

☐ 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

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

| OMB APPROVAL | |
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|---|---|--|---|
| 1. Name and Address of Reporting Person* <u>Clague Laura</u> (Last) (First) (Middle) <u>C/O RETROPHIN, INC.</u> <u>3721 VALLEY CENTRE DR., SUITE 200</u> (Street) <u>SAN DIEGO</u> <u>CA</u> <u>92130</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>Retrophin, Inc. [RTRX]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Financial Officer</u> | |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>01/31/2020</u> | | 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 |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |
| | | | |

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 Transaction(s) (Instr. 3 and 4) | 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 | | | |
| Common Stock | 01/31/2020 | | A | | 9,000 | A | \$0.00 | 22,500 | 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. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 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 | | | | |
| Employee stock option (right to buy) | \$15.46 | 01/31/2020 | | A | | 55,000 | | (1) | 01/30/2030 | Common Stock | 55,000 | \$0.00 | 55,000 | D | |
| Performance-based restricted stock units | (2) | 01/31/2020 | | A | | 9,000 | | (3) | (3) | Common Stock | 9,000 | \$0.00 | 9,000 | D | |
| Performance-based restricted stock units | (2) | 01/31/2020 | | A | | 10,000 | | (3) | (3) | Common Stock | 10,000 | \$0.00 | 10,000 | D | |

Explanation of Responses:

1. One-fourth of the shares subject to the stock option vest and become exercisable on the first anniversary of the date of grant, and the remaining shares vest in 36 equal monthly installments thereafter.
2. Each restricted stock unit represents a contingent right to receive one share of the Common Stock of the Issuer.
3. This grant will vest upon the later of (i) 12 months from the date of grant and (ii) the achievement of specified clinical and regulatory development milestones, provided that the grant will expire on January 31, 2024 to the extent the specified clinical and regulatory milestones are not achieved by such date.

Remarks:

/s/ Elizabeth E. Reed, Attorney-in-Fact 01/31/2020

** 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 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.

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.