
**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): September 23, 2011

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.)

**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.)

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):

- 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 8.01 Other Events.

On September 23, 2011, we announced that we propose to offer, subject to market conditions, senior secured discount notes due 2017 (the "Notes") expected to yield gross proceeds of approximately \$370.0 million. If the offering is consummated, the net proceeds from the offering of the Notes would be used for development and operating capital, including completion of the Phase 3 clinical trials of our lead product candidate, AFREZZA, preparing for commercialization of AFREZZA, continuing the build-out of our Danbury, Connecticut manufacturing facility, ongoing research and development efforts, and general corporate purposes.

The Notes have not been registered under the Securities Act of 1933, as amended (the "Securities Act") or applicable state securities laws and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and applicable state laws. The Notes may be resold by the initial purchasers pursuant to Rule 144A and Regulation S under the Securities Act. This Current Report on Form 8-K does not constitute an offer to sell or the solicitation of an offer to buy the Notes.

We are filing the following information with the Securities and Exchange Commission for the purpose of updating certain aspects of our publicly disclosed descriptions of our business:

We have recently confirmed with the Food and Drug Administration, or the FDA, the design of two clinical studies that will evaluate the efficacy and safety of AFREZZA. The study in patients with type 1 diabetes is now underway and the study in patients with type 2 diabetes will begin shortly. Subject to the timely enrollment of patients in these studies, we currently expect to complete both of these studies during 2012 and to submit the results as an amendment to our new drug application to the FDA by early 2013.

Item 9.01 Financial Statements and Exhibits.*(d) Exhibits*

99.1 Press Release dated September 23, 2011

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/ David Thomson

Name: David Thomson, Ph.D., J.D.

Title: Corporate Vice President, General Counsel and
Secretary

Dated: September 23, 2011



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

**MannKind Announces Proposed Offering of
Senior Secured Discount Notes Due 2017**

VALENCIA, California – September 23, 2011 – MannKind Corporation (Nasdaq: MNKD) today announced that it proposes to offer, subject to market conditions, senior secured discount notes due 2017 (the “Notes”) expected to yield gross proceeds of approximately \$370.0 million.

If the offering is consummated, the net proceeds from the offering of the notes would be used for development and operating capital, including completion of the Phase 3 clinical trials of MannKind’s lead product candidate, AFREZZA, preparing for commercialization of AFREZZA, continuing the build-out of MannKind’s Danbury, Connecticut manufacturing facility, ongoing research and development efforts, and general corporate purposes.

The Notes have not been registered under the Securities Act of 1933, as amended (the “Securities Act”) or applicable state securities laws and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and applicable state laws. The Notes may be resold by the initial purchasers pursuant to Rule 144A and Regulation S under the Securities Act.

This press release does not constitute an offer to sell or a solicitation of an offer to buy any of the Notes or any other securities and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale is unlawful.

Forward-Looking Statements

This press release contains forward-looking statements, including statements related to MannKind’s proposed offering of the Notes, the anticipated terms of the Notes, the anticipated manner of the offering of the Notes and the anticipated use of proceeds from the offering of the Notes, that involve risks and uncertainties. Words such as “anticipates”, “intends”, “plans”, “proposes”, “expects”, “will”, 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 related to

whether MannKind will offer the Notes or consummate the offering of the Notes on the expected terms, or at all, market and other general economic conditions, whether MannKind will be able to satisfy the conditions required to close any sale of the Notes, the fact that MannKind's management will have broad discretion in the use of the proceeds from any sale of the Notes, 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 and stock price volatility. The foregoing list sets forth some, but not all, of the factors that could affect MannKind's ability to achieve results described in any forward-looking statements. For additional information about risks and uncertainties MannKind faces and a discussion of MannKind's financial statements and footnotes, see documents MannKind files with the Securities and Exchange Commission, including MannKind's most recent annual report on Form 10-K and quarterly report on Form 10-Q and other filings with the Securities and Exchange Commission. 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 and expressly disclaims any duty to revise or update any forward-looking statements to reflect events or circumstances after the date of this press release.