

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Director Appointment

(d) On March 23, 2017, the Board of Directors (the “Board”) of Retrophin, Inc. (the “Company”) approved an increase to the size of the Board from seven to eight directors and appointed John A. Orwin to serve as a director of the Company, effective immediately. Mr. Orwin's potential Board committee appointments have not been formally determined as of the date of filing this report on Form 8-K.

In accordance with the Company’s non-employee director compensation program which has recently been updated, upon his appointment as a director, Mr. Orwin received a nonqualified stock option to purchase 17,500 shares of the Company’s common stock at an exercise price equal to the closing price of the Company’s common stock on the date of grant, and a restricted stock unit covering 4,375 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. Orwin will be entitled to receive a \$45,000 annual retainer for his service as a director and an additional committee retainer if he is appointed to a committee of the Board.

At each annual meeting of stockholders following which Mr. Orwin's term as a director continues, starting with the Company’s 2018 annual meeting of stockholders, Mr. Orwin will be entitled to receive a nonqualified stock option to purchase 10,000 shares of the Company’s common stock, and a restricted stock unit covering 2,500 shares of the Company’s common stock, each of which will vest and become exercisable over a one year period following the date of grant. The Company is not aware of any transaction involving Mr. Orwin requiring disclosure under Item 404(a) of Regulation S-K.

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.

RETROPHIN, INC.

Dated:

March
27, By: /s/ Elizabeth E. Reed
2017

Name: Elizabeth E. Reed

Title: Senior Vice President, General Counsel and Secretary