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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 9, 2009

MannKind Corporation

(Exact name of registrant as specified in its charter)

Delaware	**000-50865**	**13-3607736**
(State or other jurisdiction of incorporation or organization)	(Commission File Number)	(IRS Employer Identification No.)

28903 North Avenue Paine **Valencia, California**	**91355**
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: **(661) 775-5300**

N/A
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Item 1.01. Entry into a Material Definitive Agreement.

On March 6, 2009, MannKind Corporation, a Delaware corporation (the "Company"), and its wholly owned subsidiary, a German limited liability company that will be renamed MannKind Deutschland GmbH, (the "Purchaser"), entered into a LIP Asset or Business Sale and Purchase Agreement (the "Purchase Agreement") with Pfizer Inc., a Delaware corporation ("Pfizer"), and its wholly owned subsidiary, Pfizer Manufacturing Frankfurt GmbH, a German limited liability company (the "Seller"). Simultaneously, the Company entered into an Insulin Sale and Purchase Agreement (the "Insulin Agreement") with Pfizer and the Seller. Pursuant to the terms and conditions of the Purchase Agreement and the Insulin Agreement, the Company and the Purchaser will purchase from the Seller substantially all assets related to the production of bulk insulin at the Seller's facility at Industriepark Hoechst, Frankfurt am Main, Germany, including the relevant real property rights, the equipment at the facility, the inventory of the Seller (including a certain quantity of bulk insulin), rights to acquire additional bulk insulin inventory and related technology rights (collectively, the "Purchase"). The aggregate purchase price for the Purchase is $33 million, and is subject to a potential increase by $3 million per month if the closing of the Purchase does not occur by April 3, 2009.

Under the terms of the Purchase Agreement, the Purchaser will acquire substantially all of the assets of the Seller other than those to be sold to the Company under the Insulin Agreement. Upon the closing of the Purchase Agreement, the Purchaser, subject to further works council consultation and employee co-determination rights, will retain approximately 80 of the 148 current employees and will operate the facility at a production level commensurate with the Purchaser's present needs for recombinant human insulin. In this event, the Company has agreed to guarantee up to €19 million in potential severance benefits to employees. However, the transfer of the real property rights requires the consent of Infraserv GmbH & Co. Hoechst KG ("Infraserv"), the operator of Industriepark Hoechst. If Infraserv does not provide its consent by April 3, 2009, only certain assets, including removable equipment, will be transferred to the Purchaser upon the closing of the Purchase Agreement. In this event, the Purchaser will assume responsibility for dismantling the facility, which would cost an estimated $40 million. If Infraserv consents on or before April 3, 2009, the sale of the real property rights is still subject to a right of first refusal in favor of Sanofi-Aventis Deutschland GmbH ("Sanofi-Aventis"). If Sanofi-Aventis exercises its right of first refusal within 60 days of notification, the transactions contemplated by the Purchase Agreement will be consummated by the Seller with Sanofi-Aventis instead of the Purchaser.

Under the terms of the Insulin Agreement, the Company will purchase a portion of the Seller's inventory of bulk insulin as well as the Seller's and Pfizer's rights under a license to manufacture insulin for pulmonary delivery. The Seller will also grant the Company an option to purchase the remainder of the Seller's bulk insulin inventory, in whole or in part, at a specified price, to the extent that the Seller has not otherwise disposed of or used its retained bulk insulin. The closing of the Insulin Agreement is subject only to the closing of the Purchase Agreement, either with the Purchaser or with Sanofi-Aventis.

At the Purchaser's option, up to $30 million (or more if the aggregate purchase price is increased as described above) worth of the Company's common stock may be issued to the Seller at closing and applied toward the full purchase price. If the Purchaser elects to pay in shares of the Company's common stock, the Company will enter into a registration rights agreement with the Seller, pursuant to which the Company will agree to prepare and file with the Securities and Exchange Commission a registration statement covering the resale of such shares by the Seller. The Company will also enter into a contingent value rights agreement, pursuant to which the Company will agree to make certain payments to the Seller if the shares decrease in value over a specified period.

Item 3.02. Unregistered Sales of Equity Securities.

Prior to the closing of the Purchase, the Company may elect to issue, and the Seller has agreed to buy, a number of shares of the Company's common stock as a portion of the consideration for the Purchase. If the Company elects to issue shares of common stock, the number of shares will be determined by dividing the portion of the Purchase consideration to be paid in shares (up to a maximum of $30 million or more if the aggregate purchase price is increased as described in Item 1.01 above) by a five-day volume-weighted average price for the common stock. The issuance and sale of these shares by the Company will not be registered under the Securities Act of 1933, as amended (the "Securities Act"), or any state securities laws. The Company has relied on the exemption from the registration requirements of the Securities Act by virtue of Section 4(2) thereof and the rules and regulations

promulgated thereunder. The information relating to the potential issuance of shares to the Seller from Item 1.01 is incorporated herein by reference.

As described in Item 1.01 of this current report, if the Purchaser elects to pay in shares of Company common stock, the Company will file a registration statement for the resale of these shares. This current report is not an offer to sell or the solicitation of an offer to buy shares of common stock or other securities of the Company.

Forward Looking Statements

Any statements in this Current Report on Form 8-K about our expectations, beliefs, plans, objectives, assumptions or future events or performance, including with respect to the Purchase, are not historical facts and are forward-looking statements. These statements are often, but not always, made through the use of words or phrases such as believe, will, expect, anticipate, estimate, intend, plan and would. Forward-looking statements are not guarantees of performance. They involve known and unknown risks, uncertainties and assumptions that may cause actual results, levels of activity, performance or achievements to differ materially from those expressed or implied. Some of these risks, uncertainties and assumptions include, but are not limited to:

- the expected effects on the Company of the Purchase;
- the expected timing and scope of the Purchase;
- anticipated financial performance as a result of the Purchase;
- estimated cost savings and other synergies as a result of the Purchase;
- issues associated with new product introductions;
- foreign currency fluctuations;
- securing requisite financing;
- changes in economic or industry conditions generally or in the markets served by the Company;
- obtaining consents from third parties;
- obtaining approval of the Purchase by regulatory authorities; and
- the ability to successfully implement the Purchase.

The foregoing list sets forth some, but not all, of the factors that could affect our ability to achieve results described in any forward-looking statements. For additional information about risks and uncertainties we face and a discussion of our financial statements and footnotes, see documents we file with the SEC, including our most recent annual report on Form 10-K and all subsequent periodic reports. We assume no obligation and expressly disclaim any duty to update forward-looking statements to reflect events or circumstances after the date of this Current Report on Form 8-K or to reflect the occurrence of subsequent events.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MANNKIND CORPORATION

By: /s/ David Thomson
Name: David Thomson, Ph.D., J.D.
Title: Corporate Vice President, General Counsel and Secretary

Dated: March 9, 2009

Exhibit 99.1

Company Contact:
Matthew Pfeffer
Chief Financial Officer
661 775-5300
mpfeffer@mannkindcorp.com

MannKind Agrees with Pfizer on the
Purchase of Frankfurt Insulin Manufacturing Plant

VALENCIA, Calif., March 9/PRNewswire-FirstCall — MannKind Corporation (Nasdaq: MNKD) today announced that it has entered into agreements with Pfizer Inc. (NYSE: PFE) to purchase Pfizer's insulin facility at Industriepark Hoechst, Frankfurt am Main, Germany and assets related to the production of bulk insulin, including the relevant real property rights, the production equipment, a quantity of bulk insulin and a license to manufacture bulk insulin for use in pulmonary delivery. The aggregate purchase price is $33 million, subject to certain adjustments. At MannKind's option, up to $30 million worth of the company's common stock may be issued to Pfizer at closing and applied toward the full purchase price. The transfer of certain real property rights pursuant to this transaction will require the consent of third parties.

Upon the closing of this transaction, MannKind intends to retain more than half of the current workforce, subject to consultation with the works council and employee co-determination rights, and plans to operate the facility at a production level commensurate with the company's present needs for recombinant human insulin.

In the event some or all of the third-party consents are not obtained, only the bulk insulin, the license to manufacture bulk insulin for use in pulmonary delivery and, potentially, certain removable equipment will be transferred to MannKind at closing.

"The insulin plant in Frankfurt is a state-of-the-art insulin production facility that would make an excellent counterpart to our formulation, fill and finish facility for AFRESA in Danbury, Connecticut," said Alfred Mann, Chairman and Chief Executive Officer of MannKind Corporation. "Upon the closing of this transaction, we will obtain an immediate supply of insulin and the ability to supply our insulin needs for the future, even if we are unable to acquire the facility itself. We are pleased with this opportunity to secure our insulin supply, which brings AFRESA one step closer to commercial readiness."

Additional information about this transaction is available in a Current Report on Form 8-K filed by MannKind with the Securities and Exchange Commission earlier today.

About AFRESA®

AFRESA is an ultra rapid acting insulin product that has completed Phase 3 trials. The pharmacokinetic profile of AFRESA sets it apart from all other insulin products. The large surface area of the lung provides unique access to the circulatory system. The pH-sensitive AFRESA particles immediately dissolve upon contact with the lung surface, releasing insulin monomers that rapidly enter the bloodstream. It achieves peak insulin levels within 12-14 minutes of administration, effectively mimicking the release of meal-time insulin observed in healthy individuals, but which is absent from patients with diabetes.

About MannKind Corporation

MannKind Corporation (Nasdaq: MNKD) focuses on the discovery, development and commercialization of therapeutic products for patients with diseases such as diabetes and cancer. Its pipeline includes AFRESA, which has completed Phase 3 clinical trials, and MKC253, which is currently in phase 1 clinical trials. Both of these investigational products are being evaluated for their safety and efficacy in the treatment of diabetes. MannKind maintains a website at http://www.mannkindcorp.com to which MannKind regularly posts copies of its press release as well as additional information about MannKind. Interested persons can subscribe on the MannKind website to email alerts that are sent automatically when MannKind issues press releases, files its reports with the SEC or posts certain other information to the website.

Forward-Looking Statements

This press release contains forward-looking statements, including statements related to the expected effects on the Company of the purchase of certain assets, the expected timing and scope of such purchase, obtaining consents from third parties and the ability to successfully implement such purchase. Words such as “believes”, “anticipates”, “plans”, “expects”, “intend”, “will”, “goal”, “potential” and similar expressions are intended to identify forward-looking statements. These forward-looking statements are based upon MannKind’s current expectations and involve risks and uncertainties. Actual results and the timing of events could differ materially from those anticipated in such forward-looking statements as a result of these risks and uncertainties, which include, without limitation, risks and uncertainties related to the parties’ abilities to obtain the necessary third-party consents and to otherwise complete the transactions contemplated in their agreements and other risks detailed in MannKind’s filings with the Securities and Exchange Commission, including the Annual Report on Form 10-K for the year ended December 31, 2008 and periodic reports on Form 10-Q and Form 8-K. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this press release. All forward-looking statements are qualified in their entirety by this cautionary statement, and MannKind undertakes no obligation to revise or update any forward-looking statements to reflect events or circumstances after the date of this news release.

The shares of MannKind common stock issuable to Pfizer at MannKind’s option have not been registered under the U.S. Securities Act of 1933 and may not be offered or sold in

the United States absent registration under the U.S. Securities Act of 1933 and applicable state securities laws or available exemptions from registration requirements. If MannKind issues such shares, MannKind has agreed to file a registration statement with respect to the resale of such shares following their issuance. This press release shall not constitute an offer to sell or the solicitation of an offer to buy these securities, nor shall there be any sale of these securities in any state which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such state. Any offering of MannKind's common stock under the registration statement referred to above will be made only by means of a prospectus.