

**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): May 25, 2023

MannKind Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

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

- 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))

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.

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 | MNKD | The Nasdaq Stock Market LLC |

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(e)

As described under Item 5.07 below, at our 2023 Annual Meeting of Stockholders (the “Annual Meeting”) held on May 25, 2023, our stockholders, upon the recommendation of our Board of Directors (the “Board”), approved an amendment to the MannKind Corporation 2018 Equity Incentive Plan to increase the number of shares authorized for issuance thereunder by 25,000,000 shares (the “2018 Plan Amendment”). The 2018 Plan Amendment became effective on May 25, 2023 upon the approval of the stockholders at the Annual Meeting. A description of the 2018 Plan Amendment is set forth under the heading “Description of the Amended EIP” contained in our Definitive Proxy Statement on [Schedule 14A](#), filed with the Securities and Exchange Commission on April 10, 2023 (the “Proxy Statement”).

In addition, at the Annual Meeting, our stockholders, upon the recommendation of the Board, approved an amendment to the MannKind Corporation 2004 Employee Stock Purchase Plan to increase the number of shares authorized for issuance thereunder by 3,000,000 shares (the “ESPP Amendment”). The ESPP Amendment became effective on May 25, 2023 upon the approval of the stockholders at the Annual Meeting. A description of the ESPP Amendment is set forth under the heading “Description of the Amended Purchase Plan” contained in the [Proxy Statement](#).

Item 5.07 Submission of Matters to a Vote of Security Holders.

The following is a brief description of each matter voted upon at the Annual Meeting, as well as the number of votes with respect to each matter.

- Our stockholders elected each of the nine individuals nominated by the Board to serve as directors until the next annual meeting of stockholders. The tabulation of votes in the election was as follows:

| <u>Nominee</u> | <u>Shares Voted For</u> | <u>Shares Withheld</u> | <u>Broker Non-Votes</u> |
|---------------------|-------------------------|------------------------|-------------------------|
| James S. Shannon | 120,466,214 | 5,375,351 | 67,839,620 |
| Michael E. Castagna | 119,010,873 | 6,830,692 | 67,839,620 |
| Ronald J. Consiglio | 118,677,433 | 7,164,132 | 67,839,620 |
| Michael A. Friedman | 119,208,993 | 6,632,572 | 67,839,620 |
| Jennifer Grancio | 119,774,463 | 6,067,102 | 67,839,620 |
| Anthony Hooper | 120,262,034 | 5,579,531 | 67,839,620 |
| Sabrina Kay | 119,780,005 | 6,061,560 | 67,839,620 |
| Kent Kresa | 117,879,629 | 7,961,936 | 67,839,620 |
| Christine Mundkur | 119,661,882 | 6,179,683 | 67,839,620 |

- Our stockholders approved an amendment to our Amended and Restated Certificate of Incorporation to increase the authorized number of shares of common stock from 400,000,000 shares to 800,000,000 shares (the “Charter Amendment”). The tabulation of votes on this matter was as follows: shares voted for: 168,287,849; shares voted against: 24,834,996; shares abstaining: 558,340; and broker non-votes: 0.

On May 25, 2023, we filed the Charter Amendment with the Secretary of State of the State of Delaware. A copy of the Charter Amendment is filed as Exhibit 3.1 to this report.

- Our stockholders authorized an adjournment of the Annual Meeting, if necessary, to solicit additional proxies if there were not sufficient votes in favor of the Charter Amendment. The tabulation of votes on this matter was as follows: shares voted for: 155,281,118; shares voted against: 37,609,890; shares abstaining: 790,177; and broker non-votes: 0.
- Our stockholders approved the 2018 Plan Amendment. The tabulation of votes on this matter was as follows: shares voted for: 110,055,028; shares voted against: 14,963,771; shares abstaining: 822,766; and broker non-votes: 67,839,620.

- Our stockholders approved the ESPP Amendment. The tabulation of votes on this matter was as follows: shares voted for: 115,262,477; shares voted against: 10,057,132; shares abstaining: 521,956; and broker non-votes: 67,839,620.
- Our stockholders approved, on an advisory basis, the compensation of our named executive officers, as disclosed in the Proxy Statement. The tabulation of votes on this matter was as follows: shares voted for: 113,431,647; shares voted against: 11,361,302; shares abstaining: 1,048,616; and broker non-votes: 67,839,620.
- Our stockholders indicated, on an advisory basis, the preferred frequency of stockholder advisory votes on the compensation of our named executive officers. The tabulation of votes on this matter was as follows: shares voted for one year: 119,905,166; shares voted for two years: 1,364,424; shares voted for three years: 3,349,206; shares abstaining: 1,222,769; and broker non-votes: 0.

In light of this result, we have decided to continue to hold a non-binding advisory vote on executive compensation on an annual basis until the next advisory vote on the frequency of non-binding votes on executive compensation.

- Our stockholders ratified the selection of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2023. The tabulation of votes on this matter was as follows: shares voted for: 189,746,603; shares voted against: 3,117,234; shares abstaining: 817,348; and broker non-votes: 0.

Item 9.01 Financial Statements and Exhibits.

(d)

| <u>Exhibit Number</u> | <u>Description</u> |
|-----------------------|-----------------------------------------------------------------------------------------------|
| 3.1 | Certificate of Amendment of Amended and Restated Certificate of Incorporation |
| 104 | The cover page of this report has been formatted in Inline XBRL. |

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

Dated: May 30, 2023

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

**CERTIFICATE OF AMENDMENT OF
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
MANNKIND CORPORATION**

MANNKIND CORPORATION, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "**Corporation**"), does hereby certify:

FIRST: The original name of the Corporation was Pharmaceutical Discovery Corporation and the date of filing of the Corporation's original Certificate of Incorporation with the Secretary of State of the State of Delaware was February 14, 1991.

SECOND: The Board of Directors of the Corporation (the "**Board**"), acting in accordance with the provisions of Sections 141 and 242 of the General Corporation Law of the State of Delaware (the "**DGCL**"), adopted resolutions amending its Amended and Restated Certificate of Incorporation, as amended (the "**Restated Certificate**"), as follows:

The first paragraph of Paragraph A of Article IV of the Restated Certificate is hereby amended and restated to read in its entirety as follows:

"A. This Corporation is authorized to issue two classes of stock to be designated, respectively, "**Common Stock**" and "**Preferred Stock.**" The total number of shares which the Corporation is authorized to issue is eight hundred ten million (810,000,000) shares. Eight hundred million (800,000,000) shares shall be Common Stock, each having a par value of one cent (\$.01). Ten million (10,000,000) shares shall be Preferred Stock, each having a par value of one cent (\$.01)."

THIRD: This Certificate of Amendment has been duly adopted and approved by the stockholders of the Corporation in accordance with Sections 211 and 242 of the DGCL.

FOURTH: This Certificate of Amendment shall become effective upon filing with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, MannKind Corporation has caused this Certificate of Amendment to be signed by its Corporate Vice President, General Counsel and Secretary on May 25, 2023.

MANNKIND CORPORATION

By: /s/ David Thomson

David Thomson
Corporate Vice President,
General Counsel and Secretary