

Retrophin, Inc.  
Form SC 13G/A  
February 16, 2016

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

**SCHEDULE  
13G/A\*  
(Rule 13d-102)**

**INFORMATION  
TO BE  
INCLUDED IN  
STATEMENTS  
FILED  
PURSUANT  
TO RULES  
13d-1(b), (c) AND  
(d) AND  
AMENDMENTS  
THERE TO  
FILED  
PURSUANT TO  
13d-2(b)**

(Amendment  
No. 1)

Retrophin, Inc.  
(Name of Issuer)

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

761299106  
(CUSIP Number)

December 31,  
2015

(Date of event  
which requires  
filing of this  
statement)

Check the  
appropriate box to  
designate the rule  
pursuant to which  
this Schedule 13G  
is filed:

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

(Page 1 of 6  
Pages)

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\*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 the Notes).

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		NAMES OF REPORTING PERSONS
<b>1</b>		Lombard Odier Asset Management (USA) Corp
		CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP
<b>2</b>		SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
<b>3</b>		Delaware
		SOLE VOTING POWER
<b>4</b>		0 SHARED VOTING POWER
<b>5</b>	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	1,144,720 SOLE DISPOSITIVE POWER
<b>6</b>		0 SHARED DISPOSITIVE POWER
<b>7</b>		1,144,720
<b>8</b>		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
<b>9</b>		

PERSON

1,144,720

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN ..

**10**

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED BY

**11**

AMOUNT IN ROW

(9)

3.17%

TYPE OF

REPORTING

**12**

PERSON

IA; CO

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**Item 1(a). NAME OF ISSUER.**

Retrophin, Inc., a Delaware corporation (the “Company”).

**Item 1(b). ADDRESS OF ISSUER’S PRINCIPAL EXECUTIVE OFFICES:**

777 Third Avenue, 22<sup>nd</sup> Floor, New York, NY 10017

**Item 2(a). NAME OF PERSON FILING:**

This statement is filed by the entity listed below, referred to herein as the “Reporting Person,” with respect to the shares of Common Stock (as defined in Item 2(d) below) of the Company:

Investment Advisor

Lombard Odier Asset Management (USA) Corp (the “Investment Advisor”), with respect to the shares of Common Stock held by 1798 Fundamental Strategies Master Fund and Lombard Odier Funds – Fundamental Equity Long/Short to which the Investment Advisor serves as investment advisor.

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

452 Fifth Avenue, 25th Floor

New York, NY 10018

**Item 2(c). CITIZENSHIP:**

The Investment Advisor is a corporation organized under the laws of the State of Delaware.

**Item 2(d). TITLE OF CLASS OF SECURITIES:**

Common Stock, \$0.0001 par value (the “Common Stock”).

**Item 2(e). CUSIP NUMBER:**

761299106

**Item IF THIS STATEMENT IS FILED PURSUANT TO RULES 13d-1(b) OR 13d-2(b) OR (c), CHECK  
3. WHETHER THE PERSON FILING IS A:**

- (a) Broker or dealer registered under Section 15 of the Act,
- (b) Bank as defined in Section 3(a)(6) of the Act,
- (c) Insurance Company as defined in Section 3(a)(19) of the Act,
- (d) Investment Company registered under Section 8 of the Investment Company Act of 1940,

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- (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E),
- (f) Employee Benefit Plan or Endowment Fund in accordance with Rule 13d-1(b)(1)(ii)(F),
- (g) Parent Holding Company or control person in accordance with Rule 13d-1(b)(1)(ii)(G),
- (h) Savings Association as defined in Section 3(b) of the Federal Deposit Insurance Act,
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act,
- (j) A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), Group, in accordance with Rule 13d-1(b)(1)(ii)(K).
- (k) If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please specify the type of institution: \_\_\_\_\_

#### Item 4. OWNERSHIP.

The percentages used herein and in the rest of this Schedule 13G are calculated based upon 36,148,930 shares of Common Stock issued and outstanding as of November 2, 2015, as disclosed in the Company's Form 10-Q/A for the quarterly period ended September 30, 2015, filed with the Securities and Exchange Commission on December 22, 2015.

##### Investment Advisor

- (a) Amount beneficially owned: 1,144,720
- (b) Percent of class: 3.17%
- (c) (i) Sole power to vote or direct the vote: 0
- (ii) Shared power to vote or direct the vote: 1,144,720
- (iii) Sole power to dispose or direct the disposition: 0
- (iv) Shared power to dispose or direct the disposition of: 1,144,720

#### Item 5. OWNERSHIP OF 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 5 percent of the class of securities, check the following [x]

#### Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Not applicable.

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

Not applicable.



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**Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.**

Not applicable.

**Item 9. NOTICE OF DISSOLUTION OF GROUP.**

Not applicable.

**Item 10. CERTIFICATION.**

The Reporting Person hereby makes the following certification:

By signing below each Reporting Person certifies that, to the best of his or its 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.

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**SIGNATURES**

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

DATED: February 16, 2016

Lombard Odier  
Asset Management  
(USA) Corp

By: /s/ Laura Keeler  
Name: Laura  
Keeler  
Title: Authorized  
Signatory