

Joseph Pantginis, Ph.D., (646) 358-1907 jpantginis@roth.com

Deanna Bahel, (646) 358-1914 dbahel@roth.com

Sales (800) 933-6830, Trading (800) 933-6820

COMPANY NOTE | EQUITY RESEARCH | May 14, 2014

Healthcare: Biotechnology

Retrophin, Inc. | RTRX - \$12.20 - NASDAQ | Buy

Analysis of Sales/Earnings

Estimates Changed

Stock Data	
52-Week Low - High	\$4.50 - \$24.25
Shares Out. (mil)	23.33
Mkt. Cap.(mil)	\$302.4
3-Mo. Avg. Vol.	590,690
12-Mo.Price Target	\$39.00
Cash (mil)	\$5.0
Tot. Debt (mil)	\$0.0
Cash (mil):	

EPS \$					
Yr Dec	—2013—	—20·	14E—	—20 1	15E—
		Curr	Prev	Curr	Prev
1Q	(0.44)A	(3.03)A	(0.44)E	-	-
2Q	(0.41)A	(0.46)E	(0.38)E	-	-
3Q	(0.71)A	(0.37)E	(0.28)E	-	-
4Q	(0.85)A	(0.30)E	(0.17)E	-	-
YEAR	(2.38)A	(3.91)E	(1.27)E	(1.40)E	(0.95)E
P/E	NM	NM	NM	NM	NM

Quarterly EPS may not add to full year based on increases in share count and rounding

Revenue (\$ millions)								
Yr Dec	—2013 —	—20 °	14E—	—2015E—				
		Curr	Prev	Curr				
1Q	0.0A	0.0A	0.8E	-				
2Q	0.0A	2.9E	2.9E	-				
3Q	0.0A	6.3E	6.3E	-				
4Q	0.0A	10.8E	10.1E	-				
YEAR	0.0A	20.0E	20.0	36.0E				



RTRX: 1Q14 Results; RE-024 Dosing Set to Begin This Week; Reiterate Buy

RTRX reported 1Q14 results, posting EPS of (\$3.03) versus our estimate of (\$0.44). Revenues were \$27,900 versus our estimate of \$800,000. As part of its potential growth the company also stated that it may complete a commercial acquisition in the next 30-days. Reiterate Buy rating and \$39 target.

Event

RTRX reported 1Q14 results, posting EPS of (\$3.03) versus our estimate and of (\$0.44). The difference between actual EPS and our estimate is largely accounted for by a change in the estimated fair value of derivative liability of (\$53,613,802). Revenues were \$27,900 versus our estimate of \$800,000. The company ended the guarter with \$5 million in cash.

Impact

We believe RTRX has entered a critical execution phase. Ex-U.S. compassionate use of RE-024 in PKAN patients is scheduled to begin this week. Retrophin will have real time access to data and may release raw data through 8-K filings as it becomes available. RTRX expects to file an IND within 2 months, followed shortly by a Phase I trial. The recent price increase in Chenodal has been accepted without significant pushback. RTRX is planning to initiate a patient registry for adolescents diagnosed with bilateral juvenile cataracts, which can be an early sign of CTX. Early identification of CTX and treatment with Chenodal may prevent disease progression to irreversible mental retardation. Recall that RTRX recently increased financial guidance (based primarily on Chenodal) to \$20-22 million for 2014 and \$36-41 million for 2015. RTRX is aware of off-label use of Vecamyl in rage disorders, autism, and Tourette syndrome and is exploring the possibility of initiating an IST to define effect the drug's effects in these indications. RTRX expects to complete enrollment in the potentially pivotal DUET study of sparsentan in FSGS in 4Q14 or 1Q15. Due to the high risk of FSGS patients losing their kidneys, RTRX believes a six figure price for sparsentan would be supported. RTRX expects to initiate a study of RE-034 in infantile spams and membranous nephropathy in 3Q14. RTRX plans to announce an acquisition of a commercial product in the next 30 days. We believe RTRX is poised for significant growth based on current and development stage products.

Action

We reiterate our Buy rating and \$39 target. We believe Retrophin continues to execute on its goals and position itself as a leading developer of drugs for catastrophic diseases.

Intraday: \$12.93 at 2:00 pm ET, 5/14/14.

VALUATION

We reiterate our Buy rating and \$39 price target. Our valuation of Retrophin is based on our probability-weighted clinical net present value (NPV) valuation model. We believe this method is appropriate in capturing the value of the clinical stage pipeline. It allows for the flexing of assumptions based on key factors such as chance of success, peak sales estimates, and year of commercial launch. Factors which could impede shares of RTRX from reaching our price target include negative results from ongoing clinical trials as well as an inability to continually fund operations as a nonprofitable biotechnology company.

RISKS

- Clinical and regulatory risk. Drug development company's valuations are highly dependent on the outcomes of clinical trials. When considering Retrophin, the company targets indications with clear unmet medical needs. We believe that one of the continuing perceived risks is the regulatory path for RE-021 in FSGS and the planned primary endpoint of proteinuria. This appears to be a recurring concern for investors, in our belief, though Retrophin has received a letter from the FDA confirming its comfort level with having proteinuria as a primary endpoint. Additionally, while the PKAN program has a potential rapid development pathway, it is only about to enter the clinic, so therefore has increased risk from both a clinical and valuation standpoint.
- Financing risk. As with a majority of development-stage biotechnology companies, the ability to maintain sufficient funding is critical to the progress of pipeline candidates. Should Retrophin experience problems raising sufficient capital, its development programs' progress could be significantly impeded, leading to both delays in development timelines as well as potential negative effects on investor confidence. Each of these could have a negative impact on the share price. Retrophin has multiple clinical, in-licensing and potential acquisition plans in play right now. We believe that an important concern of investors is how the company is going to fund all of these initiatives.
- Perceptions of "accelerated regulatory pathways". Accelerated paths to potential FDA approval represent an attractive approach for companies that choose the right diseases. While clinical development plans may be clear, Retrophin must be vigilant in its discussions with the FDA to ensure agreement on all points associated with a potential approval path. Should the FDA require additional information or clinical trials, the perception of delays could negatively impact the stock.
- Manufacturing and operational risks. We expect Retrophin to continue to outsourcing its manufacturing. Dependence on a third party adds an additional layer of risk and any delays or disruptions in drug supply for trials or commercialization could significantly impact the stock. The stock is currently listed OTC, and we believe this limits the potential investor base and trading liquidity. We believe an uplisting to NASDAQ would help alleviate these issues.

COMPANY DESCRIPTION

Retrophin, Inc., a biopharmaceutical company, engages in the discovery, development, and commercialization of orphan drugs for the treatment of rare and life-threatening diseases. The company develops treatments for Focal Segmental Glomerulosclerosis (FSGS), Pantothenate Kinase-Associated Neurodegeneration (PKAN), Duchenne Muscular Dystrophy and other catastrophic diseases. Its products include RE-021, a small molecule angiotensin receptor blocker and selective endothelin receptor antagonist for the treatment of FSGS; and RE-024, a drug that restores the disruption in the biochemical Coenzyme A pathway caused by the nonfunctioning PANK2 encoded enzyme. The company also develops RE-001, a recombinant fusion protein that substitutes the dystrophin that is lacking in DMD patients; and RE-003, an investigational agent for spinal muscular atrophy. The company was founded in 2011 and is based in New York, New York.

Retrophin (\$ in millions except

Mar. 11, 2011 inception through Dec. 31, 2011

\$ in millions except per share data)	DGTE trading prior to Dec. 17, 2012 - merger
---------------------------------------	--

(\$ III IIIIIIoiis except per share data)	Date trading prior to Dec. 17, 2012 - merger								
Profit & Loss	2011A	2012A	2013A	2014E	2015E	2016E			
Liganoing	0.0	0.0	0.0	0.0	0.0	0.0			
Licensing R&D collaborations	0.0	0.0	0.0	0.0	0.0	0.0			
Product and Royalties	0.0	0.0	0.0	20.0	36.0	68.0			
Other revenues	0.0	0.0	0.0	0.0	0.0	0.0			
Revenues	0.0	0.0	0.0	20.0	36.0	68.0			
CoGS	0.0	0.0	0.0	3.0	5.4	10.2			
Gross Profit	0.0	0.0	0.0	17.0	30.6	57.8			
Gross margin	0%	0%	0%	85%	85%	85%			
G&A	3.3	30.3	16.9	32.1	33.7	35.4			
R&D	0.0	0.0	7.1	27.8	29.2	33.6			
Other op ex	0.0	0.0	0.0	0.0	0.0	0.0			
EBIT	(3.3)	(30.3)	(24.0)	(42.9)	(32.3)	(11.2)			
EBIT margin	nm	nm	nm	nm	nm	nm			
Non operating expenses	0.0	0.0	0.0	0.0	0.0	0.0			
Net Interest Income/Other	(0.0)	0.0	(9.7)	(55.0)	(4.0)	(8.0)			
Interest expense	0.0	0.1	0.0	0.0	0.0	0.0			
ЕВТ	(3.3)	(30.3)	(33.7)	(97.9)	(36.3)	(19.2)			
EBT margin	nm	nm	nm	nm	nm	nm			
Provision for taxes	0.0	0.0	0.1	1.1	0.0	0.0			
Net Income	(3.3)	(30.3)	(33.7)	(97.9)	(36.3)	(19.2)			
Participation of preferred stock	(0.0)	(0.0)	(0.0)	0.0	0.0	0.0			
Net Income to common	(3.3)	(30.3)	(33.8)	(99.0)	(36.3)	(19.2)			
net margin	nm	nm	nm	nm	nm	nm			
NoSH	2.1	3.7	14.2	25.3	26.0	27.0			
EPS - basic	(1.59)	(8.29)	(2.38)	(3.91)	(1.40)	(0.71)			
EPS - diluted		(8.29)	(2.38)	(3.91)	(1.40)	(0.71)			
Source: SEC Filings and ROTH Capital Partne	Joseph Pantginis, Ph.D. jpantginis@roth.com								

Quarterly P&L														
	Q1'13A	Q2'13A	H1'13A	Q3'13A	9M'13A	Q4'13A	FY'13A	Q1'14A	Q2'14E	H1'14E	Q3'14E	9M'14E	Q4'14E	FY'14E
Licensing	0.00	0.00	0.00	0.00	0.00	0.00	0.0	0.00	0.00	0.00	0.00	0.00	0.00	0.0
R&D collaborations	0.00	0.00	0.00	0.00	0.00	0.00	0.0	0.00	0.00	0.00	0.00	0.00	0.00	0.0
Product and Royalties	0.00	0.00	0.00	0.00	0.00	0.00	0.0	0.03	2.85	2.88	6.30	9.18	10.82	20.0
Other revenues	0.00	0.00	0.00	0.00	0.00	0.00	0.0	0.00	0.00	0.00	0.00	0.00	0.00	0.0
Revenues	0.00	0.00	0.00	0.00	0.00	0.00	0.0	0.03	2.85	2.88	6.30	9.18	10.82	20.0
CoGS	0.00	0.00	0.00	0.00	0.00	0.00	0.0	0.00	0.43	0.43	0.95	1.37	1.63	3.0
Gross Profit	0.00	0.00	0.00	0.00	0.00	0.00	0.0	0.03	2.42	2.45	5.36	7.80	9.20	17.0
Gross margin	nm	nm	nm	nm	nm	nm	0%	97%	85%	85%	85%	85%	85%	85%
G&A	2.25	5.10	7.35	3.75	11.10	5.78	16.9	10.09	6.80	16.89	7.20	24.09	8.00	32.1
R&D	0.00	0.00	0.00	1.40	1.40	5.68	7.1	6.89	6.93	13.82	6.96	20.78	7.06	27.8
Other op ex	0.00	0.00	0.00	0.00	0.00	0.00	0.0	0.00	0.00	0.00	0.00	0.00	0.00	0.0
EBITDA	(2.3)	(5.1)	(7.4)	(5.2)	(12.5)	(11.5)	(24.0)	(17.0)	(11.3)	(28.3)	(8.8)	(37.1)	(5.9)	(42.9)
EBITDA margin							nm							nm
Non operating expenses	0.00	0.00	0.00	0.00	0.00	0.00	0.0	0.00	0.00	0.00	0.00	0.00	0.00	0.0
Net Interest Income/Other	(2.45)	0.06	(2.39)	(5.74)	(8.13)	(1.60)	(9.7)	(53.61)	(0.20)	(53.81)	(0.20)	(54.01)	(0.99)	(55.0)
Interest expense	0.04	0.00	0.05	0.00	0.05	0.00	0.0	0.00	0.00	0.00	0.00	0.00	0.00	0.0
EBT	(4.7)	(5.0)	(9.8)	(10.9)	(20.7)	(13.1)	(33.7)	(70.6)	(11.5)	(82.1)	(9.0)	(91.1)	(6.9)	(97.9)
EBT margin							nm							nm
Provision for taxes	0.00	0.00	0.00	0.00	0.00	0.08	0.1	0.07	0.15	0.22	0.30	0.52	0.58	1.1
Participation of preferred stock														
Net Income to common	(4.7)	(5.0)	(9.8)	(10.9)	(20.7)	(13.1)	(33.8)	(70.6)	(11.7)	(82.3)	(9.3)	(91.6)	(7.4)	(99.0)
net margin							nm							nm
NoSH	10.7	12.3	11.48	15.37	12.77	15.50	14.21	23.3	25.3	24.32	25.30	24.64	24.64	25.30
EPS - diluted	(0.44)	(0.41)	(0.85)	(0.71)	(1.62)	(0.85)	(2.38)	(3.03)	(0.46)	(3.38)	(0.37)	(3.72)	(0.30)	(3.91)
Source: SEC Filings and ROTH Capital Partr	ners estimates					J	oseph Pantginis,	Ph.D. jpantginis@	roth.com					

ROTH (

Regulation Analyst Certification ("Reg AC"): The research analyst primarily responsible for the content of this report certifies the following under Reg AC: I hereby certify that all views expressed in this report accurately reflect my personal views about the subject company or companies and its or their securities. I also certify that no part of my compensation was, is or will be, directly or indirectly, related to the specific recommendations or views expressed in this report.

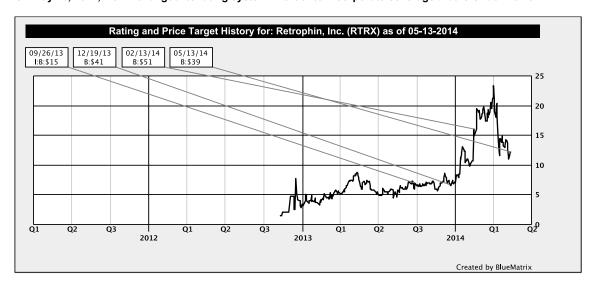
Disclosures:

ROTH and/or its employees, officers, directors and owners own options, rights or warrants to purchase shares of Retrophin, Inc. stock.

Within the last twelve months, ROTH has received compensation for investment banking services from Retrophin, Inc..

ROTH makes a market in shares of Retrophin, Inc. and as such, buys and sells from customers on a principal basis.

On September 28, 2010, ROTH changed its rating system in order to replace the Hold rating with Neutral. On May 26, 2011, ROTH changed its rating system in order to incorporate coverage that is Under Review.



Each box on the Rating and Price Target History chart above represents a date on which an analyst made a change to a rating or price target, except for the first box, which may only represent the first note written during the past three years. **Distribution Ratings/IB Services** shows the number of companies in each rating category from which Roth or an affiliate received compensation for investment banking services in the past 12 month.

Distribution of IB Services Firmwide

IB Serv./Past 12 Mos. as of 05/14/14

Rating	Count	Percent	Count	Percent
Buy [B]	179	80.27	100	55.87
Neutral [N]	23	10.31	8	34.78
Sell [S]	1	0.45	0	0
Under Review [UR]	19	8.52	12	63.16

Our rating system attempts to incorporate industry, company and/or overall market risk and volatility. Consequently, at any given point in time, our investment rating on a stock and its implied price movement may not correspond to the stated 12-month price target.

Ratings System Definitions - ROTH employs a rating system based on the following:

Buy: A rating, which at the time it is instituted and or reiterated, that indicates an expectation of a total return of at least 10% over the next 12 months.

Neutral: A rating, which at the time it is instituted and or reiterated, that indicates an expectation of a total return between negative 10% and 10% over the next 12 months.

Sell: A rating, which at the time it is instituted and or reiterated, that indicates an expectation that the price will depreciate by more than 10% over the next 12 months.

Under Review [UR]: A rating, which at the time it is instituted and or reiterated, indicates the temporary removal of the prior rating, price target and estimates for the security. Prior rating, price target and estimates should no longer be relied upon for UR-rated securities.

Not Covered [NC]: ROTH does not publish research or have an opinion about this security.

ROTH Capital Partners, LLC expects to receive or intends to seek compensation for investment banking or other business relationships with the covered companies mentioned in this report in the next three months. The material, information and facts discussed in this report other than the information regarding ROTH Capital Partners, LLC and its affiliates, are from sources believed to be reliable, but are in no way guaranteed to be complete or accurate. This report should not be used as a complete analysis of the company, industry or security discussed in the report. Additional information is available upon request. This is not, however, an offer or solicitation of the securities discussed. Any opinions or estimates in this report are subject to change without notice. An investment in the stock may involve risks and uncertainties that could cause actual results to differ materially from the forward-looking statements. Additionally, an investment in the stock may involve a high degree of risk and may not be suitable for all investors. No part of this report may be reproduced in any form without the express written permission of ROTH. Copyright 2014. Member: FINRA/SIPC.