

Radius Health, Inc.  
Form 8-K/A  
October 24, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**FORM 8-K/A**

(Amendment No.2)

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

Date of Report (date of earliest event reported): **April 25, 2011**

**RADIUS HEALTH, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation)

**000-53173**  
(Commission File Number)

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

**201 Broadway, 6th Floor**

**Cambridge, MA 02139**

(Address of principal executive offices) (Zip Code)

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**(781) 328-4400**

(Registrant's telephone number, including area code)

**N/A**

(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**EXPLANATION OF AMENDMENT**

The purpose of this Amendment No. 2 to our Current Report on Form 8-K filed with the Securities Exchange Commission on April 29, 2011, and amended by Amendment No.1 thereto, filed on September 30, 2011 (the Form 8-K ), is to furnish Exhibit 10.1 to the Form 8-K which has been revised to include the Disclosure Schedules thereto. No other changes have been made to the Form 8-K other than those described above. This Amendment No. 2 does not reflect any subsequent events occurring after the original filing date of the Form 8-K, other than those described above, or modify or update in any way disclosures made in the Form 8-K.

**Item 9.01. Financial Statements and Exhibits.**

(d) *Exhibits*

Exhibit 10.1 Agreement and Plan of Merger, dated April 25, 2011

Exhibit 10.2 Redemption Agreement, dated April 25, 2011 (1)

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(1) Incorporated by reference to the Company's Current Report on Form 8-K filed on April 29, 2011.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Radius Health, Inc.

Date: October 24, 2011

By:

/s/ B. Nicholas Harvey

Name: B. Nicholas Harvey  
Title: Chief Financial Officer

**EXHIBIT INDEX**

| <b>Exhibit<br/>No.</b> | <b>Description</b>                                 |
|------------------------|--|
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