
**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 27, 2015

RETROPHIN, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-36257
(Commission
File Number)

27-4842691
(I.R.S. Employer
Identification No.)

12255 El Camino Real, San Diego, CA
(Address of principal executive offices)

92130
(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))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b) On March 31, 2015, Steve Richardson notified Retrophin, Inc. (the “*Company*”) that he has decided not to stand for re-election to the Company’s Board of Directors (the “*Board*”) at its next annual meeting of shareholders. Mr. Richardson’s decision not to stand for re-election to the Board does not involve any disagreement with the Company, its management or the Board.

In connection with Mr. Richardson’s decision not to stand for re-election to the Board, on the date of the Company’s next annual meeting of shareholders, assuming Mr. Richardson continues to serve as a director through such date, (i) the vesting of the stock option for 25,000 shares of the Company’s common stock (the “*Option*”) and restricted stock unit award for 20,000 shares of the Company’s common stock, each granted to Mr. Richardson on November 6, 2014, will each be accelerated as if Mr. Richardson had continued to serve as a director through November 6, 2015 and will become vested as to one-third of the shares underlying each such award, and (ii) the exercise period for the Option will be extended from 30 days to 90 days following the date that Mr. Richardson ceases to serve as a director.

(d) On March 27, 2015, the Board appointed John Kozarich, Ph.D. to serve as a director of the Company, effective April 1, 2015.

In accordance with the Company’s non-employee director compensation policy, upon his appointment as a director, Dr. Kozarich 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, Dr. Kozarich will be entitled to receive a \$45,000 annual retainer for his service as a director.

At each annual meeting of shareholders following which Dr. Kozarich’s term as a director continues, starting with the Company’s 2016 annual meeting of shareholders, Dr. Kozarich 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 of which will vest and become exercisable over a one year period following the date of grant. The Company is not aware of any transaction involving Dr. Kozarich requiring disclosure under Item 404(a) of Regulation S-K.

Additional information about Dr. Kozarich can be found in the press release issued by the Company on April 1, 2015, a copy of which is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|---|
| 99.1 | Press Release of Retrophin, Inc. dated April 1, 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: April 1, 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
IR@retrophin.com

Retrophin's Board of Directors Appoints John W. Kozarich, Ph.D. as Independent Director and Names Jeffrey A. Meckler as Chairman

SAN DIEGO (April 1, 2015) – Retrophin, Inc. (NASDAQ: RTRX) today announced the appointment of Dr. John W. Kozarich to the Board of Directors as an independent director, effective immediately. Retrophin also announced its Board of Directors has named Jeffrey A. Meckler as the Company's next Chairman of the Board of Directors, effective after the annual meeting of stockholders to be held later this year. Mr. Meckler, a director since 2014, will succeed current Chairman Steve Richardson, who has chosen not to stand for re-election.

"We would like to welcome John to Retrophin's Board of Directors," said Stephen Aselage, Chief Executive Officer of Retrophin. "His extensive pharmaceutical and academic research experience will be instrumental in helping us develop our pipeline of potential therapies for patients suffering from severe rare diseases."

Dr. Kozarich has more than 35 years of experience in academia and the biopharmaceutical industry. He currently serves as Chairman of Ligand Pharmaceuticals, and Chairman and President of ActivX Biosciences. Prior to his role at ActivX, Dr. Kozarich was Vice President at Merck Research Laboratories where he was responsible for a variety of drug discovery and development programs and external biotech collaborations. Dr. Kozarich previously held full professorships at the University of Maryland and Yale School of Medicine. He was named Director of the Year for 2014 by the Corporate Directors Forum, has been an American Cancer Society Faculty Research Awardee, and received the Distinguished Scientist Award of the San Diego Section of the American Chemical Society. Dr. Kozarich holds a B.S. in chemistry from Boston College and a Ph.D. in biological chemistry from the Massachusetts Institute of Technology and was an NIH Postdoctoral Fellow at Harvard University.

Commenting on the transition of the Chairman role, Mr. Aselage added, "I would like to thank Steve for his leadership, support, and relentless focus on our strategic vision which have helped enable Retrophin's transformation into a thriving biotechnology company in a remarkably short time. Jeff is inheriting a strong foundation, and I look forward to working with him in his new role as we accelerate our growth."

Mr. Meckler added, "I am honored to be named as the next Chairman of Retrophin's Board of Directors. Steve's guidance as Chairman has helped Retrophin get to where we are today, and I look forward to helping the rest of the Board and management team deliver significant value to our shareholders as we execute on our strategic initiatives."

The Board members standing for re-election at the 2015 annual meeting of stockholders will be Chairman Jeffrey Meckler, Stephen Aselage, Neal Golding, Gary Lyons, Dr. John Kozarich, and Tim Coughlin, who joined the Board on March 31, 2015.

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®, Cholbam™, 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.