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): January 2, 2019

RETROPHIN, INC.
(Exact name of registrant as specified in its charter)

Delaware	**001-36257**	**27-4842691**
(State or other jurisdiction of incorporation)	**(Commission File No.)**	**(IRS Employer Identification No.)**

3721 Valley Centre Drive, Suite 200 **San Diego, CA** **(Address of principal executive offices)**	**92130** **(Zip Code)**

Registrantâ€™s telephone number, including area code: (760)-260-8600

Not Applicable
(Former name or former address, if changed since last report)

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:

â˜ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

â˜ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

â˜ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

â˜ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (Â§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (Â§240.12b-2 of this chapter).

Emerging growth company â˜

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. â˜

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

(b) On July 26, 2018, Retrophin, Inc. (the â€œ***Company***â€) announced that Stephen Aselage, the Companyâ€™s former Chief Executive Officer, planned to retire, with the effective date of his retirement being the start date of employment of a successor Chief Executive Officer (the â€œ***Retirement Date***â€). Effective January 4, 2019, the Company hired Eric Dube, Ph.D. as the Companyâ€™s President and Chief Executive Officer, replacing Mr. Aselage. Mr. Aselage will continue to serve as a member of the Companyâ€™s Board of Directors (the â€œ***Board***â€). Mr. Aselage has been requested to continue on the Board due to his pharmaceutical business experience, including commercialization expertise, leadership experience and depth of understanding of the Companyâ€™s business.

In connection with Mr. Aselageâ€™s retirement and in consideration for providing transition services on an as-needed basis, the Company and Mr. Aselage entered into a Retirement Agreement (the â€œ***Retirement Agreement***â€), that modifies certain provisions of the Employment Agreement between the Company and Mr. Aselage, dated March 2, 2015, as amended on April 11, 2017 (the â€œ***Prior CEO Agreement***â€). Pursuant to the Retirement Agreement, Mr. Aselage will receive the benefits set forth in Section 6.5(b)(i), Section 6.5(b)(ii) and Section 6.5(c)(i) of the Prior CEO Agreement, and will remain eligible to receive an annual incentive bonus payment for 2018. In addition, the Retirement Agreement provides that, in the event Mr. Aselage ceases to serve as a member of the Board prior to the 18-month anniversary of the Retirement Date, (i) all outstanding stock awards with time-based vesting held by Mr. Aselage on the Retirement Date will be accelerated such that the amount of shares vested under such stock awards will equal that number of shares that would have been vested if Mr. Aselage had continued to render continuous service to the Company for the 18 months immediately following the Retirement Date, and (ii) all outstanding stock awards with performance-based vesting held by Mr. Aselage for which the relevant performance period ends within the 18-month period following the Retirement Date shall remain eligible for vesting during such 18-month period as though Mr. Aselage had continued to render continuous service to the Company throughout such period, and such stock awards shall vest (if applicable) based on actual performance during such performance period. As a condition to the benefits provided for in the Retirement Agreement, Mr. Aselage has agreed to execute a general release of claims against the Company.

The foregoing description of the terms of the Retirement Agreement is qualified in its entirety by reference to the Retirement Agreement, which will be filed by the Company as an exhibit to its Annual Report on Form 10-K for the year ended December 31, 2018.

(c) Effective January 4, 2019, the Company hired Dr. Dube, age 46, as the Companyâ€™s President and Chief Executive Officer. A copy of the press release announcing the hiring of Dr. Dube is attached hereto as Exhibit 99.1.

Prior to his employment with the Company, Dr. Dube served as the Head, North America of Viiv Healthcare Limited, a pharmaceuticals company, since January 2018. From June 2015 to December 2017, Dr. Dube served as Sr. Vice President and Head, Global Respiratory Franchise of GlaxoSmithKline Pharmaceuticals plc (â€œ***GSK***â€), a pharmaceutical company. From February 2013 to May 2015, Dr. Dube served as Senior Vice President and Business Unit Head, Respiratory Japan of GSK. Prior to that, Dr. Dube held senior leadership roles at GSK in Strategy, Planning & Operations, Oncology, Managed Markets and Marketing, and earlier in his career held other positions of increasing responsibility at GSK. Dr. Dube holds a B.S. from Santa Clara University and a M.A. and Ph.D. from Cornell University.

In connection with Dr. Dubeâ€™s hiring as the Companyâ€™s President and Chief Executive Officer, the Company and Dr. Dube entered into an Employment Agreement (the â€œ***Employment Agreement***â€). Pursuant to the terms of the Employment Agreement, Dr. Dube will receive an initial base salary of $625,000 per year, subject to annual adjustment, plus a discretionary annual bonus with a bonus target currently set at 60% of his base salary. Dr. Dube was granted a stock option to purchase up to 400,000 shares of the Companyâ€™s common stock (the â€œ***Option***â€), one-fourth of which will vest on the one-year anniversary of the grant date and remaining three-fourths of which will vest over the following three years in equal monthly installments. The Option has an exercise price equal to the closing price of the Companyâ€™s common stock on the date of grant. Dr. Dube was granted a restricted stock unit award covering 50,000 shares of the Companyâ€™s common stock (the â€œ***Performance RSU Award***â€), which will vest upon the Companyâ€™s achievement of specified regulatory and clinical development milestones; provided, however, that no portion of the Performance RSU Award shall vest prior to the one-year anniversary of the grant date. Dr. Dube was also granted a restricted stock unit award covering 50,000 shares of the Companyâ€™s common stock (the â€œ***Time-Based RSU Award***â€), one-fourth of which will vest on each anniversary of the grant date. The Option, Performance RSU Award and Time-Based RSU Award are subject to the terms of the Companyâ€™s 2018 Equity Incentive Plan, but were granted outside of the 2018 Equity Incentive Plan. Dr. Dube is also entitled to receive a one-time cash inducement advance in the amount of $100,000, which will be deemed fully earned when Dr. Dube completes two full years of employment with the

Company, and Dr. Dube will be reimbursed for relocation expenses pursuant to the Companyâ€™s Relocation Policy, and will receive health care coverage under the Companyâ€™s medical, vision and dental plans, and can participate in the Companyâ€™s 401(k) Plan. The Company will also enter into an indemnification agreement with Dr. Dube.

While Dr. Dube will be employed on an at-will basis, the 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, Dr. Dube 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 Dr. Dube 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 Dr. Dubeâ€™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, Dr. Dube 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.

The foregoing description of the terms of the Employment Agreement is qualified in its entirety by reference to the Employment Agreement, which will be filed by the Company as an exhibit to its Annual Report on Form 10-K for the year ended December 31, 2018.

(d) On January 2, 2019, the Board approved an increase to the size of the Board from eight to nine directors and appointed Dr. Dube to serve as a director of the Company, effective January 4, 2019.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
99.1	Press Release of the Company dated January 3, 2019.

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.

Date: January 4, 2019

By: /s/ Laura Clague
Laura Clague
Chief Financial Officer

Exhibit 99.1

Contact:
Chris Cline, CFA
Vice President, Investor Relations & Corporate Communications
760-260-8600
IR@retrophin.com

Retrophin Names Eric Dube, Ph.D. President and Chief Executive Officer

Dr. Dube brings proven track record of global leadership built upon significant commercial and operational success

Dr. Dube succeeds Stephen Aselage, who will continue serving on Board

SAN DIEGO (January 3, 2019) â€“ Retrophin, Inc. (NASDAQ: RTRX) today announced the appointment of Eric Dube, Ph.D. as president and chief executive officer, effective January 4, 2019. Dr. Dube joins Retrophin from ViiV Healthcare, where he served as president of North America, and brings a successful track record of global leadership with significant expertise in delivering innovative therapies to address unmet patient needs. He will also serve as a member of Retrophinâ€™s Board of Directors.

Dr. Dube is a seasoned and results-driven global biopharmaceutical leader with the ability to accelerate Retrophinâ€™s strategy of delivering life-changing therapies to people living with rare disease. He has led businesses in the United States, Europe and Japan, successfully launching and growing a range of innovative products, including therapies for orphan diseases. Dr. Dube has also managed commercial, operations, market access, medical, and business development functions. Throughout his career, he has demonstrated a commitment to patients, integrating their perspective across biopharmaceutical operations. Dr. Dube succeeds Stephen Aselage who has served as chief executive officer since 2014 and previously announced his planned retirement. Mr. Aselage will continue to serve as a member of the Retrophin Board of Directors.

â€œOver the course of the last two decades, Eric has successfully led global businesses and established a proven track record of commercializing innovative pipeline programs for patients with significant unmet needs,â€ said Gary Lyons, chairman of the Retrophin Board of Directors. â€œAs we enter our next phase of growth, we are confident that Eric is the right leader to build upon our strong foundation. We look forward to working with him to deliver our promising pipeline to patients and continue our momentum towards becoming a preeminent member of the rare disease community.â€ Mr. Lyons continued, â€œOn behalf of the entire board of directors, I would also like to thank Steve for his leadership and commitment over the last several years, which has resulted in the successful transformation of our organization.â€

Dr. Dube most recently led the North America business at ViiV Healthcare, a subsidiary of GlaxoSmithKline plc and the only biopharmaceutical company solely dedicated to HIV. Prior to ViiV, he worked at GlaxoSmithKline plc for more than 18 years, in roles including leading the U.S. Oncology and Global Respiratory businesses. Dr. Dubeâ€™s leadership responsibilities at GlaxoSmithKline plc spanned critical areas including sales, marketing, market access, medical affairs, compliance, alliance management, and supply chain. He

holds a Ph.D. and MA in Psychology from Cornell University and received his B.S. in Biopsychology from Santa Clara University.

â€œI am honored to succeed Steve as Retrophinâ€™s next CEO and to lead an organization that plays such a critical role in patientsâ€™ lives,â€ said Dr. Dube. â€œI admire how Steve and the team at Retrophin have advanced the organization and developed a strong late-stage pipeline that has the potential to meet several unmet patient needs. I look forward to working with the Retrophin leadership and all of the dedicated team members to build upon the Companyâ€™s strong foundation and deliver life-changing therapies to people living with rare disease.â€

Inducement Awards

In connection with the hiring of Dr. Dube, on January 2, 2019, the Compensation Committee of Retrophinâ€™s Board of Directors approved the grant of the following inducement awards to Dr. Dube, with an effective grant date of January 4, 2019, Dr. Dubeâ€™s first date of employment: (i) a stock option to purchase 400,000 shares of Retrophin common stock, (ii) a performance-based restricted stock unit award covering 50,000 shares of Retrophin common stock, and (iii) a time-based restricted stock unit award covering 50,000 shares of Retrophin common stock. The stock option will have an exercise price per share equal to the closing price of Retrophinâ€™s common stock on the grant date. The stock option is a non-qualified stock option, has a 10-year term and will vest over four years, with one-fourth vesting on the one-year anniversary of the grant date and remaining three-fourths vesting over the following three years in equal monthly installments. The performance-based restricted stock unit award will vest upon Retrophinâ€™s achievement of specified regulatory and clinical development milestones; provided, however, that no portion of the performance-based restricted stock unit award will vest prior to the one-year anniversary of the grant date. The time-based restricted stock unit award will vest over four years, with one-fourth vesting on each anniversary of the grant date.

Each of the stock awards described above is subject to the terms of Retrophinâ€™s 2018 Equity Incentive Plan, but was granted outside of the 2018 Equity Incentive Plan, and was granted as an inducement material to Dr. Dube entering into employment with Retrophin in accordance with Nasdaq Listing Rule 5635(c)(4).

About Retrophin

Retrophin is a biopharmaceutical company specializing in identifying, developing and delivering life-changing therapies to people living with rare disease. The Companyâ€™s approach centers on its pipeline featuring late-stage assets targeting rare diseases with significant unmet medical needs, including fosmetpantotenate for pantothenate kinase-associated neurodegeneration (PKAN), a life-threatening neurological disorder that typically begins in early childhood, and sparsentan for focal segmental glomerulosclerosis (FSGS) and IgA nephropathy (IgAN), disorders characterized by progressive scarring of the kidney often leading to end-stage renal disease. Research in additional rare diseases is also underway, including a joint development arrangement evaluating the potential of CNSA-001 in phenylketonuria (PKU), a rare genetic metabolic condition that can lead to neurological and behavioral impairment. Retrophinâ€™s R&D efforts are supported by revenues from the Companyâ€™s commercial products ChenodalÂ®, CholbamÂ® and ThiolaÂ®.

Forward Looking Statements

This press release contains â€œforward-looking statementsâ€ as that term is defined in the Private Securities Litigation Reform Act of 1995. Without limiting the foregoing, these statements are often identified by the words â€œmayâ€, â€œmightâ€, â€œbelievesâ€, â€œthinksâ€, â€œanticipatesâ€, â€œplansâ€, â€œexpectsâ€, â€œintendsâ€ or similar expressions. In addition, expressions of our strategies, intentions or plans are also forward-looking statements. Such forward-looking statements are based on current expectations and involve inherent risks and uncertainties, including factors that could delay, divert or change any of them, and could cause actual outcomes and results to differ materially from current expectations. No forward-looking statement can be guaranteed. Among the factors that could cause actual results to differ materially from those indicated in the forward-looking statements are risks and uncertainties associated with the Companyâ€™s business and finances in general, success of its commercial products as well as risks and uncertainties associated with the Companyâ€™s preclinical and clinical stage pipeline. Specifically, the Company faces risks associated with market acceptance of its marketed products including efficacy, safety, price, reimbursement and benefit over competing therapies. The risks and uncertainties the Company faces with respect to its preclinical and clinical stage pipeline include risk that the Companyâ€™s clinical candidates will not be found to be safe or effective, and for each of its development programs, risk associated with enrollment of clinical trials for rare diseases and risk that ongoing or planned clinical trials may not succeed or may be delayed for safety, regulatory or other reasons and risk that the product candidates will not be approved for efficacy, safety, regulatory or other reasons. The Company faces risk that it will be unable to raise additional funding that may be required to complete development of any or all of its product candidates; risk relating to the Companyâ€™s dependence on contractors for clinical drug supply and commercial manufacturing; uncertainties relating to patent protection and exclusivity periods and intellectual property rights of third parties; and risks and uncertainties relating to competitive products and technological changes that may limit demand for the Companyâ€™s products. You are cautioned not to place undue reliance on these forward-looking statements as there are important factors that could cause actual results to differ materially from those in forward-looking statements, many of which are beyond our control. The Company undertakes no obligation to publicly update any forward-looking statement, whether as a result of new information, future events, or otherwise. Investors are referred to the full discussion of risks and uncertainties as included in the Companyâ€™s most recent Form 10-K, Form 10-Q and other filings with the Securities and Exchange Commission.