

Radius Health, Inc.
Form SC 13D/A
December 27, 2011

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

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 1)***

RADIUS HEALTH, INC.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

None

(CUSIP Number)

ANSBERT GADICKE

MPM ASSET MANAGEMENT

THE JOHN HANCOCK TOWER

200 CLARENDON STREET, 54TH FLOOR

BOSTON, MASSACHUSETTS 02116

TELEPHONE: (617) 425-9200

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

December 14, 2011

(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 §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 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).

CUSIP No. 20010A103

NAMES OF REPORTING PERSONS(1)

1

MPM BioVentures III-QP, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

WC

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

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 4,502,870(2)

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

0

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 4,502,870(2)

WITH SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

4,502,870(2)

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

21.1%(3)

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

PN

(1) This Schedule 13D amendment (the "13D/A") is filed by MPM BioVentures III-QP, L.P. ("BV III QP"), MPM BioVentures III, L.P. ("BV III"), MPM BioVentures III Parallel Fund, L.P. ("BV III PF"), MPM BioVentures III GmbH & Co. Beteiligungs KG ("BV III KG"), MPM Asset Management Investors 2003 BVIII LLC ("AM LLC"), MPM Bio IV NVS Strategic Fund, L.P. ("MPM NVS"), MPM BioVentures III GP, L.P. ("BV III GP"), MPM BioVentures III LLC ("BV III LLC"), MPM BioVentures IV GP LLC ("BV IV GP") and MPM BioVentures IV LLC ("BV IV LLC") and collectively with BV III QP, BV III, BV III PF, BV III KG, AM LLC, MPM NVS, BV III GP, BV III LLC and BV IV GP, the "MPM Entities") and Luke Evnin, Ansbert Gadicke, Nicholas Galakatos, Michael Steinmetz, Kurt Wheeler, Nicholas Simon III, Dennis Henner, Todd Foley, Vaughn M. Kailian, James Paul Scopa, Steven St. Peter and John Vander Vort (collectively, the "Listed Persons"). BV III GP and BV III LLC are the direct and indirect general partners of BV III QP, BV III, BV III PF and BV III KG. Luke Evnin, Ansbert Gadicke, Nicholas Galakatos, Michael Steinmetz, Kurt Wheeler, Nicholas Simon III and Dennis Henner are Series A members of BV III LLC and managers of AM LLC. BV IV GP and BV IV LLC are the direct and indirect general partners of MPM NVS. Luke Evnin, Ansbert Gadicke, Todd Foley, Vaughn M. Kailian, James Paul Scopa, Steven St. Peter and John Vander Vort are members of BV IV LLC.

(2) Consists of common stock, par value \$0.0001 per share ("Common Stock") of Radius Health, Inc. (the "Issuer"), issuable upon conversion of 224,528 shares of Series A-1 Convertible Preferred Stock, 181,364 shares of Series A-2 Convertible Preferred Stock and 44,395 shares of Series A-3 Convertible Preferred Stock (collectively with the Issuer's Series A-4 Convertible Preferred Stock, Series A-5 Convertible Preferred Stock and Series A-6 Convertible Preferred Stock, the "Preferred Stock"). The Preferred Stock is convertible at any time, in whole or in part, at the election of the holder at a conversion ratio of 10 shares of Common Stock for every one share of Preferred Stock. The Reporting Person is a party to certain agreements with the Separately Filing Group Members (as defined below), which agreements contain, among other things, certain voting agreements and limitations on the sale of their shares of Common Stock. As a result, the Reporting Person may be deemed to be a member of a "group," within the meaning of Section 13(d)(3) of the Exchange Act, comprised of the Reporting Person and the Separately Filing Group Members. Shares listed as beneficially owned by the Reporting Persons exclude shares held by any other Reporting Person or by

any of the Separately Filing Group Members, in each case as to which the Reporting Persons disclaims beneficial ownership.

(3) This percentage is calculated based upon 21,354,127 shares of outstanding Common Stock, which consists of: (i) 599,247 shares of Common Stock and (ii) an aggregate of 20,754,880 shares of Common Stock issuable upon conversion of outstanding Preferred Stock, outstanding as of December 15, 2011 following completion of the Offering (as defined below) as disclosed in the Issuer's Preliminary Information Statement on Schedule 14C, filed with the Securities and Exchange Commission (the "SEC") on December 16, 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 Securities Exchange Act of 1934, as amended (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., 4,502,870 shares of Common Stock issuable upon conversion of the Preferred Stock held by BV III QP), excluding shares held by any of the Separately Filing Group Members, as to which the Reporting Person disclaims beneficial ownership, it would result in an applicable percentage of 88.3%.

CUSIP No. None

NAMES OF REPORTING PERSONS(1)

1

MPM BioVentures III, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

WC

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

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 302,750(2)

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

0

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 302,750(2)

WITH SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

302,750(2)

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

1.4%(3)

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

PN

(1) This 13D/A is filed by the MPM Entities and the Listed Persons.

(2) Consists of Common Stock of the Issuer issuable upon conversion of 15,096 shares of Series A-1 Convertible Preferred Stock, 12,194 shares of Series A-2 Convertible Preferred Stock and 2,985 shares of Series A-3 Convertible Preferred Stock. The Preferred Stock is convertible at any time, in whole or in part, at the election of the holder at a conversion ratio of 10 shares of Common Stock for every one share of Preferred Stock. The Reporting Person is a party to certain agreements with the Separately Filing Group Members, which agreements contain, among other things, certain voting agreements and limitations on the sale of their shares of Common Stock. As a result, the Reporting Person may be deemed to be a member of a group, within the meaning of Section 13(d)(3) of the Exchange Act, comprised of the Reporting Person and the Separately Filing Group Members. Shares listed as beneficially owned by the Reporting Persons exclude shares held by any other Reporting Person or by any of the Separately Filing Group Members, in each case as to which the Reporting Persons disclaims beneficial ownership.

(3) This percentage is calculated based upon 21,354,127 shares of outstanding Common Stock, which consists of: (i) 599,247 shares of Common Stock and (ii) an aggregate of 20,754,880 shares of Common Stock issuable upon conversion of outstanding Preferred Stock, outstanding as of December 15, 2011 following completion of the Offering (as defined below) as disclosed in the Issuer's Preliminary Information Statement on Schedule 14C, filed with the SEC on December 16, 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., 302,750 shares of Common Stock issuable upon conversion of the Preferred Stock held by BV III), excluding shares held by any of the Separately Filing Group Members, as to which the Reporting Person disclaims beneficial ownership, it would result in an applicable percentage of 33.6%.

CUSIP No. None

NAMES OF REPORTING PERSONS(1)

1

MPM Asset Management Investors 2003 BVIII LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

WC

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

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 87,160(2)

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

0

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 87,160(2)

WITH SHARED DISPOSITIVE POWER

10

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

87,160(2)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

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

0.4%(3)

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

00

(1) This 13D/A is filed by the MPM Entities and the Listed Persons.

(2) Consists of Common Stock of the Issuer issuable upon conversion of 4,346 shares of Series A-1 Convertible Preferred Stock, 3,511 shares of Series A-2 Convertible Preferred Stock and 859 shares of Series A-3 Convertible Preferred Stock. The Preferred Stock is convertible at any time, in whole or in part, at the election of the holder at a conversion ratio of 10 shares of Common Stock for every one share of Preferred Stock. The Reporting Person is a party to certain agreements with the Separately Filing Group Members, which agreements contain, among other things, certain voting agreements and limitations on the sale of their shares of Common Stock. As a result, the Reporting Person may be deemed to be a member of a group, within the meaning of Section 13(d)(3) of the Exchange Act, comprised of the Reporting Person and the Separately Filing Group Members. Shares listed as beneficially owned by the Reporting Persons exclude shares held by any other Reporting Person or by any of the Separately Filing Group Members, in each case as to which the Reporting Persons disclaims beneficial ownership.

(3) This percentage is calculated based upon 21,354,127 shares of outstanding Common Stock, which consists of: (i) 599,247 shares of Common Stock and (ii) an aggregate of 20,754,880 shares of Common Stock issuable upon conversion of outstanding Preferred Stock, outstanding as of December 15, 2011 following completion of the Offering (as defined below) as disclosed in the Issuer's Preliminary Information Statement on Schedule 14C, filed with the SEC on December 16, 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., 87,160 shares of Common Stock issuable upon conversion of the Preferred Stock held by AM LLC), excluding shares held by any of the Separately Filing Group Members, as to which the Reporting Person disclaims beneficial ownership, it would result in an applicable percentage of 12.7%.

CUSIP No. None

NAMES OF REPORTING PERSONS(1)

1

MPM BioVentures III Parallel Fund, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

WC

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

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 135,960(2)

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

0

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 135,960(2)

WITH SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

135,960(2)

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

0.6%(3)

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

PN

(1) This 13D/A is filed by the MPM Entities and the Listed Persons.

(2) Consists of Common Stock of the Issuer issuable upon conversion of 6,779 shares of Series A-1 Convertible Preferred Stock, 5,477 shares of Series A-2 Convertible Preferred Stock and 1,340 shares of Series A-3 Convertible Preferred Stock. The Preferred Stock is convertible at any time, in whole or in part, at the election of the holder at a conversion ratio of 10 shares of Common Stock for every one share of Preferred Stock. The Reporting Person is a party to certain agreements with the Separately Filing Group Members, which agreements contain, among other things, certain voting agreements and limitations on the sale of their shares of Common Stock. As a result, the Reporting Person may be deemed to be a member of a group, within the meaning of Section 13(d)(3) of the Exchange Act, comprised of the Reporting Person and the Separately Filing Group Members. Shares listed as beneficially owned by the Reporting Persons exclude shares held by any other Reporting Person or by any of the Separately Filing Group Members, in each case as to which the Reporting Persons disclaims beneficial ownership.

(3) This percentage is calculated based upon 21,354,127 shares of outstanding Common Stock, which consists of: (i) 599,247 shares of Common Stock and (ii) an aggregate of 20,754,880 shares of Common Stock issuable upon conversion of outstanding Preferred Stock, outstanding as of December 15, 2011 following completion of the Offering (as defined below) as disclosed in the Issuer's Preliminary Information Statement on Schedule 14C, filed with the SEC on December 16, 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, as amended (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., 135,960 shares of Common Stock issuable upon conversion of the Preferred Stock held by BV III PF), excluding shares held by any of the Separately Filing Group Members, as to which the Reporting Person disclaims beneficial ownership, it would result in an applicable percentage of 18.5%.

CUSIP No. None

NAMES OF REPORTING PERSONS(1)

1

MPM BioVentures III GmbH & Co. Beteiligungs KG

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

WC

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

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Germany

SOLE VOTING POWER

7

NUMBER OF 380,540(2)

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

0

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 380,540(2)

WITH SHARED DISPOSITIVE POWER
 10
 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11
 380,540(2)

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12
 o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13
 1.8%(3)

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14
 PN

(1) This 13D/A is filed by the MPM Entities and the Listed Persons.
 (2) Consists of Common Stock of the Issuer issuable upon conversion of 18,975 shares of Series A-1 Convertible Preferred Stock, 15,327 shares of Series A-2 Convertible Preferred Stock and 3,752 shares of Series A-3 Convertible Preferred Stock. The Preferred Stock is convertible at any time, in whole or in part, at the election of the holder at a conversion ratio of 10 shares of Common Stock for every one share of Preferred Stock. The Reporting Person is a party to certain agreements with the Separately Filing Group Members, which agreements contain, among other things, certain voting agreements and limitations on the sale of their shares of Common Stock. As a result, the Reporting Person may be deemed to be a member of a group, within the meaning of Section 13(d)(3) of the Exchange Act, comprised of the Reporting Person and the Separately Filing Group Members. Shares listed as beneficially owned by the Reporting Persons exclude shares held by any other Reporting Person or by any of the Separately Filing Group Members, in each case as to which the Reporting Persons disclaims beneficial ownership.
 (3) This percentage is calculated based upon 21,354,127 shares of outstanding Common Stock, which consists of: (i) 599,247 shares of Common Stock and (ii) an aggregate of 20,754,880 shares of Common Stock issuable upon conversion of outstanding Preferred Stock, outstanding as of December 15, 2011 following completion of the Offering (as defined below) as disclosed in the Issuer's Preliminary Information Statement on Schedule 14C, filed with the SEC on December 16, 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., 380,540 shares of Common Stock issuable upon conversion of the Preferred Stock held by BV III KG), excluding shares held by any of the Separately Filing Group Members, as to which the Reporting Person disclaims beneficial ownership, it would result in an applicable percentage of 38.8%.

CUSIP No. None

NAMES OF REPORTING PERSONS(1)

1

MPM Bio IV NVS Strategic Fund, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

WC

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

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Bermuda

SOLE VOTING POWER

7

NUMBER OF 2,987,790(2)

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

0

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 2,987,790(2)

WITH SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

2,987,790(2)

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

14.0%(3)

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

PN

(1) This 13D/A is filed by the MPM Entities and the Listed Persons.

(2) Consists of Common Stock of the Issuer issuable upon conversion of 114,537 shares of Series A-1 Convertible Preferred Stock and 184,242 shares of Series A-2 Convertible Preferred Stock. The Preferred Stock is convertible at any time, in whole or in part, at the election of the holder at a conversion ratio of 10 shares of Common Stock for every one share of Preferred Stock. The Reporting Person is a party to certain agreements with the Separately Filing Group Members, which agreements contain, among other things, certain voting agreements and limitations on the sale of their shares of Common Stock. As a result, the Reporting Person may be deemed to be a member of a group, within the meaning of Section 13(d)(3) of the Exchange Act, comprised of the Reporting Person and the Separately Filing Group Members. Shares listed as beneficially owned by the Reporting Persons exclude shares held by any other Reporting Person or by any of the Separately Filing Group Members, in each case as to which the Reporting Persons disclaims beneficial ownership.

(3) This percentage is calculated based upon 21,354,127 shares of outstanding Common Stock, which consists of: (i) 599,247 shares of Common Stock and (ii) an aggregate of 20,754,880 shares of Common Stock issuable upon conversion of outstanding Preferred Stock, outstanding as of December 15, 2011 following completion of the Offering (as defined below) as disclosed in the Issuer's Preliminary Information Statement on Schedule 14C, filed with the SEC on December 16, 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., 2,987,790 shares of Common Stock issuable upon conversion of the Preferred Stock held by MPM NVS), excluding shares held by any of the Separately Filing Group Members, as to which the Reporting Person disclaims beneficial ownership, it would result in an applicable percentage of 83.3%.

CUSIP No. None

NAMES OF REPORTING PERSONS(1)

1

MPM BioVentures III GP, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

WC

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

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

5,322,120(2)

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 0

WITH SHARED DISPOSITIVE POWER

10

5,322,120(2)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

5,322,120(2)

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

24.9%(3)

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

PN

(1) This 13D/A is filed by the MPM Entities and the Listed Persons.

(2) Consists of Common Stock of the Issuer issuable upon conversion of an aggregate of 265,378 shares of Series A-1 Convertible Preferred Stock, 214,362 shares of Series A-2 Convertible Preferred Stock and 52,472 shares of Series A-3 Convertible Preferred Stock held by BV III QP, BV III, BVIII PF and BV III KG. BV III GP and BV III LLC are the direct and indirect general partners of BV III QP, BV III, BV III PF and BV III KG. The Preferred Stock is convertible at any time, in whole or in part, at the election of the holder at a conversion ratio of 10 shares of Common Stock for every one share of Preferred Stock. Affiliates of the Reporting Person are a party to certain agreements with the Separately Filing Group Members, which agreements contain, among other things, certain voting agreements and limitations on the sale of their shares of Common Stock. As a result, the Reporting Person may be deemed to be a member of a group, within the meaning of Section 13(d)(3) of the Exchange Act, comprised of the Reporting Person and the Separately Filing Group Members. Shares listed as beneficially owned by the Reporting Persons exclude shares held by any other Reporting Person or by any of the Separately Filing Group Members, in each case as to which the Reporting Persons disclaims beneficial ownership.

(3) This percentage is calculated based upon 21,354,127 shares of outstanding Common Stock, which consists of: (i) 599,247 shares of Common Stock and (ii) an aggregate of 20,754,880 shares of Common Stock issuable upon conversion of outstanding Preferred Stock, outstanding as of December 15, 2011 following completion of the Offering (as defined below) as disclosed in the Issuer's Preliminary Information Statement on Schedule 14C, filed with the SEC on December 16, 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., 5,322,120 shares of Common Stock issuable upon conversion of the Preferred Stock held by BV III QP, BV III, BVIII PF and BV III KG), excluding shares held by any of the Separately Filing Group Members, as to which the Reporting Person disclaims beneficial ownership, it would result in an

applicable percentage of 89.9%.

CUSIP No. None

NAMES OF REPORTING PERSONS(1)

1

MPM BioVentures III LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

WC

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

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

5,322,120 (2)

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 0

WITH SHARED DISPOSITIVE POWER

10

5,322,120 (2)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

5,322,120 (2)

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

24.9%(3)

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

OO

(1) This 13D/A is filed by the MPM Entities and the Listed Persons.

(2) Consists of Common Stock of the Issuer issuable upon conversion of an aggregate of 265,378 shares of Series A-1 Convertible Preferred Stock, 214,362 shares of Series A-2 Convertible Preferred Stock and 52,472 shares of Series A-3 Convertible Preferred Stock held by BV III QP, BV III, BVIII PF and BV III KG. BV III GP and BV III LLC are the direct and indirect general partners of BV III QP, BV III, BV III PF and BV III KG. The Preferred Stock is convertible at any time, in whole or in part, at the election of the holder at a conversion ratio of 10 shares of Common Stock for every one share of Preferred Stock. Affiliates of the Reporting Person are a party to certain agreements with the Separately Filing Group Members, which agreements contain, among other things, certain voting agreements and limitations on the sale of their shares of Common Stock. As a result, the Reporting Person may be deemed to be a member of a group, within the meaning of Section 13(d)(3) of the Exchange Act, comprised of the Reporting Person and the Separately Filing Group Members. Shares listed as beneficially owned by the Reporting Persons exclude shares held by any other Reporting Person or by any of the Separately Filing Group Members, in each case as to which the Reporting Persons disclaims beneficial ownership.

(3) This percentage is calculated based upon 21,354,127 shares of outstanding Common Stock, which consists of: (i) 599,247 shares of Common Stock and (ii) an aggregate of 20,754,880 shares of Common Stock issuable upon conversion of outstanding Preferred Stock, outstanding as of December 15, 2011 following completion of the Offering (as defined below) as disclosed in the Issuer's Preliminary Information Statement on Schedule 14C, filed with the SEC on December 16, 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., 5,322,120 shares of Common Stock issuable upon conversion of the Preferred Stock held by BV III QP, BV III, BVIII PF and BV III KG), excluding shares held by any of the Separately Filing Group Members, as to which the Reporting Person disclaims beneficial ownership, it would result in an

applicable percentage of 89.9%.

CUSIP No. None