SEC Form 4

## FORM 4

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

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL | |
|---|---|
| OMB Number: | 3235-0287 |
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| 1. Name and Address of Reporting Person* <br> MANN ALFRED E | 2. Issuer Name **and** Ticker or Trading Symbol <br> MANNKIND CORP [ MNKD ] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |
|---|---|---|
| (Last) (First) (Middle) <br> 28903 NORTH AVENUE PAINE | 3. Date of Earliest Transaction (Month/Day/Year) <br> 12/21/2012 | X Director — 10% Owner <br> X Officer (give title below) — X Other (specify below) <br> Chairman & CEO / 10% Owner |
| (Street) <br> VALENCIA CA 91355 | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) <br> X Form filed by One Reporting Person <br> Form filed by More than One Reporting Person |
| (City) (State) (Zip) | | |

### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock, $.01 Par Value | 12/21/2012 | | P(1) | | 40,000,000 | A | $2.59 | 74,750,000 | I | by The Mann Group, LLC |
| Common Stock, $.01 Par Value | | | | | | | | 41,058,060 | I | Alfred E. Mann Living Trust |
| Common Stock, $.01 Par Value | | | | | | | | 4,025,979 | I | Biomed |
| Common Stock, $.01 Par Value | | | | | | | | 2,406,027 | I | Biomed II |
| Common Stock, $.01 Par Value | | | | | | | | 10,968 | I | MannCo |
| Common Stock, $.01 Par Value | | | | | | | | 776,443 | D | |

### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Common Stock Warrants | $2.6 | 12/21/2012 | | P(1) | | 40,000,000 | | 10/21/2012 | 10/26/2013 | Common Stock | 30,000,000(2) | $0.125 | 40,000,000 | I | The Mann Group, LLC |

**Explanation of Responses:**

1. Private purchase between MNKD and The Mann Group, LLC in accordance with the Common Stock and Warrant Purchase Agreement dated 10/18/2012.
2. Each warrant is exercisable for 0.75 shares of common stock.

**Remarks:**

/s/ Alfred E. Mann          12/21/2012

\*\* Signature of Reporting Person          Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, *see* Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**