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

Form 8-K

Current Report

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

Date of Report (Date of earliest event reported): January 9, 2015

RETROPHIN, INC.
(Exact name of registrant as specified in its charter)

Delaware	**001-36257**	**27-4842691**
(State or other jurisdiction of incorporation)	**(Commission File Number)**	**(I.R.S. Employer Identification No.)**

777 Third Avenue, 22nd Floor, New York, NY	**10017**
(Address of principal executive offices)	**(Zip Code)**

Registrant's telephone number, including area code: (646) 837-5863

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01 Entry into a Material Definitive Agreement.

On January 9, 2015, Retrophin, Inc. (the "***Company***") entered into an Asset Purchase Agreement (the "***Purchase Agreement***") with Turing Pharmaceuticals AG ("***Turing Pharmaceuticals***") pursuant to which the Company sold Turing Pharmaceuticals its ketamine licenses and assets (the "***Sold Assets***") for a purchase price of $1 million. Turing Pharmaceuticals will also assume all future liabilities related to the Sold Assets. Martin Shkreli, the Company's former Chief Executive Officer, is the Chief Executive Officer of Turing Pharmaceuticals. The Company is continuing to negotiate the sale of the Company's Vecamyl and oxytocin assets to Turing Pharmaceuticals pursuant to an agreement reached between the Company and Mr. Shkreli on October 13, 2014, as disclosed by the Company in a Current Report on Form 8-K filed with the Securities and Exchange Commission on October 14, 2014. The sale of such other assets is subject to the negotiation and execution of a binding definitive agreement between the Company and Turing Pharmaceuticals and the receipt of necessary third party consents.

On January 10, 2015, the Company entered into an Asset Purchase Agreement (the "***Asset Agreement***") with Asklepion Pharmaceuticals, LLC ("***Asklepion***") pursuant to which the Company acquired all right, title and interest to Asklepion's cholic acid assets, including all related contracts, data assets, intellectual property and regulatory assets (the "***Acquired Assets***"). In exchange for the Acquired Assets, the Company paid Asklepion an upfront payment of $5 million, and assumed all future liabilities related to the Acquired Assets. In addition, the Company has agreed to pay Asklepion up to an additional $36 million upon the completion of various milestones related to regulatory approvals associated with the Acquired Assets (up to $9 million of which would be payable in shares of the Company's common stock), up to an additional $37 million upon the completion of milestones related to future net revenues associated with the Acquired Assets, and will pay tiered royalties to Asklepion based on future net revenues associated with the Acquired Assets. The Asset Agreement contains customary representations and warranties, each of which survives for a period of 12 months, and customary indemnification obligations for potential breaches of representations and warranties and for the covenants and obligations set forth in the Asset Agreement.

In connection with the execution of the Asset Agreement, the Company obtained a commitment letter from Athyrium Capital Management, LLC and Perceptive Credit Opportunities Fund, LP (collectively, the "***Lenders***"), the Company's existing lenders, providing a commitment for a senior secured incremental term loan under the Company's existing term loan facility in an aggregate principal amount of $30 million (the "***Incremental Loan***"), which can be drawn down at the Company's option to finance the acquisition of the Acquired Assets. The Company's ability to draw down the Incremental Loan in the future is subject to various conditions and the negotiation and execution of a binding definitive amendment to the Company's existing term loan agreement for the Incremental Loan.

As consideration for the commitment letter for the Incremental Loan, the Company made a cash payment to the Lenders and issued the Lenders warrants initially exercisable to purchase up to an aggregate of 125,000 shares of the Company's common stock. In the event that the Company draws down the Incremental Loan in the future, the Company will be required to make a second cash payment to the Lenders and will issue the Lenders additional warrants initially exercisable to purchase up to an aggregate of 125,000 shares of the Company's common stock.

The foregoing descriptions of the terms of the Purchase Agreement and the Asset Agreement are qualified in their entirety by reference to the Purchase Agreement and Asset Agreement, which will be filed by the Company as exhibits to its Annual Report on Form 10-K for the fiscal year ending December 31, 2014.

Item 2.02 Results of Operations and Financial Condition.

On January 9, 2015, the Company issued a press release announcing preliminary financial results for the year ended December 31, 2014. A copy of the press release is attached as Exhibit 99.1 to this current report.

The information in this Item 2.02, and Exhibit 99.1 attached hereto, is being furnished and shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section. The information in this current report shall not be incorporated by reference into any registration statement or other document filed with the Securities and Exchange Commission, whether filed before or after the date hereof regardless of any general incorporation language in any such filing, unless the registrant expressly sets forth in such filing that such information is to be considered "filed" or incorporated by reference therein.

Forward-Looking Statements

Statements contained in this Current Report on Form 8-K regarding matters that are not historical facts are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Because such statements are subject to risks and uncertainties, actual results may differ materially from those expressed or implied by such forward-looking statements. Risks are described more fully in the Company's filings with the Securities and Exchange Commission, including without limitation the Company's most recent Quarterly Report on Form 10-Q and other documents subsequently filed with or furnished to the Securities and Exchange Commission. All forward-looking statements contained in this Current Report on Form 8-K speak only as of the date on which they were made. The Company undertakes no obligation to update such statements to reflect events that occur or circumstances that exist after the date on which they were made.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 Press release of Retrophin, Inc. dated January 9, 2015

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: January 13, 2015

RETROPHIN, INC.

By: /s/ Stephen Aselage

Name: Stephen Aselage

Title: Chief Executive Officer

Contact:

Retrophin, Inc.
Chris Cline, CFA
Manager, Investor Relations
646-564-3680
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Retrophin Provides Corporate Update

Preliminary FY 2014 revenue of $28.3 million

Sparsentan for the treatment of FSGS receives orphan drug designation from FDA

New York, NY (January 9, 2015) – Retrophin, Inc. (NASDAQ:RTRX) today announced that, based on preliminary, unaudited financial data, the Company expects net product revenue for the fiscal year ended December 31, 2014 of approximately $28.3 million. The Company converted to a direct-to-patient distribution model in the fourth quarter; without this conversion, the Company's preliminary revenue would have been approximately $28.8 million.

Additionally, Retrophin today announced the Office of Orphan Products Development of the U.S. Food and Drug Administration (FDA) has granted orphan drug designation for sparsentan (RE-021) for the treatment of Focal Segmental Glomerulosclerosis (FSGS). Sparsentan is an investigational therapeutic agent which acts as both a selective endothelin receptor antagonist and an angiotensin receptor blocker. Retrophin is conducting the Phase 2 DUET trial of sparsentan for the treatment of FSGS, a leading cause of end-stage renal disease. There are currently no therapies approved for the treatment of FSGS in the United States.

The Orphan Drug Designation program is intended to encourage companies to develop therapeutics for diseases that affect fewer than 200,000 individuals in the U.S. Orphan designation will provide sparsentan with seven years of marketing exclusivity for FSGS if it is approved by the FDA for this indication. Prior to FDA approval, orphan designation provides incentives for sponsors including tax credits for clinical research expenses, the opportunity to obtain government grant funding to support clinical research, and an exemption from FDA user fees.

About Retrophin

Retrophin is a pharmaceutical company focused on the development, acquisition and commercialization of drugs for the treatment of serious, catastrophic or rare diseases for which there are currently no viable options for patients. The Company's approved products include Chenodal®, Thiola® and Vecamyl®, and its pipeline includes compounds for several catastrophic diseases, including focal segmental glomerulosclerosis (FSGS), pantothenate kinase-associated neurodegeneration (PKAN), schizophrenia, infantile spasms, nephrotic syndrome and others. For additional information, please visit www.retrophin.com.

Forward-Looking Statements

This press release contains “forward-looking statements” as that term is defined in the Private Securities Litigation Reform Act of 1995, regarding the research, development and commercialization of pharmaceutical products. Without limiting the foregoing, these statements are often identified by the words “may”, “might”, “believes”, “thinks”, “anticipates”, “plans”, “expects”, “intends” or similar expressions. In addition, expressions of our strategies, intentions or plans are also forward-looking statements. Such forward-looking statements are based on current expectations and involve inherent risks and uncertainties, including factors that could delay, divert or change any of them, and could cause actual outcomes and results to differ materially from current expectations. No forward-looking statement can be guaranteed. Among the factors that could cause actual results to differ materially from those indicated in the forward-looking statements are risks and uncertainties associated with the Company’s business and finances in general, as well as risks and uncertainties associated with the Company’s pre-clinical and clinical stage pipeline as well as its sales and marketing strategies. Specifically, the risks and uncertainties the Company faces with respect to its pre-clinical and clinical stage pipeline include risk that the Company’s research programs will not identify pre-clinical candidates for further development and risk that the Company’s clinical candidates will not be found to be safe or effective. Specifically, the Company faces risk that the Sparsentan Phase II clinical trials will fail to demonstrate that Sparsentan is safe or effective; risk that the Sparsentan Phase II program will be delayed for regulatory or other reasons. The Company faces risk that it will be unable to raise additional funding required to complete development of any or all of its product candidates; risk relating to the Company’s dependence on contractors for clinical drug supply and commercial manufacturing; uncertainties relating to patent protection and intellectual property rights of third parties; risks and uncertainties relating to competitive products and technological changes that may limit demand for the Company’s products. You are cautioned not to place undue reliance on these forward-looking statements as there are important factors that could cause actual results to differ materially from those in forward-looking statements, many of which are beyond our control. The Company undertakes no obligation to publicly update forward-looking statement, whether as a result of new information, future events, or otherwise. Investors are referred to the full discussion of risks and uncertainties as included in the Company’s filings with the Securities and Exchange Commission.

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