

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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* <u>Shkreli Martin</u>			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 Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>Fmr Officer Dir 10% Shareldr</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>11/14/2014</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		
<u>101 AVENUE OF THE AMERICAS, 9TH FLOOR</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>NEW YORK NY 10013</u>								
(City) (State) (Zip)								

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	11/14/2014		S		100,000	D	\$10.2279	2,837,168	D	
Common Stock	11/17/2014		S		100,000	D	\$9.411	2,737,168	D	
Common Stock	11/18/2014		S		254,975	D	\$9.1911	2,482,193	D	
Common Stock	11/19/2014		S		329,824	D	\$8.5412	2,152,369	D	
Common Stock	11/20/2014		S		134,354	D	\$8.2319	2,018,015	D	
Common Stock	11/21/2014		S		252,847	D	\$8.41	1,765,168	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
Prepaid Forward Contract (obligation to sell)	(1)	09/09/2014		J/K	(1)	123,000		09/12/2016	09/14/2016	Common Stock	123,000	(1)	123,000	D	
Prepaid Forward Contract (obligation to sell)	(2)	09/12/2014		J/K	(2)	205,000		09/15/2016	09/21/2016	Common Stock	205,000	(2)	205,000	D	

Explanation of Responses:

- On September 9, 2014, the reporting person entered into a prepaid forward contract with an unaffiliated third party buyer. The contract obligates the reporting person to deliver to the buyer, at the reporting person's option, up to 123,000 shares of common stock, par value \$0.0001 per share ("Common Stock"), of Retrophin, Inc., cash or a combination thereof on the maturity date of the contract (September 14, 2016). In exchange for assuming this obligation, the reporting person received a cash payment of \$1,069,166 as of the date of entering into the contract. The reporting person pledged 123,000 shares of Common Stock (the "September 9 Pledged Shares") to secure his obligations under such contract and retained voting rights in the September 9 Pledged Shares during the term of the pledge.
- On September 12, 2014, the reporting person entered into a prepaid forward contract with an unaffiliated third party buyer. The contract obligates the reporting person to deliver to the buyer, at the reporting person's option, up to 205,000 shares of Common Stock, cash or a combination thereof on the maturity date of the contract (September 21, 2016). In exchange for assuming this obligation, the reporting person received a cash payment of \$1,789,679 as of the date of entering into the contract. The reporting person pledged 205,000 shares of Common Stock (the "September 12 Pledged Shares") to secure his obligations under such contract and retained voting rights in the September 12 Pledged Shares during the term of the pledge.

/s/ Martin Shkreli 11/23/2014
** 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.