

Radius Health, Inc.
Form DEFA14A
April 20, 2015

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

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

RADIUS HEALTH, INC.
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies:
 - (2) Aggregate number of securities to which transaction applies:
 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
 - (4) Proposed maximum aggregate value of transaction:
 - (5) Total fee paid:
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and

Edgar Filing: Radius Health, Inc. - Form DEFA14A

the date of its filing.

- (1) Amount Previously Paid:
 - (2) Form, Schedule or Registration Statement No.:
 - (3) Filing Party:
 - (4) Date Filed:
-

RADIUS HEALTH, INC.

**SUPPLEMENT TO THE DEFINITIVE PROXY STATEMENT
FOR THE ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON MAY 7, 2015**

950 Winter Street
Waltham, MA 02451
Tel: (617) 551-4000
Fax: (617) 551-4701
info@radiuspharm.com

April 20, 2015

Dear Radius Stockholder,

The proxy statement for the 2015 Annual Meeting of Stockholders (the Proxy Statement) of Radius Health, Inc., a Delaware corporation (the Company), to be held on May 7, 2015 (the Meeting), was filed with the Securities and Exchange Commission on March 25, 2015. Since then, there have been developments regarding the Board of Directors of the Company (the Board). We are reaching out to you to describe these recent events and to supplement portions of the Proxy Statement as set forth in this Supplement to the Proxy Statement.

Recent Developments

On April 15, 2015, Dr. Elizabeth Stoner informed the Board of her resignation as a director, effective as of April 20, 2015. As a result of her resignation, Dr. Stoner's name has been withdrawn from nomination for re-election to the Board at the Meeting. At this time, the Board is not nominating a replacement director for election at the Meeting.

As recommended by the Nominating and Corporate Governance Committee of the Board (the Nominating Committee), effective upon the effectiveness of Dr. Stoner's resignation, the Board has appointed Dr. Willard H. Dere to fill the vacancy on the Audit Committee of the Board created by Dr. Stoner's resignation. The Board has determined that Dr. Dere meets the heightened independence requirements for audit committee members of Rule 10A-3 under the Securities Exchange Act of 1934, as amended, and is able to read and understand fundamental financial statements, as required by the rules of the NASDAQ Stock Market.

Edgar Filing: Radius Health, Inc. - Form DEFA14A

In addition, as recommended by the Nominating Committee, the Board has appointed Kurt C. Graves to serve as the Chair of the Compensation Committee of the Board, replacing Dr. Ansbert K. Gadicke.

Finally, on April 2, 2015, MPM Capital announced the appointment of Anthony Rosenberg, a director of the Company, as a Managing Director of MPM Capital. Mr. Rosenberg's biography has been updated to reflect his new position. A revised biography for Mr. Rosenberg is provided below.

Impact on Voting at the Meeting

Stockholders do not need to take any action if they have already voted their shares for the Meeting. Other than Dr. Stoner, the nominees named in the Proxy Statement sent or made available to the Company's stockholders will stand for election at the Meeting. Notwithstanding the withdrawal of Dr. Stoner's nomination, the form of proxy card included in the Company's definitive proxy materials remains valid, and no new proxy cards are being distributed. **Any votes that are or have been submitted with instruction to vote for all of the Board's nominees will be voted only for the remaining two nominees, as named in the Proxy Statement, and any votes that are or have been submitted with instruction to vote for Dr. Stoner will be disregarded.**

Sincerely,

Robert E. Ward

President and Chief Executive Officer

Revised Biography for Anthony Rosenberg

ANTHONY ROSENBERG

Age 61

Anthony Rosenberg has served on our Board of Directors since March 2015. Since April 2015, Mr. Rosenberg has served as a Managing Director of MPM Capital, a venture capital firm. From January 2013 to February 2015, Mr. Rosenberg served as Corporate Head of M&A and Licensing at Novartis International, a pharmaceutical company. From March 2005 to December 2012, he served as Global Head of Business Development and Licensing at Novartis Pharmaceuticals. Prior to that, Mr. Rosenberg was Global Head of the Transplant and Immunology Business Unit at Novartis Pharmaceuticals from 2000 to 2005. Mr. Rosenberg initially joined Sandoz, a predecessor to Novartis, in 1980. Mr. Rosenberg served as a director of Idenix Pharmaceuticals, Inc. from June 2009 to March 2012 and from December 2012 to March 2013. Mr. Rosenberg holds a B.Sc from the University of Leicester and an M.Sc in physiology from the University of London. We believe Mr. Rosenberg is qualified to serve as a member of our Board of Directors due to his extensive experience in mergers and acquisitions and licensing in the pharmaceutical sector.
