
**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): October 8, 2014

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.)

777 Third Avenue, 22nd Floor, New York, NY
(Address of principal executive offices)

10017
(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.**

On October 8, 2014, the Board of Directors (the “**Board**”) of Retrophin, Inc. (the “**Company**”) appointed Jeffrey A. Meckler and Gary Lyons to serve as directors of the Company. Mr. Meckler and Mr. Lyons will also serve as members of the Audit Committee of the Board (the “**Audit Committee**”), the Compensation Committee of the Board (the “**Compensation Committee**”) and the Nominating and Corporate Governance Committee of the Board (the “**Nominating Committee**”), with Mr. Meckler serving as the chair of the Nominating Committee and Mr. Lyons serving as the chair of the Compensation Committee. The appointment of Mr. Meckler and Mr. Lyons brings the Company’s total number of directors to six.

In accordance with the Company’s non-employee director compensation policy, which was approved by the Board on October 8, 2014, upon their appointment as directors, Mr. Meckler and Mr. Lyons were each granted a nonqualified stock option to purchase 40,000 shares of the Company’s common stock at an exercise price equal to \$10.48 per share, 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, Mr. Meckler and Mr. Lyons will each be entitled to receive a \$45,000 annual retainer for their service as a director, and a supplemental annual retainer of \$10,000 for their service as a member of the Audit Committee. As chair of the Nominating Committee and as a member of the Compensation Committee, Mr. Meckler will be entitled to receive a supplemental annual retainer equal to \$7,500 and \$7,500, respectively. As chair of the Compensation Committee and as a member of the Nominating Committee, Mr. Lyons will be entitled to receive a supplemental annual retainer equal to \$10,000 and \$5,000, respectively.

At each annual stockholder meeting following which Mr. Meckler’s and Mr. Lyons’ term as a director continues, as applicable, Mr. Meckler and Mr. Lyons will each 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 which will vest and become exercisable over a one year period following the date of grant. Mr. Meckler and Mr. Lyons will each also enter into the Company’s standard form of indemnification agreement. The Company is not aware of any transaction involving Mr. Meckler and Mr. Lyons requiring disclosure under Item 404(a) of Regulation S-K.

Additional information about Mr. Lyons and Mr. Meckler can be found in the press releases issued by the Company on October 9, 2014 and October 10, 2014, copies of which are attached hereto as Exhibit 99.1 and Exhibit 99.2, respectively.

Item 9.01. **Financial Statements and Exhibits.**

- (d) Exhibits.
- 99.1 Press Release of Retrophin, Inc. dated October 9, 2014.
- 99.2 Press Release of Retrophin, Inc. dated October 10, 2014.

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: October 10, 2014

RETROPHIN, INC.

By: /s/ Stephen Aselage

Name: Stephen Aselage

Title: Interim CEO

**Contact:**

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Retrophin Announces Appointment of Gary Lyons to Board of Directors

Addition of independent director brings Company into compliance with Nasdaq Listing Rule 5605

New York, NY (October 9, 2014) – Retrophin, Inc. (NASDAQ: RTRX) today announced the appointment of Gary Lyons to the Board of Directors as a third independent director. This addition brings the Company into compliance with the independent director and audit committee requirements set forth in Nasdaq Listing Rule 5605.

“I’m pleased to welcome Gary to our board of directors,” said Stephen Aselage, Chief Executive Officer of Retrophin. “He has extensive biopharmaceutical expertise that will contribute to Retrophin’s success and help accelerate our growth through the advancement of our pipeline and pursuit of business development opportunities.”

Mr. Lyons was the founding President and Chief Executive Officer of Neurocrine Biosciences from 1993 to 2008 and remains as a member of the Board of Directors. Prior to joining the Company, Mr. Lyons held a number of senior management positions at Genentech, Inc., including Vice President of Business Development and Vice President of Sales. Mr. Lyons currently serves on the Board of Directors for: Rigel Pharmaceuticals, Inc., a biotechnology company focused on developing drugs for the treatment of inflammatory/autoimmune and metabolic diseases; Vical Incorporated, a biotechnology company focused on the prevention and treatment of serious or life-threatening diseases; Cytori Therapeutics, a company focused on stem cell therapies; and KaloBios Pharmaceuticals, Inc., a company developing patient targeted, first in-class monoclonal antibodies. Mr. Lyons was previously a director of PDL BioPharma, Inc., Poniard Pharmaceuticals, Inc., NeurogesX, Inc., and Facet Biotech Corporation. Mr. Lyons holds a B.S. in Marine Biology from the University of New Hampshire and an M.B.A. from Northwestern University’s J.L. Kellogg Graduate School of Management.

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®, Thiola® and Vecamyl®, and its pipeline includes compounds for several catastrophic diseases, including focal segmental glomerulosclerosis (FSGS), pantothenate kinase-associated neurodegeneration (PKAN), schizophrenia, infantile spasms, nephrotic syndrome and others. For additional information, please visit www.retrophin.com.

Forward-Looking Statements

This press release contains “forward-looking statements” as that term is defined in the Private Securities Litigation Reform Act of 1995, regarding the research, development and commercialization of pharmaceutical products. Without limiting the foregoing, these statements are often identified by the words “may”, “might”, “believes”, “thinks”, “anticipates”, “plans”, “expects”, “intends” or similar expressions. No forward-looking statement can be guaranteed. 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 forward-looking statements, 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 Company’s filings with the Securities and Exchange Commission.

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Retrophin Announces Appointment of Jeffrey A. Meckler to Board of Directors

New York, NY (October 10, 2014) – Retrophin, Inc. (NASDAQ: RTRX) today announced the appointment of Jeffrey A. Meckler to the Board of Directors as a fourth independent director.

“Jeff brings to our board of directors broad industry experience ranging from early stage to large pharmaceutical,” said Stephen Aselage, Chief Executive Officer of Retrophin. “His insights will help advance the pipeline and grow the company through opportunistic business development opportunities.”

Mr. Meckler is a Director of QLT, Inc., an ultra-orphan ophthalmic biotechnology company based in Canada, as well as the Managing Director of The Andra Group, a life sciences consulting firm. Previously, Mr. Meckler acted as a Director and Interim CEO of Cypress Bioscience Inc. after its acquisition by Royalty Pharma. He has also served as a Director of ClearFarma USA, Kyalin Bioscience and Alveolus Inc. Earlier in his career, Mr. Meckler held a series of positions at Pfizer Inc. in Manufacturing Systems, Market Research, Business Development, Strategic Planning and Corporate Finance, which included playing a significant role in acquisitions and divestitures. Mr. Meckler is the past President and continues to serve on the Board of Children of Bellevue, a non-profit organization focused on advocating and developing pediatric programs at Bellevue Hospital Center. Mr. Meckler holds a B.S. in Industrial Management and M.S. in Industrial Administration from Carnegie Mellon University. In addition, Mr. Meckler received a J.D. from Fordham University School of Law.

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