

**Report of Organizational Actions
 Affecting Basis of Securities**

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name				2 Issuer's employer identification number (EIN)			
Radius Health, Inc.				80-0145732			
3 Name of contact for additional information		4 Telephone No. of contact		5 Email address of contact			
[TBA]		(617) 551-4700		[TBA]			
6 Number and street (or P.O. box if mail is not delivered to street address) of contact				7 City, town, or post office, state, and Zip code of contact			
201 Broadway, 6th Floor				Cambridge, MA 02139			
8 Date of action			9 Classification and description				
May 17, 2011			one class of common stock and six series of convertible preferred stock				
10 CUSIP number		11 Serial number(s)		12 Ticker symbol		13 Account number(s)	
See Attachment A3		[TBA]		[TBA]		[TBA]	

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶

See Attachment A3

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶

A shareholder's basis in shares received (including fractional shares deemed received) should equal the basis of the shares surrendered. For rules governing the allocation of basis to individual shares (or fractional shares) received, see Treas. Reg. sec. 1.358-2.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶

See answer to line 15

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ _____
Sections 354, 358, and 368.

18 Can any resulting loss be recognized? ▶ _____
No

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ _____
Reportable tax year is 2011

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here
Signature ▶ _____ Date ▶ _____

Print your name ▶ **B.N. Harvey** Title ▶ **CFO**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶				Firm's EIN ▶
	Firm's address ▶				Phone no.