group, within the meaning of Section 13(d)(3) of the Exchange Act, comprised of the Reporting Persons and the Separately Filing Group Members. Shares listed as beneficially owned by the Reporting Persons exclude shares held by any other Reporting Person or by any of the Separately Filing Group Members, in each case as to which the Reporting Persons disclaim beneficial ownership.

The percentage is calculated based upon 21,354,127 shares of Common Stock being deemed issued and outstanding, which consists of: (i) 599,247 shares of Common Stock that are issued and outstanding and (ii) an aggregate of 20,754,880 shares of Common Stock issuable upon conversion of all shares of Preferred Stock as of December 14, 2011 following completion of the Stage III Closing contemplated by the Purchase Agreement as disclosed in the Issuer's Current Reports on Form 8-K, filed with the SEC on November 23, 2011 and December 15, 2011 and the Issuer's Prospectus dated November 10, 2011, and as disclosed to the Reporting Persons by the Issuer separately. Because shares of Preferred Stock vote together with Common Stock on an as-converted basis, such percentage reflects the Reporting Persons' voting percentage of the Issuer's outstanding capital stock. If the percentage calculation was calculated in accordance with Rule 13d-3(d)(1) promulgated under the Exchange Act, excluding shares held by any of the Separately Filing Group Members, as to which the Reporting Persons disclaim beneficial ownership, it would result in an applicable percentage of 67.2%.

Schedule 13D (Amendment No. 3)

EXPLANATORY NOTE: This Amendment No. 3 to Schedule 13D (Amendment No. 3) amends the statement on Schedule 13D relating to shares of common stock, \$0.0001 par value (the Common Stock) of Radius Health, Inc. (the Issuer), initially filed by the Reporting Persons with the SEC on June 03, 2011 (together with all prior and current amendments thereto, this Schedule 13D).

Amendment No. 3 is filed to report the Reporting Persons' membership in a group as indicated on Line 2 of the cover sheets. Each capitalized term used and not defined herein shall have the meaning assigned to such term in prior amendments to this Schedule 13D. Except as otherwise provided herein, each Item of this Schedule 13D remains unchanged.

Item 2. Identity and Background

Item 2 is hereby supplemented to add the following:

The Reporting Persons may be deemed to be members of a group, within the meaning of Section 13(d)(3) of the Act, comprised of the Reporting Persons and the other persons referred to on Schedule A attached to this Schedule 13D (the Separately Filing Group Members). It is the understanding of the Reporting Persons that the Separately Filing Group Members are filing separate Schedule 13Ds pursuant to Rule 13d-1(k)(2) under the Act. Schedule A attached to this Schedule 13D sets forth certain information concerning the Separately Filing Group Members, which information is based solely on the information contained in the Schedule 13Ds filed by the Separately Filing Group Members or on information provided separately to the Reporting Persons by the Issuer.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 is hereby supplemented to add the following:

On May 17, 2011, the Reporting Persons purchased 40,940 Series A-1 Shares of the Issuer for an aggregate price of \$3,333,334.80. On November 18, 2011, the Reporting Persons purchased 40,940 Series A-1 Shares of the Issuer for an aggregate price of \$3,333,334.80. On December 14, 2011, the Reporting Persons purchased 40,940 Series A-1 Shares of the Issuer for an aggregate price of \$3,333,334.80 (the Stage III Closing). The source of funds for such purchases was the working capital of BB Biotech.

The final paragraph of Item 3 is hereby amended to read as follows:

Following the Merger, the Short-Form Merger and the transactions reported in the Schedule 13D and assuming the conversion of all issued and outstanding shares of preferred stock of the Issuer (the Preferred Stock), Biotech Growth would own 1,228,200 shares of Common Stock (the Biotech Growth Shares), which includes 1,228,200 shares of Common Stock issuable to Biotech Growth upon the conversion of 122,820 Series A-1 Shares.

Item 4. Purpose of Transaction

The second paragraph of Item 4 is hereby amended to add the following:

Upon the consummation of the Stage III Closing, Biotech Growth fulfilled all of its Future Funding Obligations.

Item 5. Interest in Securities of the Issuer

Item 5 is hereby amended and restated in its entirety as follows:

- (a) Assuming the conversion of the Preferred Stock, Biotech Growth is the record owner of the Biotech Growth Shares. To the best knowledge of BB Biotech and Biotech Growth, no director or executive officer of BB Biotech or Biotech Growth owns any shares of the Common Stock or Preferred Stock.

Percent of Class: See Line 13 of the cover sheets and the footnotes thereto. The percentages set forth on the cover sheets for each Reporting Person are calculated based upon 21,354,127 shares of Common Stock being deemed issued and outstanding, which consists of: (i) 599,247 shares of Common Stock that are issued and outstanding and (ii) an aggregate of 20,754,880 shares of Common Stock issuable upon conversion of all shares of Preferred Stock as of December 14, 2011 following completion of the Stage III Closing contemplated by the Purchase Agreement as disclosed in the Issuer's Current Reports on Form 8-K, filed with the SEC on November 23, 2011 and December 15, 2011 and the Issuer's Prospectus dated November 10, 2011, and as disclosed to the Reporting Persons by the Issuer separately.

- (b) Regarding the number of shares as to which such person has:

- (i) sole power to vote or to direct the vote:

See Line 7 of cover sheets.

- (ii) shared power to vote or to direct the vote:

See Line 8 of cover sheets.

- (iii) sole power to dispose or to direct the disposition:

See Line 9 of cover sheets.

- (iv) shared power to dispose or to direct the disposition:

See Line 10 of cover sheets.

Schedule A attached to this Amendment No. 3 sets forth, as of the date hereof, the number of shares of Common Stock owned on an as-converted basis and the percentage of shares as calculated (a) based upon 21,354,127 shares of Common Stock being deemed issued and outstanding, which consists of: (i) 599,247 shares of Common Stock that are issued and outstanding and (ii) an aggregate of 20,754,880 shares of Common Stock issuable upon conversion of all shares of Preferred Stock as of December 14, 2011 following completion of the Stage III Closing contemplated by the Purchase Agreement as disclosed in the Issuer's Current Reports on Form 8-K, filed with the SEC on November 23, 2011 and December 15, 2011 and the Issuer's Prospectus dated November 10, 2011, and as disclosed to the Reporting Persons by the Issuer separately, and (b) in accordance with Rule 13d-3(d)(1) promulgated under the Exchange Act. All information with respect to the Separately Filing Group Members is based solely on the information contained in the Schedule 13Ds filed by the Separately Filing Group Members or on information provided separately to the Reporting Persons by the Issuer.

- (c) Except as set forth in Item 3 above, none of the Reporting Persons has effected any transaction in the Common Stock during the last 60 days.
- (d) No other person is known to have the right to receive or the power to direct the receipt of dividends from, or any proceeds from the sale of, Biotech Growth Shares beneficially owned by any of the Reporting Persons.
- (e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Item 6 is hereby amended and restated in its entirety as follows:

Biotech Growth is a party to the Amended and Restated Stockholders' Agreement dated May 17, 2011, as amended by Amendment No. 1, dated as of November 7, 2011, Amendment No. 2, dated as of November 7, 2011, and Amendment No. 3 dated as of December 15, 2011, by and among the Issuer and the stockholders party thereto, which is attached as Exhibit 10.2 to the Issuer's Current Report on Form 8-K filed with the SEC on December 15, 2011 and incorporated by reference herein. To the best knowledge of BB Biotech and Biotech Growth, no executive officers or directors of either BB Biotech or Biotech Growth is a party to any other contract, arrangement, understanding, or relationship (legal or otherwise) with any person with respect to any securities of the Issuer (including shares of Common Stock), finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, divisions of profits or loss, or the giving or withholding of proxies.

Item 7. Material to Be Filed as Exhibits

Item 7 of the Schedule 13D is amended and supplemented as follows:

Exhibit 1 Agreement regarding filing of joint Schedule 13D*

Exhibit 6 Amended and Restated Stockholders' Agreement dated May 17, 2011, as amended by Amendment No. 1, dated as of November 7, 2011, Amendment No. 2, dated as of November 7, 2011, and Amendment No. 3 dated as of December 15, 2011, by and among the Issuer and the stockholders party thereto**

* Previously filed as an exhibit to BB Biotech and Biotech Growth's Schedule 13D filed with the SEC on June 3, 2011.

** Incorporated by reference from the Issuer's Current Report on Form 8-K filed with the SEC on December 15, 2011.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

BB Biotech AG

Date: January 3, 2012

By: /s/ Michael Hutter
Signatory Authority
Name: **Michael Hutter**
Title: **Signatory Authority**

Date: January 3, 2012

By: /s/ Pascal Schmucki
Signatory Authority
Name: **Pascal Schmucki**
Title: **Signatory Authority**

Biotech Growth N.V.

Date: January 3, 2012

By: /s/ Michael Hutter
Signatory Authority
Name: **Michael Hutter**
Title: **Signatory Authority**

[Signature Page to Amendment No. 3 to Schedule 13D]

Schedule A**Certain Information Regarding the Separately Filing Group Members (1)**

Separately Filing Group Member (2)	Outstanding Shares (as converted)	Voting % of Outstanding Shares	Beneficial Ownership
MPM Bioventures III, L.P.	302,750	1.42%	33.56%
MPM Bioventures III-QP, L.P.	4,502,870	21.09%	88.25%
MPM Bioventures III GMBH & Co. Beteiligungs KG	380,540	1.78%	38.84%
MPM Bioventures III Parallel Fund, L.P.	135,960	0.64%	18.49%
MPM Asset Management Investors 2003 BVIII LLC	87,160	0.41%	12.70%
MPM Bio IV NVS Strategic Fund, L.P.	2,987,790	13.99%	83.29%
BB Biotech Ventures II, L.P.	1,896,980	8.9%	76.0%
The Wellcome Trust Limited, as Trustee of the Wellcome Trust	2,868,910	13.43%	82.72%
HealthCare Ventures VII, L.P.	2,292,053	10.73%	81.62%
OBP IV Holdings LLC	1,837,693	8.61%	75.88%
mRNA II - Holdings LLC	18,411	0.09%	2.98%
Healthcare Private Equity Limited Partnership	765,020	3.58%	56.08%
Nordic Bioscience Clinical Development VII A/A	64,430	0.30%	9.71%
Brookside Capital Partners Fund, L.P.	1,228,200	5.75%	67.21%
Ipsen Pharma SAS	173,260	0.81%	22.43%
All other holders of Common Stock and Preferred Stock (3)	583,900	2.73%	12.73%

- (1) All references to the number of shares outstanding are based upon 21,354,127 shares of Common Stock being deemed issued and outstanding, which consists of: (i) 599,247 shares of Common Stock that are issued and outstanding and (ii) an aggregate of 20,754,880 shares of Common Stock issuable upon conversion of all shares of Preferred Stock as of December 14, 2011 following completion of the Stage III Closing contemplated by the Purchase Agreement as disclosed in the Issuer's Current Reports on Form 8-K, filed with the SEC on November 23, 2011 and December 15, 2011 and the Issuer's Prospectus dated November 10, 2011, and as disclosed to the Reporting Persons by the Issuer separately. Because each stockholder of the Issuer is a party to certain agreements with the other stockholders of the Issuer, which agreements contain, among other things, certain voting agreements and limitations on the sale of their shares of Common Stock, each stockholder of the Issuer may be deemed to be a member of a group, within the meaning of Section 13(d)(3) of the Act (as defined in this Schedule 13D). Shares listed as beneficially owned in this table exclude shares held by any Reporting Person or by any of the other Separately Filing Group Members, in each case as to which the Reporting Persons disclaim beneficial ownership.
- (2) Except as otherwise noted, see the Schedule 13D filed separately by each Separately Filing Group Member on or about the date hereof, which includes information regarding the filer's jurisdiction of organization, principal business, and address of principal office.
- (3) See the Schedule 13D filed jointly on or about the date hereof by the Reporting Persons named therein, which includes information regarding the filer's jurisdiction of organization, principal business, and address of principal office.