

Radius Health, Inc.  
Form 8-K  
January 23, 2015

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

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

Date of report (Date of earliest event reported): **January 22, 2015**

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**RADIUS HEALTH, INC.**

(Exact name of registrant as specified in its charter)

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

**001-35726**  
(Commission  
File Number)

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

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**950 Winter Street**

**Waltham, MA 02451**

(Address of principal executive offices) (Zip Code)

**(617) 551-4000**

(Registrant's telephone number, include 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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**Item 8.01. Other Events.**

On January 22, 2015 Radius Health, Inc. (the Company) entered into an underwriting agreement (the Underwriting Agreement) with Goldman, Sachs & Co. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the several underwriters named therein (the Underwriters), in connection with the public offering, issuance and sale by the Company of 4,000,000 shares of the Company's common stock, par value \$.0001 per share, at the public offering price of \$36.75 per share, less underwriting discounts and commissions, pursuant to an effective registration statement on Form S-3 (File No. 333-201610) and a related prospectus supplement filed with the Securities and Exchange Commission. Under the terms of the Underwriting Agreement, the Company has also granted the Underwriters an option exercisable for 30 days to purchase up to an additional 600,000 shares of its common stock at the public offering price, less underwriting discounts and commissions.

The Company expects to receive net proceeds from the offering of approximately \$137.8 million, or approximately \$158.6 million if the Underwriters exercise their option to purchase additional shares in full, after deducting underwriting discounts and commissions and estimated offering expenses. The Company intends to use the net proceeds of the offering to complete development of the investigational drug abaloparatide-SC, prepare applications seeking regulatory approvals for abaloparatide-SC in the United States and Europe and to continue to build commercial infrastructure, inventory and manufacturing capability for the commercialization of abaloparatide-SC, if approved, as well as to fund further development of other product candidates and for other general corporate and working capital purposes.

The offering is expected to close on or about January 28, 2015, subject to the satisfaction of customary closing conditions. The Underwriting Agreement contains customary representations, warranties and agreements by the Company, customary conditions to closing, indemnification obligations of the Company and the Underwriters, including for liabilities under the Securities Act of 1933, as amended, other obligations of the parties and termination provisions.

The above description of the Underwriting Agreement is qualified in its entirety by reference to the full text of the Underwriting Agreement, a copy of which is filed as Exhibit 1.1 hereto and is incorporated herein by reference.

Latham & Watkins LLP, counsel to the Company, has issued an opinion to the Company, dated January 23, 2015, regarding the validity of the shares of common stock to be issued and sold in the offering. A copy of the opinion is filed as Exhibit 5.1 to this Current Report on Form 8-K.

Ernst & Young LLP consented to reference to its firm under the caption Experts in the Registration Statement (Form S-3) (Reg. No. 333-201610) and related Prospectus of the Company and to the incorporation by reference therein of its report dated February 26, 2014 (except for Note 19, as to which the date is April 2, 2014), with respect to the financial statements of Radius Health, Inc., included in the Company's Annual Report (Form 10-K) for the year ended December 31, 2013, filed with the Securities and Exchange Commission. A copy of the consent dated January 20, 2015 is filed as Exhibit 23.2 to this Current Report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

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<b>Exhibit No.</b>	<b>Description</b>
1.1	Underwriting Agreement, dated January 22, 2015, between the Company and Goldman, Sachs & Co. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the several Underwriters named therein.
5.1	Opinion of Latham & Watkins LLP.
23.1	Consent of Latham & Watkins LLP (included in Exhibit 5.1).
23.2	Consent of Ernst & Young LLP, independent registered public accounting firm.

**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: January 23, 2015

By:

/s/ B. Nicholas Harvey  
Name: B. Nicholas Harvey  
Title: Chief Financial Officer

**EXHIBIT INDEX**

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