

**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): August 21, 2026

MannKind Corporation
(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

000-50865
(Commission
File Number)

13-3607736
(IRS Employer
Identification No.)

1 Casper Street
Danbury, Connecticut
(Address of Principal Executive Offices)

06810
(Zip Code)

Registrant's Telephone Number, Including Area Code: (818) 661-5000

N/A
(Former Name or Former Address, if Changed Since Last Report)

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:

- ☐ 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	MNKD	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 8.01 Other Events.

On August 21, 2026, MannKind Corporation (the “Company”) filed a prospectus supplement to its automatic shelf registration statement on Form S-3 (Registration No. 333-285286) with the Securities and Exchange Commission. This Current Report on Form 8-K is being filed for the purpose of filing the opinion of Cooley LLP relating to the legality of the issuance and sale of the shares of common stock of the Company set forth in the prospectus supplement, which opinion is filed as Exhibit 5.1 hereto.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
5.1	Opinion of Cooley LLP
23.1	Consent of Cooley LLP (included in Exhibit 5.1)
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURES

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.

MannKind Corporation

Date: August 21, 2026

By: /s/ David Thomson

David Thomson, Ph.D., J.D.

Executive Vice President, General Counsel and Secretary



Asa M. Henin
+1 858 550 6104
ahenin@cooley.com

August 21, 2026

MannKind Corporation
1 Casper Street
Danbury, CT 06810

Ladies and Gentlemen:

We have acted as counsel to MannKind Corporation, a Delaware corporation (the “**Company**”), in connection with the registration for resale by the selling stockholders named in the Prospectus (defined below) of up to 12,853,470 shares of the Company’s common stock, \$0.01 par value per share (“**Common Stock**”), consisting of (i) 10,440,838 shares of Common Stock (the “**Shares**”) currently outstanding and (ii) up to 2,412,632 shares of Common Stock (the “**Warrant Shares**”) issuable upon the exercise of pre-funded warrants to purchase shares of Common Stock (the “**Warrants**”). The resale of the Shares and the Warrant Shares is being registered on a registration statement on Form S-3 under the Securities Act of 1933, as amended (the “**Securities Act**”), filed with the Securities and Exchange Commission (the “**Commission**”) on February 26, 2025 (Registration No. 333-285286) (the “**Registration Statement**”), a base prospectus, dated February 26, 2025, included in the Registration Statement at the time it became effective (the “**Base Prospectus**”), and a prospectus supplement to the Base Prospectus, dated August 21, 2026, filed with the Commission pursuant to Rule 424(b) under the Act (together with the Base Prospectus, the “**Prospectus**”). The Shares and the Warrants were issued by the Company pursuant to that certain Securities Purchase Agreement (the “**Agreement**”) dated July 23, 2026.

In connection with this opinion, we have examined and relied upon the Registration Statement, the Prospectus, the Agreement, the Warrants, the Company’s certificate of incorporation and bylaws, each as currently in effect, and such other records, documents, opinions, certificates, memoranda and instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies, the accuracy, completeness and authenticity of certificates of public officials and the due authorization, execution and delivery of all documents by all persons other than the Company. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently verified such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

With respect to the Warrant Shares, we express no opinion to the extent that future issuances of securities of the Company, adjustments to outstanding securities of the Company or other matters cause the Warrants to be exercisable for more shares of Common Stock than the number available for issuance by the Company or that the consideration paid upon exercise of the Warrants is below the par value per share of the Common Stock.

On the basis of the foregoing, and in reliance thereon, and subject to the assumption, qualifications, limitations and exceptions set forth herein, we are of the opinion that (i) the Shares are validly issued, fully paid and nonassessable, and (ii) the Warrant Shares, when issued and paid for in accordance with the terms of the Warrants, will be validly issued, fully paid and nonassessable.

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August 21, 2026
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Our opinion is limited to the matters expressly set forth in this letter, and no opinion has been or should be implied, or may be inferred, beyond the matters expressly stated. This opinion speaks only as to law and facts in effect or existing as of the date hereof, and we have no obligation or responsibility to update or supplement this letter to reflect any facts or circumstances that may hereafter come to our attention or any changes in law that may hereafter occur.

We hereby consent to the reference to our firm under the caption “Legal Matters” in the Prospectus and to the filing of this opinion as an exhibit to a Current Report on Form 8-K to be filed with the Commission for incorporation by reference into the Registration Statement. In giving such consents, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

Very truly yours,

COOLEY LLP

By: /s/ Asa M. Henin
Asa M. Henin