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

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**FORM 8-K**

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**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 9, 2012**

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**MannKind Corporation**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**000-50865**  
(Commission  
File Number)

**13-3607736**  
(IRS Employer  
Identification No.)

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

**91355**  
(Zip Code)

**Registrant's Telephone Number, Including Area Code: (661) 775-5300**

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

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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 (see General Instruction A.2. below):

- 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))
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**Item 2.02 Results of Operations and Financial Condition**

On May 9, 2012, MannKind Corporation issued a press release announcing its financial results for the first quarter ended March 31, 2012. A copy of the press release is attached as Exhibit 99.1 to this Current Report and is incorporated herein by reference.

The information in this Current Report is being furnished and shall not be deemed “filed” for the purposes of Section 18 of the Securities and Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section. The information in this Current Report shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits. The following exhibit is furnished herewith:

99.1 Press Release of MannKind Corporation dated May 9, 2012, reporting MannKind’s financial results for the first quarter ended March 31, 2012.

**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.

**MANKIND CORPORATION**

By: /s/ MATTHEW J. PFEFFER

Name: Matthew J. Pfeffer

Title: Corporate Vice President and Chief  
Financial Officer

Dated: May 9, 2012

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**EXHIBIT INDEX**

Number	Description
99.1	Press Release of MannKind Corporation dated May 9, 2012, reporting MannKind's financial results for the first quarter ended March 31, 2011.

**MANNKIND CORPORATION REPORTS 2012 FIRST QUARTER  
FINANCIAL RESULTS**

**- Conference Call to Begin Today at 5:00 PM EDT -**

**VALENCIA, Calif., May 9, 2012** — **MannKind Corporation (Nasdaq: MNKD)** today reported financial results for the first quarter ended March 31, 2012.

For the first quarter of 2012, total operating expenses were \$33.9 million, compared to \$38.1 million for the first quarter of 2011, a decrease of \$4.1 million. Research and development (R&D) expenses were \$24.2 million for the first quarter of 2012 compared to \$26.3 million for the same quarter in 2011, a decrease of \$2.1 million. This 8% decrease was primarily due to the decrease in salary related costs as a result of the February 2011 reduction in force, partially offset by an increase in clinical trial related activities. General and administrative (G&A) expenses decreased by \$2.0 million to \$9.8 million for the first quarter of 2012 compared to \$11.8 million in the first quarter of 2011. This 17% decrease in G&A expense was primarily due to the decrease in salary related costs as a result of the February 2011 reduction in force.

The net loss applicable to common stockholders for the first quarter of 2012 was \$38.2 million, or \$0.27 per share based on 143.2 million weighted average shares outstanding, compared with a net loss applicable to common stockholders of \$41.5 million, or \$0.34 per share based on 121.1 million weighted average shares outstanding for the first quarter of 2011. The number of common shares outstanding at March 31, 2012 was 167.8 million.

Cash, cash equivalents and marketable securities were \$56.7 million at March 31, 2012 and \$3.2 million at December 31, 2011.

On May 9, 2012, the Company amended its note with The Mann Group LLC, an entity controlled by the Company's principal stockholder. The amendment extends the maturity date of the \$350.0 million loan arrangement from March 31, 2013 to July 1, 2013. The Company can continue to borrow under the amended terms of the note until June 30, 2012. During the first quarter of 2012, the Company borrowed \$6.3 million under the loan agreement and \$38.8 million remains available to borrow.

On February 8, 2012, the Company sold \$86.3 million of units in an underwritten public offering, with each unit consisting of one share of common stock and a warrant to purchase 0.6 of a share of common stock. Net proceeds from this offering, which reflects the full exercise of an over-allotment option granted to the underwriters, were approximately \$80.6 million, excluding any warrant exercises.

#### **Conference Call**

MannKind management will host a conference call to discuss these results today at 5:00 p.m. Eastern Time. To participate in the call please dial (866) 314-9013 or (617) 213-8053 and use the participant passcode: MANNKIND. To listen to the call via the Internet please visit <http://www.mannkindcorp.com>. The web site replay will be available for 14 days. A telephone replay will be accessible for approximately 14 days following completion of the call by dialing (888) 286-8010 or (617) 801-6888 and use the participant passcode: 19493198.

Presenting from the Company will be:

- Chairman and Chief Executive Officer Alfred Mann
- President and Chief Operating Officer Hakan Edstrom
- Corporate Vice President and Chief Financial Officer Matthew Pfeffer

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## **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 lead product candidate, AFREZZA®, is in late stage clinical investigation for the treatment of adults with type 1 or type 2 diabetes for the control of hyperglycemia.

MannKind maintains a website at <http://www.mannkindcorp.com> to which MannKind regularly posts copies of its press releases as well as additional information about MannKind. Interested persons can subscribe on the MannKind website to e-mail alerts that are sent automatically when MannKind issues press releases, files its reports with the Securities and Exchange Commission or posts certain other information to the website.

## **Forward-Looking Statements**

This press release contains forward-looking statements, including statements related to MannKind's proposed public offering of common stock, that involve risks and uncertainties. Words such as "believes", "anticipates", "plans", "expects", "intends", "will", "goal", "potential" and similar expressions are intended to identify forward-looking statements. These forward-looking statements are based upon MannKind's current expectations. 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 associated with market conditions and the satisfaction of customary closing conditions related to the proposed offering, the progress, timing and results of clinical trials, difficulties or delays in seeking or obtaining regulatory approval, the manufacture of AFREZZA, competition from other pharmaceutical or biotechnology companies, MannKind's ability to enter into any collaborations or strategic partnerships, intellectual property matters, stock price volatility and other risks detailed in MannKind's filings with the Securities and Exchange Commission, including its Annual Report on Form 10-K for the year ended December 31, 2011 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 press release.

(Tables to follow)

**MannKind Corporation**  
**(A Development Stage Company)**  
**Condensed Consolidated Statements of Operations**  
**(Unaudited)**

(In thousands, except per share amounts)

	Three months ended March 31,		Cumulative period from February 14, 1991 (date of inception) to December 31, 2012
	2012	2011	
Revenue	\$ —	\$ 50	\$ 3,131
Operating expenses:			
Research and development	24,156	26,289	1,390,207
General and administrative	9,777	11,762	390,008
In-process research and development costs	—	—	19,726
Goodwill impairment	—	—	151,428
Total operating expenses	<u>33,933</u>	<u>38,051</u>	<u>1,951,369</u>
Loss from operations	(33,933)	(38,001)	(1,948,238)
Other income (expense)	1,382	1,350	306
Interest expense on note payable to principal stockholder	(3,048)	(2,476)	(31,382)
Interest expense on senior convertible notes	(2,575)	(2,413)	(31,369)
Interest income	1	15	36,990
Loss before provision for income taxes	(38,173)	(41,525)	(1,973,693)
Income taxes	—	—	(26)
Net loss	(38,173)	(41,525)	(1,973,719)
Deemed dividend related to beneficial conversion feature of convertible preferred stock	—	—	(22,260)
Accretion on redeemable preferred stock	—	—	(952)
Net loss applicable to common stockholders	<u>\$ (38,173)</u>	<u>\$ (41,525)</u>	<u>\$ (1,996,931)</u>
Net loss per share applicable to common stockholders — basic and diluted	<u>\$ (0.27)</u>	<u>\$ (0.34)</u>	
Shares used to compute basic and diluted net loss per share applicable to common stockholders	<u>143,154</u>	<u>121,057</u>	

**MannKind Corporation**  
**(A Development Stage Company)**  
**Condensed Consolidated Balance Sheet**  
**(Unaudited)**  
(in thousands)

	<u>March 31, 2012</u>	<u>December 31, 2011</u>
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 56,355	\$ 2,681
Marketable securities	350	515
State research and development credit exchange receivable — current	—	—
Prepaid expenses and other current assets	3,004	2,625
Total current assets	59,709	5,821
Property and equipment — net	190,916	193,029
State research and development credit exchange receivable — net of current portion	565	473
Other assets	230	230
<b>Total</b>	<b>\$ 251,420</b>	<b>\$ 199,553</b>
<b>Liabilities and Stockholders' Deficit</b>		
Current liabilities	\$ 34,407	\$ 25,360
Senior convertible notes	210,946	210,642
Note payable to principal stockholder	283,453	277,203
Stockholders' deficit	(277,386)	(313,652)
<b>Total</b>	<b>\$ 251,420</b>	<b>\$ 199,553</b>