

Radius Health, Inc.
Form SC 13D
June 17, 2011

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

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No.)***

Radius Health, Inc.

(Name of Issuer)

Common Stock, \$0.0001 par value

(Title of Class of Securities)

None

(CUSIP Number)

Nordic Bioscience Clinical Development VII A/S

Thomas Nielsen

Herlev Hovedgade 207,

DK-2730 Herlev, Denmark

45 4454 7705

(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)

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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).

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- 1 Names of Reporting Persons.
I.R.S. Identification Nos. of Above Persons (Entities Only).
- Nordic Bioscience Clinical Development VII A/S
- 2 Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
- 3 SEC Use Only
- 4 Source of Funds (See Instructions)
OO
- 5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
- 6 Citizenship or Place of Organization
Denmark
- | | | |
|---|----|---|
| | 7 | Sole Voting Power
64,430 shares |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8 | Shared Voting Power
0 shares |
| | 9 | Sole Dispositive Power
64,430 shares |
| | 10 | Shared Dispositive Power
0 shares |
| | 11 | Aggregate Amount Beneficially Owned by Each Reporting Person
64,430 shares |
- 12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
- 13 Percent of Class Represented by Amount in Row (11)
0.40%(1)
- 14 Type of Reporting Person (See Instructions)
OO

Schedule 13D

Item 1. Security and Issuer.

This statement relates to the Common Stock, \$0.0001 par value (the Common Stock) of Radius Health, Inc. (the Issuer) having its principal executive office at 201 Broadway, 6th Floor, Cambridge, MA 02139.

Item 2. Identity and Background.

This statement is being filed by Nordic Bioscience Clinical Development VII A/S (Nordic).

Nordic is a private limited company registered in Denmark. The address of the principal business office of Nordic is Herlev Hovedgade 207, DK-2730 Herlev, Denmark. The principal business of Nordic is conducting a phase III clinical trial.

During the five years prior to the date hereof, neither Nordic, nor to the best of their knowledge, any of their executive officers or directors, has not been convicted in a criminal proceeding or has been a party to a civil proceeding ending in a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration.

Pursuant to an Agreement and Plan of Merger dated April 25, 2011 (the Merger Agreement), by and among MPM Acquisition Corp. (the Company), RHI Merger Corp., a Delaware corporation and wholly owned subsidiary of the Company (MergerCo), and Radius Health, Inc., a Delaware corporation (Target), MergerCo merged with and into Target, with Target remaining as the surviving entity and a wholly-owned operating subsidiary of the Company. This transaction is referred to as the Merger. The Merger was effective as of May 17, 2011, upon the filing of a certificate of merger with the Delaware Secretary of State. At the effective time of the Merger (the Effective Time), the legal existence of MergerCo ceased and all of the shares of Target s common stock, par value \$.01 per share (the Target Common Stock), and shares of Target s preferred stock, par value \$.01 per share (the Target Preferred Stock), that were outstanding immediately prior to the Merger were cancelled and each outstanding share of Target Common Stock outstanding immediately prior to the Effective Time was automatically converted into the right to receive one share of the Company s common stock and each outstanding share

(1) This percentage is calculated based upon 16,046,894 shares of outstanding Common Stock, which consists of: (i) 555,594 shares of Common Stock and (ii) an aggregate of 15,491,300 shares of Common Stock issuable upon conversion of outstanding Preferred Stock, outstanding as of May 17, 2011 following completion of the Merger (as defined below) as disclosed in the Issuer s Current Report on Form 8-K, filed with the SEC on May 23, 2011. Because shares of Preferred Stock vote together with Common Stock on an as-converted basis, such percentage reflects the Reporting Person s 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, which requires that only the outstanding shares of Common Stock and shares issuable upon conversion of derivative securities held by the Reporting Person (i.e., 64,430 shares of Common Stock issuable upon conversion of preferred stock held by Nordic), it would result in an applicable percentage of 10.39%.

of Target Preferred Stock outstanding immediately prior to the Effective Time was automatically converted into the right to receive one-tenth of one share of the Company's preferred stock as consideration for the Merger.

Following the Merger on May 17, 2011, the Company's Board of Directors approved a transaction pursuant to which Target merged with and into the Company, leaving the Company (now the Issuer) as the surviving corporation (the Short-Form Merger). In connection with the Short-Form Merger, the Company relinquished its corporate name and assumed in its place the name Radius Health, Inc. The Short-Form and name change became effective on May 17, 2011, upon the filing of a Certificate of Ownership and Merger with the Delaware Secretary of State.

Following the Merger and the Short-Form Merger and assuming the conversion of all issued and outstanding shares of preferred stock of the Issuer, Nordic (a shareholder of Target prior to the Merger and the Short-Form Merger) beneficially owns 64,430 shares of Common Stock (the Nordic Shares), which includes 64,430 shares of Common Stock issuable to Nordic upon the conversion of 6,430 shares of Issuer Series A-5 Preferred Stock.

Item 4. Purpose of Transaction.

Nordic acquired the Shares for investment purposes. Depending on market conditions, its continuing evaluation of the business and prospects of the Issuer and other factors, Nordic may dispose of or acquire additional shares of the Issuer in compliance with applicable law.

Nordic has entered into a Letter of Intent with the Issuer on September 3, 2010, pursuant to which the Issuer funded preparatory work by Nordic in respect of a Phase III clinical study of BA058 Injection. The Letter of Intent was extended on December 15, 2010 and on January 31, 2011. Pursuant to the Letter of Intent and the two extensions, the Issuer funded an aggregate \$1,500,000 of preparatory work by Nordic during 2010 and funded an additional \$750,000 of preparatory work by Nordic during 2011. On March 29, 2011, the Issuer and Nordic entered into a Clinical Trial Services Agreement, a Work Statement NB-1 under such Clinical Trial Services Agreement and a related Stock Issuance Agreement. Pursuant to Work Statement NB-1, Nordic is managing the Phase III clinical study of BA058 Injection. Pursuant to the Stock Issuance Agreement, Nordic agreed to purchase the equivalent of 371,864 of the Issuer's Series A-5 Convertible Preferred Stock at a price per share equal to \$8.142. Nordic purchased 64,430 shares of Series A-5 Preferred Stock on May 17, 2011 for proceeds of \$525,153.53 to the Issuer. The Stock Issuance Agreement provides that Nordic will receive additional shares of equity, which shall initially be the Series A-6 Convertible Preferred Stock, at certain times during the performance of the Phase III clinical study that is the subject of Work Statement NB-1.

Except as set forth above, Nordic does not have any present plans which relate to or would result in:

- (a) The acquisition by any person of additional securities of the Issuer, or the disposition of securities of the Issuer;
- (b) An extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Issuer or any of its subsidiaries;
- (c) A sale or transfer of a material amount of assets of the Issuer or any of its subsidiaries;

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(d) Any change in the present board of directors or management of the Issuer, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board;

(e) Any material change in the present capitalization or dividend policy of the Issuer;

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(f) Any other material change in the Issuer's business or corporate structure including but not limited to, if the issuer is a registered closed-end investment company, any plans or proposals to make any changes in its investment policy for which a vote is required by section 13 of the Investment Company Act of 1940;

(g) Changes in the Issuer's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Issuer by any person;

(h) Causing a class of securities of the Issuer to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association;

(i) A class of equity securities of the Issuer becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Securities Exchange Act of 1934; or

(j) Any action similar to any of those enumerated above.

Item 5.

Interest in Securities of the Issuer.

(a) Assuming the conversion of all issued and outstanding shares of preferred stock of the Issuer, Nordic is the record owner of the Nordic Shares.

Percent of Class: See Line 13 of the cover sheet. The percentage set forth on the cover sheet is calculated based upon approximately 16,086,040 shares of common stock issued and outstanding (assuming the conversion of all issued and outstanding shares of preferred stock, the exercise of all issued and outstanding warrants to purchase common stock or preferred stock, as well as the conversion of all shares of preferred stock issuable upon exercise of such warrants), as reported in the Issuer's Form 8-K dated May 17, 2011 and filed with the Securities and Exchange Commission on May 23, 2011.

(b) Regarding the number of shares as to which Nordic has:

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

See Line 7 of the cover sheet.

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

See Line 8 of the cover sheet.

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

See Line 9 of the cover sheet.

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

See Line 10 of the cover sheet.

(c) Except as set forth in Item 3 above, Nordic has not 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, Shares beneficially owned by any of the Reporting Persons.

(e) Not Applicable.

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

Nordic is a party to the Amended and Restated Stockholders Agreement dated May 17, 2011, a form of which is attached as Exhibit 4.1 to the Issuer's Form 8-K dated May 17, 2011 and filed with the Securities and Exchange Commission on May 23, 2011 and incorporated by reference herein.

Item 7. Material to be Filed as Exhibits.

Exhibit 1 Agreement and Plan of Merger dated April 25, 2011*

Exhibit 2 - Amended and Restated Stockholders Agreement dated May 17, 2011**

*Incorporated by reference from the Issuer's Form 8-K dated April 25, 2011 and filed with the Securities and Exchange Commission on April 29, 2011.

**Incorporated by reference from the Issuer's Form 8-K dated May 17, 2011 and filed with the Securities and Exchange Commission on May 23, 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.

Date: June 15, 2011

NORDIC BIOSCIENCE CLINICAL DEVELOPMENT VII A/S

By: /s/ Thomas Nielsen
Name: Thomas Nielsen
Title: CFO