SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to
Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

Instruction 1	(D).		Filed pursuant to Section 16(a) of the Securities Exchange Act of or Section 30(h) of the Investment Company Act of 1940	1934	1	
1. Name and Ad	ldress of Reporting	Person*	2. Issuer Name and Ticker or Trading Symbol <u>Retrophin, Inc.</u> [RTRX]		tionship of Reporting Pe all applicable) Director	10% Owner
(Last) C/O RETRO		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/15/2013		Officer (give title below)	Other (specify below)
	AVENUE, 22ND	FLUUK	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	ridual or Joint/Group Fili	ng (Check Applicable
(Street)				X	Form filed by One Re	porting Person
NEW YORK	NY	10017			Form filed by More th Person	an One Reporting
(City)	(State)	(Zip)				

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(
Common Stock	08/15/2013		Р		556	Α	\$4.5 ⁽¹⁾	261,756	D		

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		5. Number of Derivative Securities (A) or Disposed of (D) (Instr. 3, 4 and 5)		e and 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Common Stock Purchase Warrants	\$6	08/15/2013		Р		278		08/15/2013	08/15/2018	Common Stock	278	(1)	278	D	
Stock Option (Right to Buy)	\$8.7	12/06/2013		A		12,000		12/06/2013	12/06/2023	Common Stock, par value \$0.0001 per share	12,000	\$0	12,000	D	

Explanation of Responses:

1. On August 15, 2013, in connection with a private placement of the Issuer's securities, the Reporting Person acquired 556 shares of the Issuer's common stock, par value \$0.0001 per share, at a purchase price of \$4.50 per share, and Common Stock Purchase Warrants to purchase up to an aggregate of 278 shares of common stock. The aggregate purchase price paid by the Reporting Person in the transaction was \$2,502.

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/s/	Steve	Asela	QP
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** Signature of Reporting Person Date

12/27/2013

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 4 (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.

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