

RADIUS HEALTH, INC.
Filed by
FARALLON CAPITAL MANAGEMENT LLC

FORM SC 13D/A
(Amended Statement of Beneficial Ownership)

Filed 05/18/17

Address ATTN: CHIEF FINANCIAL OFFICER
 950 WINTER STREET
 WALTHAM, MA 02451

Telephone 617-551-4000

 CIK 0001428522

 Symbol RDUS

Fiscal Year 12/31

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 2) *

Radius Health, Inc.

(Name of Issuer)

Common Stock, par value \$0.0001 per share

(Title of Class of Securities)

750469207

(Cusip Number)

Michael B. Fisch

Farallon Capital Management, L.L.C.

One Maritime Plaza, Suite 2100

San Francisco, California 94111

(415) 421-2132

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

May 10, 2017

(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 Sections 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 Section 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).

(Continued on following pages)

1	NAMES OF REPORTING PERSONS	
	Farallon Capital Partners, L.P.	
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)	
2	<div style="text-align: right;">(a) <input type="checkbox"/></div> <div style="text-align: right;">(b) <input checked="" type="checkbox"/> **</div> <p>** The reporting persons making this filing hold an aggregate of 3,579,000 Shares, which is 8.3 % of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.</p>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (See Instructions)	
	WC, OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	
	<input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	California	
7	SOLE VOTING POWER	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	-0-	
	8	SHARED VOTING POWER
	803,800	
	9	SOLE DISPOSITIVE POWER
10	-0-	
	SHARED DISPOSITIVE POWER	
	803,800	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	803,800	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)	
	<input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	1.9%	
14	TYPE OF REPORTING PERSON (See Instructions)	
	PN	

1	NAMES OF REPORTING PERSONS
	Farallon Capital Institutional Partners, L.P.
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
	(a) <input type="checkbox"/>
2	** The reporting persons making this filing hold an aggregate of 3,579,000 Shares, which is 8.3% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.
3	SEC USE ONLY
4	SOURCE OF FUNDS (See Instructions)
	WC
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)
	<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION
	California
	SOLE VOTING POWER
	7
	-0-
	SHARED VOTING POWER
	8
	796,272
	SOLE DISPOSITIVE POWER
	9
	-0-
	SHARED DISPOSITIVE POWER
	10
	796,272
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	796,272
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)
	<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
	1.8%
14	TYPE OF REPORTING PERSON (See Instructions)
	PN

1	NAMES OF REPORTING PERSONS
	Farallon Capital Institutional Partners II, L.P.
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
	(a) <input type="checkbox"/>
2	** <input checked="" type="checkbox"/> The reporting persons making this filing hold an aggregate of 3,579,000 Shares, which is 8.3% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.
3	SEC USE ONLY
4	SOURCE OF FUNDS (See Instructions)
	WC
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)
	<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION
	California
	SOLE VOTING POWER
	7
	-0-
	SHARED VOTING POWER
	8
	135,300
	SOLE DISPOSITIVE POWER
	9
	-0-
	SHARED DISPOSITIVE POWER
	10
	135,300
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	135,300
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)
	<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
	0.3 %
14	TYPE OF REPORTING PERSON (See Instructions)
	PN

1	NAMES OF REPORTING PERSONS
	Farallon Capital Institutional Partners III, L.P.
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
2	<div style="text-align: right;">(a) <input type="checkbox"/></div> <div style="text-align: right;">(b) <input checked="" type="checkbox"/> **</div> <p>** The reporting persons making this filing hold an aggregate of 3,579,000 Shares, which is 8.3% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.</p>
3	SEC USE ONLY
4	SOURCE OF FUNDS (See Instructions)
	WC
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware
	SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 -0-
	8 115,100
	9 -0-
	10 115,100
	11
	115,100
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
	0.3 %
14	TYPE OF REPORTING PERSON (See Instructions)
	PN

1	NAMES OF REPORTING PERSONS	
	Farallon Capital Institutional Partners V, L.P.	
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)	
2	<div style="text-align: right;">(a) <input type="checkbox"/></div> <div style="text-align: right;">(b) <input checked="" type="checkbox"/> **</div> <p>** The reporting persons making this filing hold an aggregate of 3,579,000 Shares, which is 8.3% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.</p>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (See Instructions)	
	WC	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
7	SOLE VOTING POWER	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	-0-	
	8	SHARED VOTING POWER
	97,900	SOLE DISPOSITIVE POWER
	9	-0-
10	SHARED DISPOSITIVE POWER	
	97,900	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	97,900	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	0.2 %	
14	TYPE OF REPORTING PERSON (See Instructions)	
	PN	

1	NAMES OF REPORTING PERSONS	
	Farallon Capital Offshore Investors II, L.P.	
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)	
2	(a) <input type="checkbox"/>	(b) <input checked="" type="checkbox"/> **
	** The reporting persons making this filing hold an aggregate of 3,579,000 Shares, which is 8.3% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (See Instructions)	
	WC, OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	
	<input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Cayman Islands	
	7	SOLE VOTING POWER
		-0-
	8	SHARED VOTING POWER
		1,443,645
	9	SOLE DISPOSITIVE POWER
		-0-
	10	SHARED DISPOSITIVE POWER
		1,443,645
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	1,443,645	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)	
	<input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	3.3 %	
14	TYPE OF REPORTING PERSON (See Instructions)	
	PN	

1	NAMES OF REPORTING PERSONS	
	Farallon Capital (AM) Investors, L.P.	
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)	
	(a) <input type="checkbox"/>	
2	** The reporting persons making this filing hold an aggregate of 3,579,000 Shares, which is 8.3% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.	
	(b) <input checked="" type="checkbox"/> **	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (See Instructions)	
	WC, OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	
	<input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
	SOLE VOTING POWER	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	-0-
	8	SHARED VOTING POWER
		59,900
	9	SOLE DISPOSITIVE POWER
		-0-
	10	SHARED DISPOSITIVE POWER
		59,900
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	59,900	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)	
	<input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	0.1 %	
14	TYPE OF REPORTING PERSON (See Instructions)	
	PN	

1	NAMES OF REPORTING PERSONS	
	Farallon Capital F5 Master I, L.P.	
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)	
2	<div style="text-align: right;">(a) <input type="checkbox"/></div> <div style="text-align: right;">(b) <input checked="" type="checkbox"/> **</div> <p>** The reporting persons making this filing hold an aggregate of 3,579,000 Shares, which is 8.3% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.</p>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (See Instructions)	
	WC, OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	
	<input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Cayman Islands	
7	SOLE VOTING POWER	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	-0-	
	8	SHARED VOTING POWER
	75,183	SOLE DISPOSITIVE POWER
	9	-0-
10	SHARED DISPOSITIVE POWER	
	75,183	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	75,183	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)	
	<input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	0.2 %	
14	TYPE OF REPORTING PERSON (See Instructions)	
	PN	

1 NAMES OF REPORTING PERSONS

Farallon Capital Management, L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b) **

2 ** The reporting persons making this filing hold an aggregate of 3,579,000 Shares, which is 8.3% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

WC, OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

7

-0-

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8 SHARED VOTING POWER

8

51,900

9 SOLE DISPOSITIVE POWER

9

-0-

10 SHARED DISPOSITIVE POWER

10

51,900

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

51,900

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

12

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

0.1 %

14 TYPE OF REPORTING PERSON (See Instructions)

14

IA, OO

1	NAMES OF REPORTING PERSONS
	Farallon Partners, L.L.C.
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
2	<div style="text-align: right;">(a) <input type="checkbox"/></div> <div style="text-align: right;">(b) <input checked="" type="checkbox"/> **</div> <p>** The reporting persons making this filing hold an aggregate of 3,579,000 Shares, which is 8.3% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.</p>
3	SEC USE ONLY
4	SOURCE OF FUNDS (See Instructions)
	AF
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)
	<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware
	SOLE VOTING POWER
	7
	-0-
	SHARED VOTING POWER
	8
	3,451,917
	SOLE DISPOSITIVE POWER
	9
	-0-
	SHARED DISPOSITIVE POWER
	10
	3,451,917
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	3,451,917
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)
	<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
	8.0 %
14	TYPE OF REPORTING PERSON (See Instructions)
	OO

1	NAMES OF REPORTING PERSONS
	Farallon Institutional (GP) V, L.L.C.
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
2	<div style="text-align: right;">(a) <input type="checkbox"/></div> <div style="text-align: right;">(b) <input checked="" type="checkbox"/> **</div> <p>** The reporting persons making this filing hold an aggregate of 3,579,000 Shares, which is 8.3% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.</p>
3	SEC USE ONLY
4	SOURCE OF FUNDS (See Instructions)
	AF
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)
	<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware
7	SOLE VOTING POWER
	-0-
8	SHARED VOTING POWER
	97,900
9	SOLE DISPOSITIVE POWER
	-0-
10	SHARED DISPOSITIVE POWER
	97,900
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	97,900
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)
	<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
	0.2 %
14	TYPE OF REPORTING PERSON (See Instructions)
	OO

1	NAMES OF REPORTING PERSONS	
	Farallon F5 (GP), L.L.C.	
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)	
2	<div style="text-align: right;">(a) <input type="checkbox"/></div> <div style="text-align: right;">(b) <input checked="" type="checkbox"/> **</div> <p>** The reporting persons making this filing hold an aggregate of 3,579,000 Shares, which is 8.3% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.</p>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (See Instructions)	
	AF	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	
	<input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
7	SOLE VOTING POWER	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	-0-	
	8	SHARED VOTING POWER
	75,183	SOLE DISPOSITIVE POWER
	9	-0-
10	SHARED DISPOSITIVE POWER	
	75,183	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	75,183	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)	
	<input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	0.2 %	
14	TYPE OF REPORTING PERSON (See Instructions)	
	OO	

1	NAMES OF REPORTING PERSONS	
	Philip D. Dreyfuss	
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)	
2	<div style="text-align: right;">(a) <input type="checkbox"/></div> <div style="text-align: right;">(b) <input checked="" type="checkbox"/> **</div> <p>** The reporting persons making this filing hold an aggregate of 3,579,000 Shares, which is 8.3% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by him on this cover page.</p>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (See Instructions)	
	N/A	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	
	<input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	United States	
7	SOLE VOTING POWER	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	-0-	
	8	SHARED VOTING POWER
	3,579,000	
	9	SOLE DISPOSITIVE POWER
10	-0-	
	SHARED DISPOSITIVE POWER	
	3,579,000	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	3,579,000	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)	
	<input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	8.3%	
14	TYPE OF REPORTING PERSON (See Instructions)	
	IN	

1	NAMES OF REPORTING PERSONS	
	Michael B. Fisch	
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)	
2	<div style="text-align: right;">(a) <input type="checkbox"/></div> <div style="text-align: right;">(b) <input checked="" type="checkbox"/> **</div> <p>** The reporting persons making this filing hold an aggregate of 3,579,000 Shares, which is 8.3 % of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by him on this cover page.</p>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (See Instructions)	
	N/A	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	
	<input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	United States	
7	SOLE VOTING POWER	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	-0-	
	8	SHARED VOTING POWER
	3,579,000	
	9	SOLE DISPOSITIVE POWER
	-0-	
	10	SHARED DISPOSITIVE POWER
	3,579,000	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	3,579,000	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)	
	<input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	8.3%	
14	TYPE OF REPORTING PERSON (See Instructions)	
	IN	

1	NAMES OF REPORTING PERSONS	
	Richard B. Fried	
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)	
		(a) <input type="checkbox"/>
2	** The reporting persons making this filing hold an aggregate of 3,579,000 Shares, which is 8.3 % of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by him on this cover page.	(b) <input checked="" type="checkbox"/> **
3	SEC USE ONLY	
	SOURCE OF FUNDS (See Instructions)	
4	N/A	
	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	
5		<input type="checkbox"/>
	CITIZENSHIP OR PLACE OF ORGANIZATION	
6	United States	
	SOLE VOTING POWER	
	7	-0-
	SHARED VOTING POWER	
	8	3,579,000
	SOLE DISPOSITIVE POWER	
	9	-0-
	SHARED DISPOSITIVE POWER	
	10	3,579,000
	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
11	3,579,000	
	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)	
12		<input type="checkbox"/>
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
13	8.3%	
	TYPE OF REPORTING PERSON (See Instructions)	
14	IN	

1	NAMES OF REPORTING PERSONS
	David T. Kim
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
	(a) <input type="checkbox"/>
2	** <input checked="" type="checkbox"/> The reporting persons making this filing hold an aggregate of 3,579,000 Shares, which is 8.3 % of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by him on this cover page.
3	SEC USE ONLY
4	SOURCE OF FUNDS (See Instructions)
	N/A
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)
	<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION
	United States
7	SOLE VOTING POWER
	-0-
8	SHARED VOTING POWER
	3,579,000
9	SOLE DISPOSITIVE POWER
	-0-
10	SHARED DISPOSITIVE POWER
	3,579,000
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	3,579,000
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)
	<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
	8.3%
14	TYPE OF REPORTING PERSON (See Instructions)
	IN

1	NAMES OF REPORTING PERSONS	
	Monica R. Landry	
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)	
2	(a) <input type="checkbox"/>	(b) <input checked="" type="checkbox"/> **
	** The reporting persons making this filing hold an aggregate of 3,579,000 Shares, which is 8.3 % of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by her on this cover page.	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (See Instructions)	
	N/A	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	
	<input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	United States	
	7	SOLE VOTING POWER
		-0-
	8	SHARED VOTING POWER
		3,579,000
	9	SOLE DISPOSITIVE POWER
		-0-
	10	SHARED DISPOSITIVE POWER
		3,579,000
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	3,579,000	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)	
	<input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	8.3%	
14	TYPE OF REPORTING PERSON (See Instructions)	
	IN	

1	NAMES OF REPORTING PERSONS
	Michael G. Linn
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
2	<div style="text-align: right;">(a) <input type="checkbox"/></div> <div style="text-align: right;">(b) <input checked="" type="checkbox"/> **</div> <p>** The reporting persons making this filing hold an aggregate of 3,579,000 Shares, which is 8.3 % of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by him on this cover page.</p>
3	SEC USE ONLY
4	SOURCE OF FUNDS (See Instructions)
	N/A
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)
	<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION
	United States
7	SOLE VOTING POWER
	-0-
8	SHARED VOTING POWER
	3,579,000
9	SOLE DISPOSITIVE POWER
	-0-
10	SHARED DISPOSITIVE POWER
	3,579,000
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	3,579,000
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)
	<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
	8.3%
14	TYPE OF REPORTING PERSON (See Instructions)
	IN

1	NAMES OF REPORTING PERSONS
	Ravi K. Paidipaty
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
2	<div style="text-align: right;">(a) <input type="checkbox"/></div> <div style="text-align: right;">(b) <input checked="" type="checkbox"/> **</div> <p>** The reporting persons making this filing hold an aggregate of 3,579,000 Shares, which is 8.3 % of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by him on this cover page.</p>
3	SEC USE ONLY
4	SOURCE OF FUNDS (See Instructions)
	N/A
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)
	<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION
	United States
7	SOLE VOTING POWER
	-0-
8	SHARED VOTING POWER
	3,579,000
9	SOLE DISPOSITIVE POWER
	-0-
10	SHARED DISPOSITIVE POWER
	3,579,000
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	3,579,000
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)
	<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
	8.3%
14	TYPE OF REPORTING PERSON (See Instructions)
	IN

1	NAMES OF REPORTING PERSONS	
	Rajiv A. Patel	
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)	
2	<div style="text-align: right;">(a) <input type="checkbox"/></div> <div style="text-align: right;">(b) <input checked="" type="checkbox"/> **</div> <p>** The reporting persons making this filing hold an aggregate of 3,579,000 Shares, which is 8.3 % of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by him on this cover page.</p>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (See Instructions)	
	N/A	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	
	<input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	United States	
7	SOLE VOTING POWER	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	-0-	
	8	SHARED VOTING POWER
	3,579,000	
	9	SOLE DISPOSITIVE POWER
10	-0-	
	SHARED DISPOSITIVE POWER	
3,579,000		
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	3,579,000	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)	
	<input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	8.3%	
14	TYPE OF REPORTING PERSON (See Instructions)	
	IN	

1	NAMES OF REPORTING PERSONS	
	Thomas G. Roberts, Jr.	
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)	
2	(a) <input type="checkbox"/>	(b) <input checked="" type="checkbox"/> **
	** The reporting persons making this filing hold an aggregate of 3,579,000 Shares, which is 8.3 % of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by him on this cover page.	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (See Instructions)	
	N/A	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	
	<input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	United States	
	7	SOLE VOTING POWER
		-0-
	8	SHARED VOTING POWER
		3,579,000
	9	SOLE DISPOSITIVE POWER
		-0-
	10	SHARED DISPOSITIVE POWER
		3,579,000
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	3,579,000	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)	
	<input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	8.3%	
14	TYPE OF REPORTING PERSON (See Instructions)	
	IN	

1	NAMES OF REPORTING PERSONS
	William Seybold
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
2	<div style="text-align: right;">(a) <input type="checkbox"/></div> <div style="text-align: right;">(b) <input checked="" type="checkbox"/> **</div> <p>** The reporting persons making this filing hold an aggregate of 3,579,000 Shares, which is 8.3 % of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by him on this cover page.</p>
3	SEC USE ONLY
4	SOURCE OF FUNDS (See Instructions)
	N/A
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)
	<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION
	United States
7	SOLE VOTING POWER
	-0-
8	SHARED VOTING POWER
	3,579,000
9	SOLE DISPOSITIVE POWER
	-0-
10	SHARED DISPOSITIVE POWER
	3,579,000
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	3,579,000
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)
	<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
	8.3%
14	TYPE OF REPORTING PERSON (See Instructions)
	IN

1	NAMES OF REPORTING PERSONS	
	Andrew J.M. Spokes	
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)	
2	<div style="text-align: right;">(a) <input type="checkbox"/></div> <div style="text-align: right;">(b) <input checked="" type="checkbox"/> **</div> <p>** The reporting persons making this filing hold an aggregate of 3,579,000 Shares, which is 8.3 % of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by him on this cover page.</p>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (See Instructions)	
	N/A	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	
	<input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	United Kingdom	
7	SOLE VOTING POWER	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	-0-	
	8	SHARED VOTING POWER
	3,579,000	
	9	SOLE DISPOSITIVE POWER
10	-0-	
	SHARED DISPOSITIVE POWER	
	3,579,000	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	3,579,000	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)	
	<input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	8.3%	
14	TYPE OF REPORTING PERSON (See Instructions)	
	IN	

1	NAMES OF REPORTING PERSONS	
	John R. Warren	
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)	
2	(a) <input type="checkbox"/>	(b) <input checked="" type="checkbox"/> **
	** The reporting persons making this filing hold an aggregate of 3,579,000 Shares, which is 8.3 % of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by him on this cover page.	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (See Instructions)	
	N/A	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	
	<input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	United States	
	7	SOLE VOTING POWER
		-0-
	8	SHARED VOTING POWER
		3,579,000
	9	SOLE DISPOSITIVE POWER
		-0-
	10	SHARED DISPOSITIVE POWER
		3,579,000
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	3,579,000	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)	
	<input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	8.3%	
14	TYPE OF REPORTING PERSON (See Instructions)	
	IN	

1	NAMES OF REPORTING PERSONS	
	Mark C. Wehrly	
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)	
2	(a) <input type="checkbox"/>	(b) <input checked="" type="checkbox"/> **
	** The reporting persons making this filing hold an aggregate of 3,579,000 Shares, which is 8.3 % of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by him on this cover page.	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (See Instructions)	
	N/A	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	
	<input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	United States	
	7	SOLE VOTING POWER
		-0-
	8	SHARED VOTING POWER
		3,579,000
	9	SOLE DISPOSITIVE POWER
		-0-
	10	SHARED DISPOSITIVE POWER
		3,579,000
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	3,579,000	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)	
	<input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	8.3%	
14	TYPE OF REPORTING PERSON (See Instructions)	
	IN	

This Amendment No. 2 to Schedule 13D amends the Schedule 13D initially filed on January 17, 2017 (together with all prior and current amendments thereto, this "Schedule 13D").

Item 1. Security and Issuer

Item 1 is amended and restated in its entirety as follows:

This statement relates to shares of Common Stock, par value \$0.0001 per share (the "Shares"), of Radius Health, Inc. (the "Company"). The Company's principal offices are located at 950 Winter Street, Waltham, MA 02451.

Item 2. Identity and Background

Item 2 is amended and restated in its entirety as follows:

(a) This statement is filed by the entities and persons listed below, all of whom together are referred to herein as the "Reporting Persons."

The Farallon Funds

- (i) Farallon Capital Partners, L.P., a California limited partnership ("FCP"), with respect to the Shares held by it;
- (ii) Farallon Capital Institutional Partners, L.P., a California limited partnership ("FCIP"), with respect to the Shares held by it;
- (iii) Farallon Capital Institutional Partners II, L.P., a California limited partnership ("FCIP II"), with respect to the Shares held by it;
- (iv) Farallon Capital Institutional Partners III, L.P., a Delaware limited partnership ("FCIP III"), with respect to the Shares held by it;
- (v) Farallon Capital Institutional Partners V, L.P., a Delaware limited partnership ("FCIP V"), with respect to the Shares held by it;
- (vi) Farallon Capital Offshore Investors II, L.P., a Cayman Islands exempted limited partnership ("FCOI II"), with respect to the Shares held by it;
- (vii) Farallon Capital (AM) Investors, L.P., a Delaware limited partnership ("FCAMI"), with respect to the Shares held by it; and
- (viii) Farallon Capital F5 Master I, L.P., a Cayman Islands exempted limited partnership ("F5MI"), with respect to the Shares held by it.

FCP, FCIP, FCIP II, FCIP III, FCIP V, FCOI II, FCAMI and F5MI are together referred to herein as the "Farallon Funds."

The Management Company

- (ix) Farallon Capital Management, L.L.C., a Delaware limited liability company (the "Management Company"), with respect to the Shares held by one or more accounts (the "Managed Accounts"), each as managed by the Management Company.

The Farallon General Partner

- (x) Farallon Partners, L.L.C., a Delaware limited liability company (the "Farallon General Partner"), which is the general partner of each of FCP, FCIP, FCIP II, FCIP III, FCOI II and FCAMI and the sole member of the FCIP V General Partner (as defined below), with respect to the Shares held by each of the Farallon Funds other than F5MI.

The FCIP V General Partner

- (xi) Farallon Institutional (GP) V, L.L.C., a Delaware limited liability company (the "FCIP V General Partner"), which is the general partner of FCIP V, with respect to the Shares held by FCIP V.

The F5MI General Partner

- (xii) Farallon F5 (GP), L.L.C., a Delaware limited liability company (the "F5MI General Partner"), which is the general partner of F5MI, with respect to the Shares held by F5MI.

The Farallon Individual Reporting Persons

- (xiii) The following persons, each of whom is a managing member of both the Farallon General Partner and the Management Company, a manager or senior manager, as the case may be, of the FCIP V General Partner and a director and/or officer of the general partner of the sole member of the F5MI General Partner, with respect to the Shares held by the Farallon Funds and the Managed Accounts: Philip D. Dreyfuss ("Dreyfuss"), Michael B. Fisch ("Fisch"), Richard B. Fried ("Fried"), David T. Kim ("Kim"), Monica R. Landry ("Landry"), Michael G. Linn ("Linn"), Ravi K. Paidipaty ("Paidipaty"), Rajiv A. Patel ("Patel"), Thomas G. Roberts, Jr. ("Roberts"), William Seybold ("Seybold"), Andrew J.M. Spokes ("Spokes"), John R. Warren ("Warren") and Mark C. Wehrly ("Wehrly").

Dreyfuss, Fisch, Fried, Kim, Landry, Linn, Paidipaty, Patel, Roberts, Seybold, Spokes, Warren and Wehrly are together referred to herein as the "Farallon Individual Reporting Persons."

(b) The address of the principal business office of (i) the Farallon Funds, the Management Company, the Farallon General Partner, the FCIP V General Partner and the F5MI General Partner is One Maritime Plaza, Suite 2100, San Francisco, California 94111 and (ii) each of the Farallon Individual Reporting Persons is set forth in Annex 1 hereto.

(c) The principal business of each of the Farallon Funds is that of a private investment fund engaging in the purchase and sale of investments for its own account. The principal business of the Management Company is that of a registered investment adviser. The principal business of the Farallon General Partner is to act as the general partner of investment partnerships, including FCP, FCIP, FCIP II, FCIP III, FCOI II and FCAMI, and as the sole member of investment partnership general partners, including the FCIP V General Partner. The principal business of the FCIP V General Partner is to act as the general partner of FCIP V. The principal business of the F5MI General Partner is to act as the general partner of F5MI. The principal business of each of the Farallon Individual Reporting Persons is set forth in Annex 1 hereto.

(d) None of the Reporting Persons has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) None of the Reporting Persons has, during the last five years, been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to 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.

(f) The citizenship of each of the Farallon Funds, the Management Company, the Farallon General Partner, the FCIP V General Partner and the F5MI General Partner is set forth above. Each of the Farallon Individual Reporting Persons, other than Spokes, is a citizen of the United States. Spokes is a citizen of the United Kingdom.

The other information required by Item 2 relating to the identity and background of the Reporting Persons is set forth in Annex 1 hereto.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 is amended and restated in its entirety as follows:

The net investment cost (including commissions) for the Shares acquired by each of the Farallon Funds and the Managed Accounts is set forth below:

Entity	Shares Acquired	Approximate Net Investment Cost
FCP	803,800	\$32,434,389
FCIP	796,272	\$32,840,369
FCIP II	135,300	\$5,703,559
FCIP III	115,100	\$5,023,973
FCIP V	97,900	\$4,086,547
FCOI II	1,443,645	\$58,103,653
FCAMI	59,900	\$2,464,594
F5MI	75,183	\$3,471,959
Managed Accounts	51,900	\$2,247,805
	<u>3,579,000</u>	<u>\$146,376,848</u>

The consideration for such acquisitions was obtained as follows: (i) with respect to FCP, FCOI II, FCAMI, F5MI and the Managed Accounts, from working capital and/or from borrowings pursuant to margin accounts maintained in the ordinary course of business by such entities at Goldman, Sachs & Co.; and (ii) with respect to FCIP, FCIP II, FCIP III and FCIP V,

from working capital. FCP, FCOI II, FCAMI, F5MI and one or more Managed Accounts hold certain securities in their respective margin accounts at Goldman, Sachs & Co., and the accounts may from time to time have debit balances. It is not possible to determine the amount of borrowings, if any, used to acquire the Shares.

Item 5 . Interest in Securities of the Issuer

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

The Farallon Funds

- (a),(b) The information set forth in Rows 7 through 13 of the cover page hereto for each Farallon Fund is incorporated herein by reference for each such Farallon Fund. The percentage amount set forth in Row 13 for all cover pages filed herewith is calculated based upon the 43,377,381 Shares outstanding as of April 27, 2017, as reported by the Company in its Quarterly Report on Form 10-Q for the period ended March 31, 2017.
- (c) The dates, number of Shares involved and the price per Share (including commissions) for all transactions in the Shares by the Farallon Funds in the past 60 days are set forth on Schedules A-H hereto and are incorporated herein by reference. All of such transactions were open-market transactions.
- (d) The Farallon General Partner has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, certain of the Shares held by the Farallon Funds as reported herein. Each of the Farallon Individual Reporting Persons is a managing member of the Farallon General Partner. The FCIP V General Partner has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of the Shares held by FCIP V as reported herein. Each of the Farallon Individual Reporting Persons is a manager or senior manager, as the case may be, of the FCIP V General Partner. The F5MI General Partner has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of the Shares held by F5MI as reported herein. Each of the Farallon Individual Reporting Persons is a director and/or officer of the general partner of the sole member of the F5MI General Partner.
- (e) Not applicable.

The Management Company

- (a),(b) The information set forth in Rows 7 through 13 of the cover page hereto for the Management Company is incorporated herein by reference.
- (c) The dates, number of Shares involved and the price per Share (including commissions) for all transactions in the Shares by the Management Company on behalf of the Managed Accounts in the past 60 days are set forth on Schedule I hereto and are incorporated herein by reference. All of such transactions were open-market transactions.

forth on Schedule I hereto and are incorporated herein by reference. All of such transactions were open-market transactions.

- (d) The Management Company has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all of the Shares held by the Managed Accounts as reported herein. Each of the Farallon Individual Reporting Persons is a managing member of the Management Company.
- (e) Not applicable.

The Farallon General Partner

- (a),(b) The information set forth in Rows 7 through 13 of the cover page hereto for the Farallon General Partner is incorporated herein by reference.
- (c) None.
- (d) The Farallon General Partner has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of certain of the Shares held by the Farallon Funds as reported herein. Each of the Farallon Individual Reporting Persons is a managing member of the Farallon General Partner.
- (e) Not applicable.

The FCIP V General Partner

- (a),(b) The information set forth in Rows 7 through 13 of the cover page hereto for the FCIP V General Partner is incorporated herein by reference.
- (c) None.
- (d) The FCIP V General Partner has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, the Shares held by FCIP V as reported herein. Each of the Farallon Individual Reporting Persons is a manager or senior manager, as the case may be, of the FCIP V General Partner.
- (e) Not applicable.

The F5MI General Partner

- (a),(b) The information set forth in Rows 7 through 13 of the cover page hereto for the F5MI General Partner is incorporated herein by reference.
- (c) None.
- (d) The F5MI General Partner has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, the Shares held

by F5MI as reported herein. Each of the Farallon Individual Reporting Persons is a director and/or officer of the general partner of the sole member of the F5MI General Partner.

(e) Not applicable.

The Farallon Individual Reporting Persons

(a),(b) The information set forth in Rows 7 through 13 of the cover page hereto for each Farallon Individual Reporting Person is incorporated herein by reference for each such Farallon Individual Reporting Person.

(c) None.

(d) The Farallon General Partner has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, certain of the Shares held by the Farallon Funds as reported herein. The Management Company has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all of the Shares held by the Managed Accounts as reported herein. The FCIP V General Partner has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, the Shares held by FCIP V as reported herein. The F5MI General Partner has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, the Shares held by F5MI as reported herein. Each of the Farallon Individual Reporting Persons is a managing member of both the Farallon General Partner and the Management Company, a manager or senior manager, as the case may be, of the FCIP V General Partner and a director and/or officer of the general partner of the sole member of the F5MI General Partner.

(e) Not applicable.

The Shares reported hereby for the Farallon Funds are owned directly by the Farallon Funds, and those reported by the Management Company on behalf of the Managed Accounts are owned directly by the Managed Accounts. The Management Company, as investment adviser to the Managed Accounts, may be deemed to be a beneficial owner of all such Shares owned by the Managed Accounts. The Farallon General Partner, as general partner of the Farallon Funds other than F5MI and the sole member of the FCIP V General Partner, may be deemed to be a beneficial owner of all such Shares owned by the Farallon Funds other than F5MI. The FCIP V General Partner, as general partner of FCIP V, may be deemed to be a beneficial owner of all such Shares owned by FCIP V. The F5MI General Partner, as general partner of F5MI, may be deemed to be a beneficial owner of all such Shares owned by F5MI. Each of the Farallon Individual Reporting Persons, as a managing member of both the Farallon General Partner and the Management Company, a manager or senior manager, as the case may be, of the FCIP V General Partner and a director and/or officer of the general partner of the sole member of the F5MI General Partner, in each case with the power to exercise investment discretion, may be deemed to be a beneficial owner of all such Shares owned by the Farallon Funds and the Managed Accounts. **Each of the Management Company, the Farallon General Partner, the**

FCIP V General Partner, the F5MI General Partner and the Farallon Individual Reporting Persons hereby disclaims any beneficial ownership of any such Shares.

SIGNATURES

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

Dated: May 17, 2017

/s/ Michael B. Fisch
FARALLON PARTNERS, L.L.C.,
On its own behalf and
As the General Partner of
FARALLON CAPITAL PARTNERS, L.P.,
FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P.,
FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P.,
FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P.,
FARALLON CAPITAL OFFSHORE INVESTORS II, L.P. and
FARALLON CAPITAL (AM) INVESTORS, L.P.
By Michael B. Fisch, Managing Member

/s/ Michael B. Fisch
FARALLON CAPITAL MANAGEMENT, L.L.C.
By Michael B. Fisch, Managing Member

/s/ Michael B. Fisch
FARALLON INSTITUTIONAL (GP) V, L.L.C.
On its own behalf and
As the General Partner of
FARALLON CAPITAL INSTITUTIONAL PARTNERS V, L.P.
By Michael B. Fisch, Manager

/s/ Michael B. Fisch
FARALLON F5 (GP), L.L.C.,
On its own behalf and
As the General Partner of
FARALLON CAPITAL F5 MASTER I, L.P.
By Michael B. Fisch, Authorized Signatory

/s/ Michael B. Fisch
Michael B. Fisch, individually and as attorney-in-fact for each of Philip D. Dreyfuss, Richard B. Fried, Monica R. Landry, David T. Kim, Michael G. Linn, Ravi K. Paidipaty, Rajiv A. Patel, Thomas G. Roberts, Jr., William Seybold, Andrew J.M. Spokes, John R. Warren and Mark C. Wehrly

The Powers of Attorney executed by each of Fried, Kim, Landry, Linn, Patel, Roberts, Spokes, Warren and Wehrly authorizing Fisch to sign and file this Schedule 13D on his behalf,

which were filed as exhibits to the Schedule 13D filed with the Securities and Exchange Commission on August 26, 2014 by such Reporting Persons with respect to the Common Stock of Town Sports International Holdings Inc., are hereby incorporated by reference. The Powers of Attorney executed by each of Dreyfuss, Paidipaty and Seybold authorizing Fisch to sign and file this Schedule 13D on his behalf, which were filed as exhibits to the Schedule 13G filed with the Securities and Exchange Commission on January 11, 2017 by such Reporting Persons with respect to the Common Stock of Sky Solar Holdings, Ltd., are hereby incorporated by reference.

Set forth below with respect to the Management Company, the Farallon General Partner, the FCIP V General Partner and the F5MI General Partner is the following information: (a) name; (b) address; (c) principal business; (d) state of organization; and (e) controlling persons. Set forth below with respect to each managing member of the Management Company and the Farallon General Partner is the following information: (a) name; (b) business address; (c) principal occupation; and (d) citizenship.

1. The Management Company

- (a) Farallon Capital Management, L.L.C.
- (b) One Maritime Plaza, Suite 2100
San Francisco, California 94111
- (c) Serves as investment adviser to various managed accounts
- (d) Delaware limited liability company
- (e) Managing Members: Andrew J.M. Spokes, Senior Managing Member; Philip D. Dreyfuss, Michael B. Fisch, Richard B. Fried, David T. Kim, Monica R. Landry, Michael G. Linn, Ravi K. Paidipaty, Rajiv A. Patel, David A. Posner, Thomas G. Roberts, Jr., William Seybold, Gregory S. Swart, John R. Warren and Mark C. Wehrly, Managing Members.

2. The Farallon General Partner

- (a) Farallon Partners, L.L.C.
- (b) c/o Farallon Capital Management, L.L.C.
One Maritime Plaza, Suite 2100
San Francisco, California 94111
- (c) Serves as general partner of investment partnerships and as the sole member of investment partnership general partners
- (d) Delaware limited liability company
- (e) Managing Members: Andrew J.M. Spokes, Senior Managing Member; Philip D. Dreyfuss, Michael B. Fisch, Richard B. Fried, David T. Kim, Monica R. Landry, Michael G. Linn, Ravi K. Paidipaty, Rajiv A. Patel, David A. Posner, Thomas G. Roberts, Jr., William Seybold, Gregory S. Swart, John R. Warren and Mark C. Wehrly, Managing Members.

3. The FCIP V General Partner

- (a) Farallon Institutional (GP) V, L.L.C.
- (b) c/o Farallon Capital Management, L.L.C.
One Maritime Plaza, Suite 2100
San Francisco, California 94111
- (c) Serves as general partner of investment partnerships
- (d) Delaware limited liability company
- (e) Managers: Andrew J.M. Spokes, Senior Manager; Philip D. Dreyfuss, Michael B. Fisch, Richard B. Fried, David T. Kim, Monica R. Landry, Michael G. Linn, Ravi K. Paidipaty, Rajiv A. Patel, David A. Posner, Thomas G. Roberts, Jr., William Seybold, Gregory S. Swart, John R. Warren and Mark C. Wehrly, Managers

4. The F5MI General Partner

- (a) Farallon F5 (GP), L.L.C.
- (b) c/o Farallon Capital Management, L.L.C.
One Maritime Plaza, Suite 2100
San Francisco, California 94111
- (c) Serves as general partner of investment partnerships
- (d) Delaware limited liability company
- (e) Directors and/or officers of the general partner of the sole member: Andrew J.M. Spokes, Philip D. Dreyfuss, Michael B. Fisch, Richard B. Fried, David T. Kim, Monica R. Landry, Michael G. Linn, Ravi K. Paidipaty, Rajiv A. Patel, David A. Posner, Thomas G. Roberts, Jr., William Seybold, Gregory S. Swart, John R. Warren and Mark C. Wehrly

5. Managing Members of the Management Company and the Farallon General Partner

- (a) Philip D. Dreyfuss, Michael B. Fisch, Richard B. Fried, David T. Kim, Monica R. Landry, Michael G. Linn, Ravi K. Paidipaty, Rajiv A. Patel, David A. Posner, Thomas G. Roberts, Jr., William Seybold, Gregory S. Swart, John R. Warren and Mark C. Wehrly, Managing Members.
- (b) c/o Farallon Capital Management, L.L.C.
One Maritime Plaza, Suite 2100
San Francisco, California 94111
- (c) The principal occupation of Andrew J.M. Spokes is serving as Senior Managing Member of both the Management Company and the Farallon General Partner. The principal occupation of each other Managing Member of the Management Company and the Farallon General Partner is serving as a Managing Member of both the Management Company and the Farallon General Partner.
- (d) Each of the Managing Members of the Management Company and the Farallon General Partner, other than Andrew J.M. Spokes and Gregory S. Swart, is a citizen of the United States. Andrew J.M. Spokes is a citizen of the United Kingdom. Gregory S. Swart is a citizen of New Zealand.

None of the Managing Members of the Management Company and the Farallon General Partner has any additional information to disclose with respect to Items 2-6 of the Schedule 13D that is not already disclosed in the Schedule 13D.

SCHEDULE A

FARALLON CAPITAL PARTNERS, L.P.

TRADE DATE	NO. OF SHARES PURCHASED (P) OR SOLD (S)	PRICE PER SHARE (\$)
4/28/2017	31,900 (P)	41.42
4/28/2017	63,700 (P)	41.03
5/5/2017	5,300 (P)	35.18
5/9/2017	600 (P)	35.26
5/10/2017	8,700 (P)	35.21
5/11/2017	5,500 (P)	34.70

SCHEDULE B

FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P.

TRADE DATE	NO. OF SHARES PURCHASED (P) OR SOLD (S)	PRICE PER SHARE (\$)
4/28/2017	23,800 (P)	41.42
4/28/2017	47,500 (P)	41.03
5/5/2017	4,800 (P)	35.18
5/9/2017	500 (P)	35.26
5/10/2017	7,600 (P)	35.21
5/11/2017	4,772 (P)	34.70

SCHEDULE C

FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P.

TRADE DATE	NO. OF SHARES PURCHASED (P) OR SOLD (S)	PRICE PER SHARE (\$)
4/28/2017	3,700 (P)	41.42
4/28/2017	7,500 (P)	41.03
5/5/2017	800 (P)	35.18
5/9/2017	100 (P)	35.26
5/10/2017	1,300 (P)	35.21
5/11/2017	800 (P)	34.70

SCHEDULE D

FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P.

TRADE DATE	NO. OF SHARES PURCHASED (P) OR SOLD (S)	PRICE PER SHARE (\$)
4/28/2017	3,100 (P)	41.42
4/28/2017	6,300 (P)	41.03
5/5/2017	700 (P)	35.18
5/9/2017	100 (P)	35.26
5/10/2017	1,100 (P)	35.21
5/11/2017	600 (P)	34.70

SCHEDULE E

FARALLON CAPITAL INSTITUTIONAL PARTNERS V, L.P.

TRADE DATE	NO. OF SHARES PURCHASED (P) OR SOLD (S)	PRICE PER SHARE (\$)
4/28/2017	4,100 (P)	41.42
4/28/2017	8,100 (P)	41.03
5/5/2017	900 (P)	35.18
5/9/2017	100 (P)	35.26
5/10/2017	1,400 (P)	35.21
5/11/2017	800 (P)	34.70

SCHEDULE F

FARALLON CAPITAL OFFSHORE INVESTORS II, L.P.

TRADE DATE	NO. OF SHARES PURCHASED (P) OR SOLD (S)	PRICE PER SHARE (\$)
4/28/2017	51,500 (P)	41.42
4/28/2017	103,200 (P)	41.03
5/5/2017	9,200 (P)	35.18
5/9/2017	978 (P)	35.26
5/10/2017	15,350 (P)	35.21
5/11/2017	9,500 (P)	34.70

SCHEDULE G

FARALLON CAPITAL (AM) INVESTORS, L.P.

TRADE DATE	NO. OF SHARES PURCHASED (P) OR SOLD (S)	PRICE PER SHARE (\$)
4/28/2017	2,200 (P)	41.42
4/28/2017	4,400 (P)	41.03
5/5/2017	500 (P)	35.18
5/9/2017	100 (P)	35.26
5/10/2017	700 (P)	35.21
5/11/2017	500 (P)	34.70

SCHEDULE H

FARALLON CAPITAL F5 MASTER I, L.P.

TRADE DATE	NO. OF SHARES PURCHASED (P) OR SOLD (S)	PRICE PER SHARE (\$)
4/28/2017	2,800 (P)	41.42
4/28/2017	5,600 (P)	41.03
5/5/2017	600 (P)	35.18
5/9/2017	100 (P)	35.26
5/10/2017	900 (P)	35.21
5/11/2017	600 (P)	34.70

SCHEDULE I

FARALLON CAPITAL MANAGEMENT, L.L.C.

TRADE DATE	NO. OF SHARES PURCHASED (P) OR SOLD (S)	PRICE PER SHARE (\$)
4/28/2017	1,900 (P)	41.42
4/28/2017	3,700 (P)	41.03
5/5/2017	400 (P)	35.18
5/10/2017	700 (P)	35.21
5/11/2017	400 (P)	34.70

