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): March 2, 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.)**

12255 El Camino Real, San Diego, CA	**92130**
(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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(d) On March 2, 2015, the Board of Directors of Retrophin, Inc. (the "***Company***") appointed Timothy Coughlin to serve as a director of the Company, effective March 31, 2015. The appointment of Mr. Coughlin brings the Company's total number of directors to six.

In accordance with the Company's non-employee director compensation policy, upon his appointment as a director, Mr. Coughlin will be entitled to receive a nonqualified stock option to purchase 40,000 shares of the Company's common stock at an exercise price equal to the closing price of the Company's common stock on the date of grant, and a restricted stock unit covering 20,000 shares of the Company's common stock, each of which will vest and become exercisable over a three year period following the date of grant. Additionally, Mr. Coughlin will be entitled to receive a $45,000 annual retainer for his service as a director.

At each annual stockholder meeting following which Mr. Coughlin's term as a director continues, Mr. Coughlin will be entitled to receive a nonqualified stock option to purchase 20,000 shares of the Company's common stock, and a restricted stock unit covering 10,000 shares of the Company's common stock, each which will vest and become exercisable over a one year period following the date of grant. Mr. Coughlin will also enter into the Company's standard form of indemnification agreement. The Company is not aware of any transaction involving Mr. Coughlin requiring disclosure under Item 404(a) of Regulation S-K.

Additional information about Mr. Coughlin can be found in the press release issued by the Company on March 4, 2015, a copy of which is attached hereto as Exhibit 99.1.

(e) On March 3, 2015, the Company's Board of Directors met and approved the following:

- Stephen Aselage, the Company's Chief Executive Officer, was granted a performance-based cash bonus equal to $121,000;
- Laura Clague, the Company's Senior Vice President and Chief Financial Officer, was granted a performance-based cash bonus equal to $25,000, and had her annual base salary increased to $359,000;
- Alvin Shih, M.D., the Company's Executive Vice President of Research and Development, was granted a performance-based cash bonus equal to $118,250; and
- Margaret Valeur-Jensen, Ph.D., the Company's General Counsel, was granted a performance-based cash bonus equal to $25,000.

Additionally, on March 3, 2015, the Company's Board of Directors approved, and the Company entered into, the following employment agreements.

CEO Employment Agreement

The Company entered into an Employment Agreement with Mr. Aselage (the "***Aselage Employment Agreement***"). Pursuant to the terms of the Aselage Employment Agreement, Mr. Aselage will receive an initial base salary of $480,000 per year, subject to annual adjustment by the Compensation Committee of the Company's Board of Directors (the "***Compensation Committee***"), plus a discretionary annual bonus as determined by the Compensation Committee, with a bonus target currently set at 60% of his base salary. While Mr. Aselage will continue to be employed on an at-will basis, the Aselage Employment Agreement provides that in the event of his termination by the Company without cause or in the event of his termination due to a constructive termination, in exchange for a general release against the Company, Mr. Aselage will be entitled to severance benefits consisting of, among other things, (i) a cash compensation amount equal to his annual base salary plus annual target bonus, multiplied by 1.5, paid in equal installments over a period of 18 months, (ii) payment of the cost of COBRA coverage for a period of up to 18 months and (iii) acceleration of the vesting of all outstanding stock awards such that the amount of shares vested under such stock awards equals the number of shares that would have vested if Mr. Aselage had continued to render services to the Company for 18 months following his separation from service. Additionally, in connection with a change in control of the Company, if Mr. Aselage's employment with the Company is terminated without cause or in the event of his termination due to a constructive termination, in exchange for a general release against the Company, Mr. Aselage will be entitled to severance benefits consisting of, among other things, (i) a cash compensation amount equal to his annual base salary plus annual target bonus, multiplied by 2, paid in a single lump-sum amount, (ii) payment of the cost of COBRA coverage for a period of up to 24 months and (iii) acceleration of the vesting of all outstanding stock awards such that all outstanding stock awards become fully vested.

Non-CEO Employment Agreements

The Company entered into separate Employment Agreements with each of Ms. Clague and Ms. Valeur-Jensen (collectively, the “***Non-CEO Employment Agreements***”). Pursuant to the terms of the Non-CEO Employment Agreements, Ms. Clague and Ms. Valeur-Jensen will receive an initial base salary of $359,000 and $425,000 per year, respectively, subject to annual adjustment by the Compensation Committee, plus a discretionary annual bonus as determined by the Compensation Committee, with a bonus target currently set at 50% of their base salary. While Ms. Clague and Ms. Valeur-Jensen will continue to be employed on an at-will basis, the Non-CEO Employment Agreements provide that in the event of their termination by the Company without cause or in the event of their termination due to a constructive termination, in exchange for a general release against the Company, Ms. Clague and Ms. Valeur-Jensen will each be entitled to severance benefits consisting of, among other things, (i) a cash compensation amount equal to their annual base salary plus annual target bonus, paid in equal installments over a period of 12 months, (ii) payment of the cost of COBRA coverage for a period of up to 12 months and (iii) acceleration of the vesting of all outstanding stock awards such that the amount of shares vested under such stock awards equals the number of shares that would have vested if Ms. Clague and Ms. Valeur-Jensen had continued to render services to the Company for 12 months following their separation from service, respectively. Additionally, in connection with a change in control of the Company, if Ms. Clague’s and Ms. Valeur-Jensen’s employment with the Company is terminated without cause or in the event of their termination due to a constructive termination, in exchange for a general release against the Company, Ms. Clague and Ms. Valeur-Jensen will each be entitled to severance benefits consisting of, among other things, (i) a cash compensation amount equal to their annual base salary plus annual target bonus, multiplied by 1.5, paid in a single lump-sum amount, (ii) payment of the cost of COBRA coverage for a period of up to 18 months and (iii) acceleration of the vesting of all outstanding stock awards such that all outstanding stock awards become fully vested.

The foregoing descriptions of the terms of the Aselage Employment Agreement and the Non-CEO Employment Agreements are qualified in their entirety by reference to the Aselage Employment Agreement and the Non-CEO Employment Agreements, 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 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press Release of Retrophin, Inc. dated March 4, 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.

RETROPHIN, INC.

Dated: March 4, 2015

By:	/s/ Stephen Aselage
Name:	Stephen Aselage
Title:	Chief Executive Officer

Exhibit 99.1

Contact:

Retrophin, Inc.
Chris Cline, CFA
Manager, Investor Relations
646-564-3680
IR@retrophin.com

Tim Coughlin Joins Retrophin's Board of Directors

SAN DIEGO (March 4, 2015) – Retrophin, Inc. (NASDAQ: RTRX) today announced the addition of Tim Coughlin, C.P.A. to the Company's Board of Directors as a fifth independent director, effective March 31, 2015.

"We are pleased to welcome Tim to the Board of Directors," said Stephen Aselage, Chief Executive Officer of Retrophin. "Tim's financial oversight and expertise within the industry will provide invaluable guidance to Retrophin as we continue moving into our next phase of growth and generate significant value for our shareholders."

Mr. Coughlin has served as Chief Financial Officer of Neurocrine Biosciences, a biopharmaceutical company focused on the discovery and development of innovative, life-changing pharmaceuticals, since 2006. Mr. Coughlin has experience in corporate accounting, finance, and operations management of companies ranging in size from start-ups through Fortune 500. Prior to Neurocrine, he served as Vice President of Financial Services at CHI, a nationwide integrated healthcare delivery system. From 1989 to 1999, Mr. Coughlin served as a Senior Manager in the Health Sciences practice of Ernst & Young, and its predecessors.

Mr. Coughlin currently serves on the Board of Directors of Fate Therapeutics, a clinical-stage biopharmaceutical company engaged in the discovery and development of pharmacologic modulators of adult stem cells to treat severe, life-threatening diseases. Mr. Coughlin holds a Bachelor's in Accounting from Temple University and a Master's in International Business from San Diego State University.

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® and Thiola®, and its pipeline includes compounds for several catastrophic diseases, including focal segmental glomerulosclerosis (FSGS), pantothenate kinase-associated neurodegeneration (PKAN), infantile spasms, nephrotic syndrome and others. For additional information, please visit www.retrophin.com.