

Retrophin, Inc.  
Form 8-K/A  
March 11, 2015

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

**Form 8-K/A**

**Current Report**

**Pursuant to Section 13 or 15(d)**

**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): May 29, 2014**

**RETROPHIN, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**001-36257**  
**(Commission**

**File Number)**

**27-4842691**  
**(I.R.S. Employer**

**Identification No.)**

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**12255 El Camino Real, San Diego, CA**  
**(Address of principal executive offices)**

**92130**  
**(Zip Code)**

**Registrant's telephone number, including area code: (646) 837-5863**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

## Explanatory Note

On March 31, 2014, Retrophin, Inc. (the Company) filed a Current Report on Form 8-K reporting the Company's purchase of all of the issued and outstanding membership interests of Manchester Pharmaceuticals, LLC (Manchester), consummated on March 26, 2014.

On June 4, 2014, the Company filed a Current Report on Form 8-K (the Initial Form 8-K) reporting, among other things, the Company's entry into a Trademark License & Supply Agreement, dated May 29, 2014 (the License Agreement), with Mission Pharmacal Company (Mission) pursuant to which Mission agreed to grant the Company an exclusive, royalty-bearing license to market, sell and commercialize Thiola® in the United States and a non-exclusive license to use know-how relating to Thiola to the extent necessary to market Thiola. The License Agreement was amended on July 28, 2014 at no additional cost to the Company to expand the territory covered to also include Canada, as allowed by Canadian regulations for compassionate use. On August 14, 2014, the Company filed Amendment No. 1 on Form 8-K/A (Amendment No. 1) amending and supplementing the Initial Form 8-K and which provided the historical financial information and the pro forma historical information required pursuant to Items 9.01(a) and 9.01(b) on Form 8-K, respectively.

This Amendment No. 2 on Form 8-K/A amends and supplements the Initial Form 8-K and Amendment No. 1 and is being filed to provide updated pro forma historical information required pursuant to Item 9.01(b) on Form 8-K.

## Item 9.01 Financial Statements and Exhibits

(b) Pro Forma Financial Information.

The unaudited pro forma combined condensed statement of operations for the year ended December 31, 2014 and the related notes thereto are attached hereto as Exhibit 99.3 and incorporated herein by reference.

(d) Exhibits.

- 10.1\* License Agreement, dated May 29, 2014, by and among Retrophin, Inc. and Mission Pharmacal Company. (Portions of Sections 2.3, 6.0, 7.0, 7.1, 8.0, 9.8, 10.0, 11.2, 17.0, 21.1, 21.2, 21.4, 22.0, 26.0, Exhibit A and Exhibit B of the Exhibit have been omitted pursuant to a request for confidential treatment granted by the Commission.)\*
- 99.1\* Statements of net revenues and direct expenses of the acquired Thiola product line for the year ended December 31, 2013 and for the (unaudited) three months ended March 31, 2014 and 2013 and the related notes to the financial statements.
- 99.2\* Unaudited pro forma condensed combined statements of operations reflecting the Company's acquisition of the Thiola product line for the year ended December 31, 2013 and the three months ended March 31, 2014 and the related notes thereto.
- 99.3 Unaudited pro forma combined condensed statement of operations reflecting the Company's acquisition of Manchester and the Thiola product line for the year ended December 31, 2014.

\* Previously filed as an exhibit to this Current Report on Form 8-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 11, 2015

By: /s/ Laura Clague  
Name: Laura Clague  
Title: Chief Financial Officer