

Retrophin, Inc.
Form SC 13G
February 17, 2015

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934 (Amendment No.)*

Retrophin, Inc. (Name of Issuer)

Common Stock, par value \$0.0001 per share (Title of Class of Securities)

761299106 (CUSIP Number)

December 31, 2014 (Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b) Rule 13d-1(c) Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see Instructions).

CUSIP No.: 761299106

1 NAME OF REPORTING PERSON Consonance
Capital Management LP I.R.S. IDENTIFICATION
NO. OF ABOVE PERSON (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP (a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF 5 SOLE VOTING POWER 0
SHARES

BENEFICIALLY 6 SHARED VOTING POWER 2,500,187

OWNED BY EACH 7 SOLE DISPOSITIVE POWER 0
REPORTING

PERSON WITH 8 SHARED DISPOSITIVE POWER 2,500,187

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,500,187

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 9.4% Based on 26,699,847 shares of common stock outstanding as of November 12, 2014, as reported in the Issuers Form 10-Q filed with the SEC on November 13, 2014

12 TYPE OF REPORTING PERSON IA, PN

CUSIP No.: 761299106

1 NAME OF REPORTING PERSON Consonance Capital Opportunity Fund Management LP I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) 47-3018842

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 SOLE VOTING POWER 0

6 SHARED VOTING POWER 51,348

7 SOLE DISPOSITIVE POWER 0

8 SHARED DISPOSITIVE POWER 51,348

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
51,348

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.2% Based on 26,699,847 shares of common stock outstanding as of November 12, 2014, as reported in the Issuers Form 10-Q filed with the SEC on November 13, 2014.

12 TYPE OF REPORTING PERSON IA, PN

CUSIP No.: 761299106

1 NAME OF REPORTING PERSON Mitchell Blutt
I.R.S. IDENTIFICATION NO. OF ABOVE
PERSON (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP (a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
USA

NUMBER OF 5 SOLE VOTING POWER 0
SHARES

BENEFICIALLY 6 SHARED VOTING POWER 2,551,535
OWNED BY EACH

REPORTING 7 SOLE DISPOSITIVE POWER 0
PERSON WITH

8 SHARED DISPOSITIVE POWER 2,551,535
9 AGGREGATE AMOUNT BENEFICIALLY
OWNED BY EACH REPORTING PERSON
2,551,535

10 CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY
AMOUNT IN ROW (9) 9.6% Based on 26,699,847
shares of common stock outstanding as of
November 12, 2014, as reported in the Issuers Form
10-Q filed with the SEC on November 13, 2014.

12 TYPE OF REPORTING PERSON HC, IN

CUSIP No.: 761299106

1 NAME OF REPORTING PERSON Consonance
Capman GP LLC I.R.S. IDENTIFICATION NO.
OF ABOVE PERSON (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP (a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF 5 SOLE VOTING POWER 0
SHARES

BENEFICIALLY 6 SHARED VOTING POWER 2,551,535
OWNED BY EACH

REPORTING 7 SOLE DISPOSITIVE POWER 0
PERSON WITH

8 SHARED DISPOSITIVE POWER 2,551,535

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,551,535

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 9.6% Based on 26,699,847 shares of common stock outstanding as of November 12, 2014, as reported in the Issuers Form 10-Q filed with the SEC on November 13, 2014.

12 TYPE OF REPORTING PERSON HC, OO

CUSIP No.: 761299106

ITEM 1(a). NAME OF ISSUER:

Retrophin, Inc.

ITEM 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

12255 El Camino Real, Suite
250San Diego, CA 92130

ITEM 2(a). NAME OF PERSON FILING:

Consonance Capital
Management LP Consonance
Capital Opportunity Fund
Management LPMitchell Blutt
Consonance Capman GP LLC

ITEM 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

1370 Avenue of the
AmericaSuite 3301New York,
NY 10019

ITEM 2(c). CITIZENSHIP:

Consonance Capital
Management LP -
DelawareConsonance Capital
Opportunity Fund Management

LP - Delaware Mitchell Blutt -
USA Consonance Capman GP
LLC - Delaware

ITEM 2(d). TITLE OF
CLASS OF
SECURITIES:

Common Stock, par value
\$0.0001 per share

ITEM 2(e). CUSIP
NUMBER:

761299106

ITEM 3.

IF THIS STATEMENT IS FILED
PURSUANT TO SECTION 240.13d-1(b), or
13d-2(b) or (c) CHECK WHETHER THE
PERSON FILING IS A:

- (a) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78c);
- (b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with 240.13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with 240.13d-1(b)(1)(ii)(J), please specify the type

of institution:

OWNERSHIP:

ITEM 4.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a)

Amount beneficially owned:

Consonance Capital Management LP 2,500,187
Consonance Capital Opportunity Fund Management LP 51,348
Mitchell Blutt 2,551,535
Consonance Capman GP LLC 2,551,535

(b)

Percent of class:

Consonance Capital Management LP 9.4%
Consonance Capital Opportunity Fund Management LP 0.2%
Mitchell Blutt 9.6%
Consonance Capman GP LLC 9.6%
Based on 26,699,847 shares of common stock outstanding as of November 12, 2014, as reported in the Issuers Form 10-Q filed with the SEC on November 13, 2014

(c)

Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

Consonance Capital Management LP - 0
Consonance Capital Opportunity Fund Management LP - 0
Mitchell Blutt - 0
Consonance Capman GP LLC - 0

(ii) Shared power to vote or to direct the vote:

Consonance Capital Management LP - 2,500,187
Consonance Capital Opportunity Fund Management LP - 51,348
Mitchell Blutt - 2,551,535
Consonance Capman GP LLC - 2,551,535

(iii) Sole power to dispose or to direct the disposition of:

Consonance Capital Management LP - 0
Consonance Capital Opportunity Fund Management LP - 0
Mitchell Blutt - 0
Consonance Capman GP LLC - 0

(iv) Shared power to dispose or to direct the disposition of:

Consonance Capital Management LP - 2,500,187
Consonance Capital Opportunity Fund Management LP - 51,348
Mitchell Blutt - 2,551,535
Consonance Capman GP LLC - 2,551,535

OWNERSHIP OF
ITEM 5. FIVE PERCENT OR
LESS OF A CLASS:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

ITEM 6.

OWNERSHIP OF
MORE THAN FIVE
PERCENT ON
BEHALF OF
ANOTHER
PERSON:

The ownership
information in Item 4 is
incorporated herein by
reference.

IDENTIFICATION
AND
CLASSIFICATION
OF THE
SUBSIDIARY
ITEM 7. WHICH ACQUIRED
THE SECURITY
BEING REPORTED
ON BY THE
PARENT HOLDING
COMPANY:

Not applicable.

IDENTIFICATION
AND
ITEM 8. CLASSIFICATION
OF MEMBERS OF
THE GROUP:

Not applicable.

NOTICE OF
ITEM 9. DISSOLUTION OF
GROUP:

Not applicable.

ITEM 10. CERTIFICATION:

By signing below I
certify that, to the best
of my knowledge and
belief, the securities
referred to above were
acquired and are held in
the ordinary course of
business and were not
acquired and are not
held for the purpose of
or with the effect of
changing or influencing
the control of the issuer
of the securities and

were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 13, 2015

Date

Consonance Capital Management LP

/s/ Mitchell Blutt

Signature

Mitchell Blutt, Manager & Member

Name/Title

February 13, 2015

Date

Consonance Capital Opportunity Fund Management LP

/s/ Mitchell Blutt

Signature

Mitchell Blutt, Manager & Member

Name/Title

February 13, 2015

Date

Mitchell Blutt

/s/Mitchell Blutt

Signature

Mitchell Blutt, Manager & Member

Name/Title

February 13, 2015

Date

Consonance Capital Management LP

/s/ Mitchell Blutt

Signature

Mitchell Blutt, Manager & Member

Name/Title

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).

CUSIP No.: 761299106

Item 4 - Ownership Consonance Capital Master Account LP (Consonance Master) directly holds 2,500,187 shares of the Issuers Common Stock (the Master Account Shares). Consonance Capital Management LP (the Adviser) is the investment adviser of Consonance Master, and pursuant to an investment advisory agreement (the Advisory Agreement), the Adviser exercises voting and investment power over the Master Account Shares held by Consonance Master. Consonance Capman GP LLC (Capman) is the general partner of the Adviser and Mitchell Blutt, as the Manager & Member of Capman and Chief Executive Officer of the Adviser, may be deemed to control Capman and the Adviser. Each of the Adviser, Capman and Mr. Blutt may be deemed to beneficially own the Master Account Shares, but neither the filing of this Schedule 13G nor any of its contents shall be deemed to constitute an admission that any of the Adviser, Capman or Mr. Blutt is the beneficial owner of the Master Account Shares for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose. A managed account

SIGNATURE

Edgar Filing: Retrophin, Inc. - Form SC 13G

managed by Consonance Capital Opportunity Fund Management LP (Consonance Opportunity) directly holds 51,348 shares of the Issuers Common Stock (the Managed Account Shares). Capman is the general partner of Consonance Opportunity and Mitchell Blutt, as the Manager & Member of Capman, may be deemed to control Capman and Consonance Opportunity. Each of Consonance Opportunity, Capman and Mr. Blutt may be deemed to beneficially own the Managed Account Shares, but neither the filing of this Schedule 13G nor any of its contents shall be deemed to constitute an admission that any of Consonance Opportunity, Capman or Mr. Blutt is the beneficial owner of the Managed Account Shares for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose.

EXHIBIT 99.1 JOINT FILING AGREEMENT In accordance with Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them of a Statement on Schedule 13G dated February [], 2015 (including amendments thereto) with respect to the Common Stock, par value \$0.0001 per share, of Retrophin, Inc. This Joint Filing Agreement shall be filed as an Exhibit to such Statement. The undersigned acknowledge that each shall be responsible for the timely filing of any amendments to such joint filing and for the completeness and accuracy of the information concerning him or it contained herein and therein, but shall not be responsible for the completeness and accuracy of the information concerning the others.

CONSONANCE CAPITAL MANAGEMENT LP By: Consonance Capman GP LLC By: /s/ Mitchell Blutt Name: Mitchell Blutt Title: Manager & Member

CONSONANCE CAPITAL OPPORTUNITY FUND MANAGEMENT LP By: Consonance Capman GP LLC By: /s/ Mitchell Blutt Name: Mitchell Blutt Title: Manager & Member

CONSONANCE CAPMAN GP LLC By: /s/ Mitchell Blutt Name: Mitchell Blutt Title: Manager & Member

/s/ Mitchell Blutt

MITCHELL BLUTT