#### Edgar Filing: DOMBKOWSKI ASHLEY L - Form 3

DOMBKOWSKI ASHLEY L

Form 3 May 19, 2011

#### FORM 3

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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

**OMB APPROVAL** 

**OMB** Number:

3235-0104

Expires:

January 31, 2005

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Estimated average burden hours per

response...

**SECURITIES** 

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

(Print or Type Responses)

1. Name and Address of Reporting Person \*

À MPM BioVentures IV LLC

(Last) (First) (Middle)

C/O MPM ASSET MANAGEMENT, Â 200 **CLARENDON ST., 54TH** 

**FLOOR** 

(Street)

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

Statement

(Month/Day/Year)

05/17/2011

Radius Health, Inc. [NONE]

4. Relationship of Reporting

Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

(Check all applicable)

Director \_X\_ 10% Owner Officer Other

(give title below) (specify below)

Form filed by One Reporting Person

\_X\_ Form filed by More than One

6. Individual or Joint/Group Filing(Check Applicable Line)

Reporting Person

BOSTON, MAÂ 02116

(City) (State) (Zip)

1. Title of Security

(Instr. 4)

Table I - Non-Derivative Securities Beneficially Owned

2. Amount of Securities Beneficially Owned

(Instr. 4)

Ownership Form:

4. Nature of Indirect Beneficial

Ownership (Instr. 5)

Direct (D) or Indirect (I) (Instr. 5)

Reminder: Report on a separate line for each class of securities beneficially

owned directly or indirectly.

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and **Expiration Date** (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of

5. Ownership Form of Derivative

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Derivative Security:

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Series A-1 Convertible Preferred Stock	(1)	(1)	Common Stock	540,010	\$ <u>(1)</u>	I	See footnote (2)
Series A-2 Convertible Preferred Stock	(1)	(1)	Common Stock	1,842,420	\$ <u>(1)</u>	I	See footnote (2)

# **Reporting Owners**

	Relationships				
Reporting Owner Name / Address	Director	10% Owner	Officer	Other	
MPM BioVentures IV LLC C/O MPM ASSET MANAGEMENT 200 CLARENDON ST., 54TH FLOOR BOSTON, MA 02116	Â	ÂX	Â	Â	
MPM BioVentures IV GP LLC C/O MPM ASSET MANAGEMENT 200 CLARENDON ST., 54TH FLOOR BOSTON, MA 02116	Â	ÂX	Â	Â	
MPM Bio IV NVS Strategic Fund LP C/O MPM ASSET MANAGEMENT 200 CLARENDON ST., 54TH FLOOR BOSTON, MA 02116	Â	ÂX	Â	Â	
DOMBKOWSKI ASHLEY L C/O MPM ASSET MANAGEMENT 601 GATEWAY BLVD., SUITE 350 SOUTH SAN FRANCISCO, CA 94080	Â	ÂΧ	Â	Â	
Greene William C/O MPM ASSET MANAGEMENT 601 GATEWAY BLVD., SUITE 350 SOUTH SAN FRANCISCO, CA 94080	Â	ÂX	Â	Â	
KAILIAN VAUGHN M C/O MPM ASSET MANAGEMENT 200 CLARENDON ST., 54TH FLOOR BOSTON, MA 02116	Â	ÂX	Â	Â	
Scopa James Paul C/O MPM ASSET MANAGEMENT 601 GATEWAY BLVD., SUITE 350 SOUTH SAN FRANCISCO, CA 94080	Â	ÂX	Â	Â	
St Peter Steven C/O MPM ASSET MANAGEMENT 200 CLARENDON ST., 54TH FLOOR	Â	ÂX	Â	Â	

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BOSTON. MAÂ 02116

Vander Vort John C/O MPM ASSET MANAGEMENT 200 CLARENDON ST., 54TH FLOOR BOSTON, MAÂ 02116

Â X Â Â

## **Signatures**

/s/ Luke Evnin, Member of MPM BioVentures IV LLC	05/19/2011
**Signature of Reporting Person	Date
/s/ Luke Evnin, Member of MPM BioVentures IV LLC, the general partner BioVentures IV GP LLC	of MPM 05/19/2011
**Signature of Reporting Person	Date
/s/ Luke Evnin, Member of MPM BioVentures IV LLC, the general partner BioVentures IV GP LLC, the general partner of MPM Bio IV NVS Strategi	05/19//011
**Signature of Reporting Person	Date
/s/ Ashley L. Dombkowski	05/19/2011
**Signature of Reporting Person	Date
/s/ William Greene	05/19/2011
**Signature of Reporting Person	Date
/s/ Vaughn M. Kailian	05/19/2011
**Signature of Reporting Person	Date
/s/ James Paul Scopa	05/19/2011
**Signature of Reporting Person	Date
/s/ Steven St. Peter	05/19/2011
**Signature of Reporting Person	Date
/s/ John Vander Vort	05/19/2011
**Signature of Reporting Person	Date

#### **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 5(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).
- Each share of Series A-1 Convertible Preferred Stock and Series A-2 Convertible Preferred Stock (collectively, the "Preferred Stock") has no expiration date and is convertible at any time, in whole or in part, at the election of the holder at a conversion ratio of 10 shares of Common Stock for every 1 share of Preferred Stock.
  - The shares are held by MPM Bio IV NVS Strategic Fund, L.P. ("MPM NVS"). MPM BioVentures IV GP LLC ("BV IV GP LLC") and MPM BioVentures IV LLC ("BV IV LLC") are the direct and indirect general partners of MPM NVS. Luke Evnin, Ansbert Gadicke,
- (2) Ashley L. Dombkowski, Willliam Greene, Vaughn M. Kailian, James Paul Scopa, Steven St. Peter and John Vander Vort are the members of MPM NVS. Each reporting person disclaims beneficial ownership of the securities reported herein except to the extent of his, her or its respective pecuniary interest therein.

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.

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