

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

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

MannKind Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State of Incorporation)

13-3607736
(I.R.S. Employer Identification No.)

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

2004 Equity Incentive Plan
(Full title of the plans)

Alfred E. Mann
Chief Executive Officer and Chairman
MannKind Corporation
28903 North Avenue Paine
Valencia, California 91355
(661) 775-5300

(Name, and address of agent for service) (Telephone number, including area code, of agent for service)

Copies to:

David Thomson, Esq.
MannKind Corporation
28903 North Avenue Paine
Valencia, California 91355
(661) 775-5300

Lynda Kay Chandler, Esq.
Cooley LLP
4401 Eastgate Mall
San Diego, California 92121
(858) 550-6000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of each Class of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
Common Stock issuable under the 2004 Equity Incentive Plan (par value \$0.01 per share)	10,000,000 shares	\$2.22	\$22,200,000.00	\$2,544.12

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended, or the Act, this Registration Statement shall also cover any additional shares of our Common Stock that may become issuable under the 2004 Equity Incentive Plan, as amended, or 2004 EIP, by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of outstanding shares of our Common Stock.
- (2) This estimate is made pursuant to Rule 457(c) and Rule 457(h)(1) of the Act solely for purposes of calculating the registration fee. The price per share and aggregate offering price are based upon the average of the high and low prices of our Common Stock on June 26, 2012, as reported on The Nasdaq Global Market.

**INCORPORATION BY REFERENCE OF CONTENTS OF REGISTRATION STATEMENTS
ON FORM S-8 NO. 333-117811, NO. 333-127876, NO. 333-137332, NO. 333-149049, NO. 333-160225
and NO. 333-176409**

This Registration Statement is being filed for the purpose of increasing the number of securities of the same class as other securities for which Registration Statements of the Registrant on Form S-8 relating to the same employee benefit plan are effective. The Registrant previously registered shares of its Common Stock for issuance under the 2004 EIP, under Registration Statements on Form S-8 filed with the Securities and Exchange Commission, or SEC, on July 30, 2004 (File No. 333-117811), August 26, 2005 (File No. 333-127876), September 15, 2006 (File No. 333-137332), February 5, 2008 (File No. 333-149049), June 25, 2009 (File No. 333-160225) and August 19, 2011 (File No. 333-176409). Pursuant to General Instruction E to Form S-8, this Registration Statement hereby incorporates by reference the contents of the Registration Statements referenced above.

Item 8. Exhibits.

**Exhibit
Number**

- | | |
|------|---|
| 4.1 | Amended and Restated Certificate of Incorporation. (1) |
| 4.2 | Certificate of Amendment of Amended and Restated Certificate of Incorporation. (2) |
| 4.3 | Certificate of Amendment of Amended and Restated Certificate of Incorporation. (3) |
| 4.4 | Certificate of Amendment of Amended and Restated Certificate of Incorporation. (4) |
| 4.5 | Certificate of Amendment of Amended and Restated Certificate of Incorporation. (5) |
| 4.6 | Amended and Restated Bylaws. (6) |
| 4.7 | Form of Common Stock Certificate. (1) |
| 5.1 | Opinion of Cooley LLP. |
| 23.1 | Consent of Independent Registered Public Accounting Firm. |
| 23.2 | Consent of Cooley LLP is contained in Exhibit 5.1 to this Registration Statement. |
| 24.1 | Power of Attorney is contained on the signature pages of this Registration Statement. |
| 99.1 | MannKind Corporation 2004 Equity Incentive Plan, as amended. (5) |
| 99.2 | Form of Stock Option Agreement under the MannKind Corporation 2004 Equity Incentive Plan, as amended. (1) |
| 99.3 | Form of Phantom Stock Award Agreement under the 2004 Equity Incentive Plan, as amended. (7) |

-
- (1) Filed as an exhibit to our Registration Statement on Form S-1 (File No. 333-115020) as amended, originally filed with the SEC on April 30, 2004, and incorporated herein by reference.
- (2) Filed as an exhibit to our Quarterly Report on Form 10-Q (File No. 000-50865) for the quarter ended June 30, 2007, and incorporated herein by reference.
- (3) Filed as an exhibit to our Quarterly Report on Form 10-Q (File No. 000-50865) for the quarter ended June 30, 2010, and incorporated herein by reference.
- (4) Filed as an exhibit to our Quarterly Report on Form 10-Q (File No. 000-50865) for the quarter ended June 30, 2011, and incorporated herein by reference.
- (5) Filed as an exhibit to our Current Report on Form 8-K (File No. 000-50865) as originally filed on May 22, 2012, and incorporated herein by reference.

-
- (6) Filed as an exhibit to our Current Report on Form 8-K (File No. 000-50865) as originally filed on November 19, 2007, and incorporated herein by reference.
 - (7) Filed as an exhibit to our Current Report on Form 8-K (File No. 000-50865) as originally filed on December 14, 2005, and incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Valencia, State of California on June 29, 2012.

MANKIND CORPORATION

By: /s/ Alfred E. Mann

Alfred E. Mann
Chairman of the Board of Directors and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Hakan S. Edstrom, Matthew J. Pfeffer and David Thomson, and each of them, as his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the SEC, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Act, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Alfred E. Mann</u> Alfred E. Mann	Chief Executive Officer and Chairman of the Board of Directors <i>(Principal Executive Officer)</i>	June 29, 2012
<u>/s/ Hakan S. Edstrom</u> Hakan S. Edstrom	President, Chief Operating Officer and Director	June 29, 2012
<u>/s/ Matthew J. Pfeffer</u> Matthew J. Pfeffer	Corporate Vice President and Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	June 29, 2012
<u>/s/ A. E. Cohen</u> A. E. Cohen	Director	June 29, 2012
<u>/s/ Ronald J. Consiglio</u> Ronald J. Consiglio	Director	June 29, 2012

/s/ Michael Friedman, M.D.
Michael Friedman, M.D.

Director

June 29, 2012

/s/ Kent Kresa
Kent Kresa

Director

June 29, 2012

/s/ David H. MacCallum
David H. MacCallum

Director

June 29, 2012

/s/ Henry L. Nordhoff
Henry L. Nordhoff

Director

June 29, 2012

EXHIBIT INDEX

Exhibit Number

4.1	Amended and Restated Certificate of Incorporation. (1)
4.2	Certificate of Amendment of Amended and Restated Certificate of Incorporation. (2)
4.3	Certificate of Amendment of Amended and Restated Certificate of Incorporation. (3)
4.4	Certificate of Amendment of Amended and Restated Certificate of Incorporation. (4)
4.5	Certificate of Amendment of Amended and Restated Certificate of Incorporation. (5)
4.6	Amended and Restated Bylaws. (6)
4.7	Form of Common Stock Certificate. (1)
5.1	Opinion of Cooley LLP.
23.1	Consent of Independent Registered Public Accounting Firm.
23.2	Consent of Cooley LLP is contained in Exhibit 5.1 to this Registration Statement.
24.1	Power of Attorney is contained on the signature pages of this Registration Statement.
99.1	MannKind Corporation 2004 Equity Incentive Plan, as amended. (5)
99.2	Form of Stock Option Agreement under the MannKind Corporation 2004 Equity Incentive Plan, as amended. (1)
99.3	Form of Phantom Stock Award Agreement under the 2004 Equity Incentive Plan, as amended. (7)

-
- (1) Filed as an exhibit to our Registration Statement on Form S-1 (File No. 333-115020) as amended, originally filed with the SEC on April 30, 2004, and incorporated herein by reference.
 - (2) Filed as an exhibit to our Quarterly Report on Form 10-Q (File No. 000-50865) for the quarter ended June 30, 2007, and incorporated herein by reference.
 - (3) Filed as an exhibit to our Quarterly Report on Form 10-Q (File No. 000-50865) for the quarter ended June 30, 2010, and incorporated herein by reference.
 - (4) Filed as an exhibit to our Quarterly Report on Form 10-Q (File No. 000-50865) for the quarter ended June 30, 2011, and incorporated herein by reference.
 - (5) Filed as an exhibit to our Current Report on Form 8-K (File No. 000-50865) as originally filed on May 22, 2012, and incorporated herein by reference.
 - (6) Filed as an exhibit to our Current Report on Form 8-K (File No. 000-50865) as originally filed on November 19, 2007, and incorporated herein by reference.
 - (7) Filed as an exhibit to our Current Report on Form 8-K (File No. 000-50865) as originally filed on December 14, 2005, and incorporated herein by reference.

L. Kay Chandler
T: +1 858 550 6014
kchandler@cooley.com

June 29, 2012

MannKind Corporation
28903 North Avenue Paine
Valencia, California 91355

Ladies and Gentlemen:

You have requested our opinion with respect to certain matters in connection with the filing by MannKind Corporation (the "Company") of a Registration Statement on Form S-8 (the "Registration Statement") with the Securities and Exchange Commission, covering the offering of up to 10,000,000 shares of the Company's Common Stock, \$.01 par value (the "Shares"), pursuant to the Company's 2004 Equity Incentive Plan (the "Plan").

In connection with this opinion, we have examined and relied upon the Registration Statement and related prospectus, the Plan, the Company's Amended and Restated Certificate of Incorporation, as amended, its Amended and Restated Bylaws and the originals or copies certified to our satisfaction of such records, documents, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware.

We have assumed the genuineness and authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies thereof and the due execution and delivery of all documents where due execution and delivery are a prerequisite to the effectiveness thereof.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with the Plan, the Registration Statement and related Prospectus, will be validly issued, fully paid and nonassessable (except as to shares issued pursuant to certain deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

We consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,

Cooley LLP

By: /s/ L. Kay Chandler
L. Kay Chandler

4401 EASTGATE MALL, SAN DIEGO, CA 92121 T: (858) 550-6000 F: (858) 550-6420 WWW.COOLEY.COM

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated March 15, 2012, relating to the consolidated financial statements of MannKind Corporation (which report expresses an unqualified opinion and includes an explanatory paragraph relating to the Company's ability to continue as a going concern), and the effectiveness of MannKind Corporation's internal control over financial reporting, appearing in the Annual Report on Form 10-K of MannKind Corporation for the year ended December 31, 2011.

/s/ DELOITTE & TOUCHE LLP

Los Angeles, California

June 29, 2012