

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Opaleye GP LLC</u> (Last) (First) (Middle) <u>9B RUSSELL STREET</u> (Street) <u>CAMBRIDGE MA 02140</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>12/24/2013</u>	3. Issuer Name and Ticker or Trading Symbol <u>Retrophin, Inc. [RTRX]</u> 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock</u>	<u>2,097,671</u>	<u>I</u>	<u>See Footnote⁽¹⁾</u>

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Warrants</u>	<u>(2)</u>	<u>(2)</u>	<u>Common Stock</u>	<u>250,000</u>	<u>3.6</u>	<u>I</u>	<u>See Footnote⁽¹⁾</u>
<u>Warrants</u>	<u>(3)</u>	<u>(3)</u>	<u>Common Stock</u>	<u>116,666</u>	<u>6</u>	<u>I</u>	<u>See Footnote⁽¹⁾</u>

Explanation of Responses:

1. Securities reported herein for Opaleye GP LLC (the "LLC") represent common stock and warrants beneficially owned and held of record by one private investment fund, Opaleye, L.P. (the "Fund"). The LLC is the general partner of the Fund. James Silverman is the sole member and manager of the LLC. The LLC and the Fund (the "Reporting Persons") are each beneficial owners and each have an address of 9B Russell Street, Cambridge, MA 02140. The Reporting Persons disclaim beneficial ownership, within the meaning of Section 16 of the Securities Exchange Act of 1934, or otherwise of such portion of the common stock and the warrants in which the Reporting Persons have no actual pecuniary interest therein.

2. These warrants are exercisable at any time and have an expiration date of February 12, 2018.

3. These warrants are exercisable at any time and have an expiration date of August 16, 2018.

James Silverman, Managing
Member of Opaleye GP LLC 01/03/2014

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

JOINT FILING AGREEMENT AND POWER OF ATTORNEY

Pursuant to and in accordance with the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules and regulations promulgated thereunder, each undersigned party hereby agrees to the joint filing, on behalf of such undersigned party with respect to the common stock and warrants of Retrophin, Inc. a Delaware corporation, of any and all forms (s), statement(s), report(s), and/or documents required to be filed by such undersigned party under Section 16 of the Exchange Act (including any amendment(s), supplement(s), and/or exhibit(s) thereto) with the Securities and Exchange Commission (and, if such security is registered on a national securities exchange or national securities association, also with the exchange or association), and further agrees that this Joint Filing Agreement and Power of Attorney shall be included as an Exhibit to each such joint filing.

Know all by these presents, that the undersigned hereby constitutes and appoints James Silverman, signing singly, the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director, and/or beneficial owner of Retrophin, Inc. (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Exchange Act and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Joint Filing Agreement and Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Joint Filing Agreement and Power of Attorney to be executed as of this 3rd day of January, 2014.

OPALEYE GP LLC

By: /s/ James Silverman
James Silverman, Managing Member

OPALEYE, L.P.

By: Opaleye GP LLC, its general partner

By: /s/ James Silverman
James Silverman, Managing Member

