

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

FORM 8-A

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Retrophin, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation
or organization)

27-4842691
(IRS Employer
Identification No.)

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

10017
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class
to be so registered
Common Stock, par value \$0.0001 per share

Name of each exchange on which
each class is to be registered
The NASDAQ Stock Market LLC

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A. (c), please check the following box. x

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A. (d), please check the following box. o

Securities Act registration statement file number to which this form relates: 333-192936

Securities to be registered pursuant to Section 12(g) of the Act: None

Item 1. Description of Registrant's Securities to be Registered.

The description of the common stock, par value \$0.0001 per share (the "Common Stock"), of Retrophin, Inc. (the "Company") contained in the "Description of Capital Stock" section in the Company's Registration Statement on Form S-1 (Registration No. 333-192936), initially filed with the Securities and Exchange Commission on December 18, 2013 and as amended from time to time, as well as in any prospectus that constitutes a part thereof and is filed pursuant to Rule 424(b) under the Securities Act of 1933, as amended, is hereby incorporated herein by reference.

Item 2. Exhibits.

In accordance with the "Instructions as to Exhibits" with respect to Form 8-A, no exhibits are required to be filed as part of this registration statement because no other securities of the Company are registered on The NASDAQ Stock Market LLC and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

RETROPHIN, INC.

Date: January 9, 2014

By: /s/ Marc Panoff

Name: Marc Panoff

Title: Chief Financial Officer