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

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**FORM S-3**  
**REGISTRATION STATEMENT**  
*UNDER*  
**THE SECURITIES ACT OF 1933**

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**RETROPHIN, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

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

**12255 El Camino Real  
Suite 250  
San Diego, CA 92130  
(646) 837-5863**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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**Stephen Aselage  
Chief Executive Officer  
777 Third Avenue, 22nd Floor  
New York, New York 10017  
(646) 837-5863**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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*Copies of all communications, including communications sent to agent for service, should be sent to:*

**Jason Kent, Esq.  
Cooley LLP  
4401 Eastgate Mall  
San Diego, California 92121  
(858) 550-6000**

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**Approximate date of commencement of proposed sale to the public:** From time to time after the effective date of this registration statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box:

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  (File No. 333-198648)

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

#### CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Proposed maximum aggregate offering price(1)(2)	Amount of registration fee
Common Stock, \$0.0001 par value per share	\$25,000,000	\$2,905

- (1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(o) under the Securities Act of 1933, as amended. This Registration Statement registers an indeterminate number of shares of common stock that the Registrant may sell.
- (2) The shares being registered pursuant to this Registration Statement are in addition to the \$125,000,000 of shares registered pursuant to the Registrant's Registration Statement on Form S-3, as amended (Registration No. 333-198648).

**The Registration Statement shall become effective upon filing in accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended.**

**EXPLANATORY NOTE AND  
INCORPORATION OF CERTAIN INFORMATION BY REFERENCE**

This Registration Statement is being filed with the Securities and Exchange Commission (the "Commission") pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This Registration Statement incorporates by reference the contents of, including all amendments and exhibits thereto and all information incorporated by reference therein, the Registration Statement on Form S-3, as amended (Registration No. 333-198648), which was declared effective by the Commission on March 13, 2015, and is being filed solely for the purpose of registering an increase in the maximum aggregate offering price of \$25,000,000. The required opinions and consents are listed on the Exhibit Index attached hereto.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on this 18<sup>th</sup> day of March, 2015.

**RETROPHIN, INC.**

By: /s/ Stephen Aselage  
Stephen Aselage  
Chief Executive Officer (principal executive officer)

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Stephen Aselage</u> <b>Stephen Aselage</b>	<b>Chief Executive Officer and Director</b> (principal executive officer)	March 18, 2015
<u>/s/ Laura M. Clague</u> <b>Laura M. Clague</b>	<b>Senior Vice President and Chief Financial Officer</b> (principal financial officer and principal accounting officer)	March 18, 2015
<u>*</u> <b>Cornelius E. Golding</b>	<b>Director</b>	March 18, 2015
<u>*</u> <b>Gary Lyons</b>	<b>Director</b>	March 18, 2015
<u>*</u> <b>Jeffrey Meckler</b>	<b>Director</b>	March 18, 2015
<u>*</u> <b>Steven Richardson</b>	<b>Director</b>	March 18, 2015
<u>*By: /s/ Stephen Aselage</u> <b>Stephen Aselage, Attorney-in-Fact and Agent</b>		

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## INDEX TO EXHIBITS

<u>Exhibit Number</u>	<u>Exhibit Description</u>
5.1	Opinion of Cooley LLP *
23.1	Consent of Marcum LLP*
23.2	Consent of BDO USA, LLP*
23.3	Consent of BDO USA, LLP*
23.4	Consent of BDO USA, LLP*
23.5	Consent of Cooley LLP (included in Exhibit 5.1)*
24.1	Power of Attorney (incorporated by reference to the signature page of Form S-3 Registration Statement (Registration No. 333-198648) filed by Retrophin, Inc. on March 11, 2015).

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\* Filed herewith.



Jason L. Kent  
T: +1 858 550 6044  
jkent@cooley.com

March 18, 2015

Retrophin, Inc.  
777 Third Avenue, 22<sup>nd</sup> Floor  
New York, NY 10117

Ladies and Gentlemen:

We have acted as counsel to Retrophin, Inc., a Delaware corporation (the "**Company**"), in connection with the filing by the Company of a Registration Statement on Form S-3 (the "**Registration Statement**") with the Securities and Exchange Commission (the "**Commission**") pursuant to Rule 462(b) of Regulation C promulgated under the Securities Act of 1933, as amended (the "**Securities Act**"), relating to an aggregate of \$25,000,000 of shares of common stock, par value \$0.0001 per share ("**Common Stock**"), of the Company (the "**Shares**"). The Shares are being registered for offering and sale from time to time pursuant to Rule 415 of the General Rules and Regulations promulgated under the Securities Act. The Registration Statement incorporates by reference the Registration Statement on Form S-3 (No. 333-198648), which was declared effective on March 13, 2015, including the prospectus which forms a part of such Registration Statement (the "**Prospectus**"), as supplemented from time to time by one or more prospectus supplements (each, a "**Prospectus Supplement**").

In connection with this opinion, we have examined and relied upon originals, or copies certified to our satisfaction, of such records, documents, certificates, opinions, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently sought to verify such matters.

In rendering this opinion, we have assumed the genuineness and authenticity of all signatures on original documents; the authenticity of all documents submitted to us as originals; the conformity to originals of all documents submitted to us as copies; the accuracy, completeness and authenticity of certificates of public officials; and the due authorization, execution and delivery of all documents where authorization, execution and delivery are prerequisites to the effectiveness of such documents.

With respect to our opinion as to the Common Stock, we have assumed that, at the time of issuance and sale, a sufficient number of shares of Common Stock are authorized and available for issuance and that the consideration for the issuance and sale of the Common Stock is in an amount that is not less than the par value of the Common Stock.

Our opinion herein is expressed solely with respect to the federal laws of the United States and the General Corporation Law of the State of Delaware. Our opinion is based on these laws as in effect on the date hereof. We express no opinion as to whether the laws of any particular jurisdiction are applicable to the subject matter hereof. We are not rendering any opinion as to compliance with any federal or state law, rule or regulation relating to securities, or to the sale or issuance thereof.

4401 EASTGATE MALL, SAN DIEGO, CA 92121 T: (858) 550-6000 F: (858) 550-6420 WWW.COOLEY.COM



INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We hereby consent to the incorporation by reference in the Prospectus constituting a part of the Registration Statement of Retrophin, Inc. on Form S-3 (File No. 333-198648) and to the incorporation by reference in this Registration Statement on Form S-3 filed pursuant to Rule-462(b) of the Securities Act of 1933, as amended, of Retrophin, Inc. for the registration of shares of its common stock with an aggregate offering price not to exceed \$25,000,000, of our report dated March 28, 2014, except for the first bullet point appearing in the third paragraph of Note 2 and the December 31, 2013 amounts appearing in the tables in Note 2, as to which the date is March 11, 2015, which includes an explanatory paragraph as to the Company's ability to continue as a going concern and an emphasis of a matter paragraph pertaining to the restatement of the Company's consolidated financial statements for the year ended December 31, 2013, with respect to our audit of the consolidated financial statements of Retrophin, Inc. and Subsidiary as of December 31, 2013 (restated) and for the years ended December 31, 2013 (restated) and 2012, appearing in the Annual Report on Form 10-K of Retrophin, Inc. for the year ended December 31, 2014.

We also consent to the reference to our firm under the heading "Experts" in the Prospectus, which is part of this Registration Statement.

/s/ Marcum LLP

Marcum LLP  
New York, NY  
March 18, 2015



Consent of Independent Auditors

Retrophin, Inc.  
New York, NY

We hereby consent to the incorporation by reference in the Prospectus constituting a part of the Registration Statement of Retrophin, Inc. on Form S-3 (Registration No. 333-198648) and to the incorporation by reference in this Registration Statement on Form S-3 filed pursuant to Rule 462(b) of the Securities Act of 1933, as amended, of Retrophin, Inc. for the registration of shares of its common stock with an aggregate offering price not to exceed \$25,000,000, of our report dated June 9, 2014, relating to the financial statements of Manchester Pharmaceuticals, LLC for the years ended December 31, 2013 and 2012, appearing in the Company's Current Report on Form 8-K/A filed on June 10, 2014.

We also consent to the reference to us under the caption "Experts" in the Prospectus, which is part of the Registration Statement of Retrophin, Inc. on Form S-3 (Registration No. 333-198648).

/s/ BDO USA, LLP  
New York, New York

March 18, 2015

Consent of Independent Auditors

Retrophin, Inc.  
New York, NY

We hereby consent to the incorporation by reference in the Prospectus constituting a part of the Registration Statement of Retrophin, Inc. on Form S-3 (Registration No. 333-198648) and to the incorporation by reference in this Registration Statement on Form S-3 filed pursuant to Rule 462(b) of the Securities Act of 1933, as amended, of Retrophin, Inc. for the registration of shares of its common stock with an aggregate offering price not to exceed \$25,000,000, of our report dated August 14, 2014, relating to the statement of revenues and direct expenses for the Thiola product line of Mission Pharmacal Company for the year ended December 31, 2013 appearing in the Company's Current Report on Form 8-K/A filed on August 14, 2014.

We also consent to the reference to us under the caption "Experts" in the Prospectus, which is part of the Registration Statement of Retrophin, Inc. on Form S-3 (Registration No. 333-198648).

/s/ BDO USA, LLP  
New York, New York

March 18, 2015

Consent of Independent Registered Public Accounting Firm

Retrophin, Inc.  
New York, NY

We hereby consent to the incorporation by reference in the Prospectus constituting a part of the Registration Statement of Retrophin, Inc. on Form S-3 (Registration No. 333-198648) and to the incorporation by reference in this Registration Statement on Form S-3 filed pursuant to Rule 462(b) of the Securities Act of 1933, as amended, of Retrophin, Inc. for the registration of shares of its common stock with an aggregate offering price not to exceed \$25,000,000, of our report dated March 11, 2015, which includes an explanatory paragraph as to the Company's ability to continue as a going concern, relating to the consolidated financial statements, of Retrophin, Inc. appearing in the Company's Annual Report on Form 10-K for the year ended December 31, 2014.

We also consent to the reference to us under the caption "Experts" in the Prospectus, which is part of the Registration Statement of Retrophin, Inc. on Form S-3 (Registration No. 333-198648).

/s/ BDO USA, LLP  
New York, New York

March 18, 2015