McFarlane Neil F. Form 4 May 14, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * McFarlane Neil F.

> (First) (Middle)

C/O RETROPHIN, INC., 3721 VALLEY CENTRE DR., SUITE 200

SAN DIEGO, CA 92130

Common

Stock

(Last)

(Street)

2. Issuer Name and Ticker or Trading

Symbol

Retrophin, Inc. [RTRX]

3. Date of Earliest Transaction (Month/Day/Year)

05/10/2018

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner X_ Officer (give title Other (specify below)

Chief Operating Officer

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

2. Transaction Date 2A. Deemed 1. Title of Security (Month/Day/Year) Execution Date, if (Instr. 3)

05/10/2018

(Month/Day/Year)

Code (Instr. 8)

Code V

3.

(D) (Instr. 3, 4 and 5)

Amount

Transaction(A) or Disposed of Securities Beneficially Owned Following Reported

4. Securities Acquired 5. Amount of

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Ownership Indirect (I) (Instr. 4) (Instr. 4)

Transaction(s)

(Instr. 3 and 4) Price

\$0 D A 10,500 Α 27,948

(A)

or

(D)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

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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 orDerivative Securities Acquired (A) or Disposed o (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying S (Instr. 3 and 4
				Code V	(A) (D	Date Exercisable	Expiration Date	Title
Employee stock option (right to buy)	\$ 25.25	05/10/2018		A	63,000	<u>(1)</u>	05/09/2028	Common Stock
Performance-based restricted stock units	<u>(2)</u>	05/10/2018		A	10,500	(3)	(3)	Common Stock

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

McFarlane Neil F. C/O RETROPHIN, INC. 3721 VALLEY CENTRE DR., SUITE 200 SAN DIEGO, CA 92130

Chief Operating Officer

Signatures

/s/ Elizabeth E. Reed,

Attorney-in-Fact 05/14/2018

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (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.
- 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 milestones, provided that the grant will expire on May 10, 2022 to the extent the specified clinical and regulatory milestones are not achieved by such date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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