SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

1. Name and Address of Reporting Person[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Rosenberg Noah L.	Retrophin, Inc. [RTRX]	

1. Name and Address of Reporting Person[*]

Rosenberg Noah L.

(Last)	(First)	(Middle)

C/O RETROPHIN, INC.

3721 VALLEY CENTRE DRIVE, SUITE 200

(Street)

SAN DIEGO	CA	92130

(City)	(State)	(Zip)

2. Issuer Name **and** Ticker or Trading Symbol

Retrophin, Inc. [RTRX]

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

01/31/2020

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

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

Chief Medical Officer

6. Individual or Joint/Group Filing (Check Applicable Line)

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

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