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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): February 17, 2009

**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.)

**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 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 February 17, 2009, MannKind Corporation issued a press release announcing its financial results for the fourth quarter and full year 2008. 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**

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

99.1 Press Release of MannKind Corporation dated February 17, 2009, reporting MannKind’s financial results for the fourth quarter and full year 2008.

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**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: February 17, 2009

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## EXHIBIT INDEX

Number	Description
99.1	Press Release of MannKind Corporation dated February 17, 2009, reporting MannKind's financial results for the fourth quarter and full year 2008.

**Company Contact:**

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

**MANNKIND CORPORATION REPORTS FOURTH QUARTER AND FULL  
YEAR 2008 FINANCIAL RESULTS**

**- Conference Call to Begin Today at 4:00 PM ET -**

**VALENCIA, Calif., February 17 /PRNewswire-FirstCall/ — MannKind Corporation (Nasdaq: MNKD)** today reported financial results for the fourth quarter and year ended December 31, 2008.

For the fourth quarter of 2008, total operating expenses were \$81.8 million, compared to \$79.1 million for the fourth quarter of 2007. Research and development (R&D) expenses increased by \$2.0 million to \$68.8 million for the fourth quarter of 2008 compared to the fourth quarter of 2007. This increase is primarily due to higher manufacturing costs (including clinical supplies) for AFRESA<sup>®</sup>, offset in part by lower purchased services in the associated clinical development program, and lower technology agreement costs in our oncology research programs. General and administrative (G&A) expenses increased by \$0.7 million to \$13.0 million for the fourth quarter of 2008 compared to the fourth quarter of 2007.

The net loss applicable to common stockholders for the fourth quarter of 2008 was \$83.3 million, or \$0.82 per share based on 101.8 million weighted average shares outstanding, compared with a net loss applicable to common stockholders of \$75.0 million, or \$0.75 per share based on 99.6 million weighted average shares outstanding, for the fourth quarter of 2007.

For the year ended December 31, 2008, total operating expenses were \$305.8 million, compared with \$307.4 million for 2007. R&D expenses were \$250.4 million in 2008, down \$6.4 million from 2007, primarily related to lower technology agreement costs in our oncology research programs and decreased clinical development program expenses, which were offset by increases in manufacturing costs (including clinical supplies) for

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AFRESA and associated clinical development program expenses. G&A expenses increased by \$4.8 million to \$55.3 million for 2008 as compared to 2007 primarily due to salaries and stock compensation expenses. The total number of employees decreased from 609 at the end of 2007 to 580 at the end of 2008.

The net loss applicable to common stockholders for 2008 was \$303.0 million, or \$2.98 per share based on 101.6 million weighted average shares outstanding, compared with a net loss applicable to common stockholders of \$293.2 million, or \$3.66 per share based on 80.0 million weighted averages shares outstanding for 2007. The number of common shares outstanding at December 31, 2008 was 102,008,096.

Cash, cash equivalents and marketable securities were \$46.5 million at December 31, 2008, \$95.2 million at September 30, 2008, and \$368.3 million at December 31, 2007. Currently, the Company has additional financial resources of \$320.0 million available under the loan arrangement with our principal stockholder.

“Our NDA for AFRESA is now almost finished,” stated Alfred Mann, Chairman and Chief Executive Officer. “Little more than the hyperlinking of the electronic submission remains to be completed. Our clinical, regulatory and CMC teams have done an extraordinary job assembling a comprehensive document that describes the robust safety and efficacy data that we have collected for AFRESA. The extensive clinical program that we conducted has provided evidence that AFRESA consistently decreases A1C levels and additionally offers marked benefits for patients in terms of post-prandial glucose control, fasting glucose control, weight loss and hypoglycemia. Moreover, the studies indicate that AFRESA achieves these clinical benefits without any adverse effects on pulmonary function. We look forward to the year ahead as we transition from the development of AFRESA into commercial readiness.”

#### Conference Call

MannKind management will host a conference call to discuss these results today at 4:00 PM ET. To participate in the call, please dial (888) 677-5721 or (210) 839-8507. 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 (800) 756-2759 or (402) 998-0791.

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
- Corporate Vice President and Chief Scientific Officer Peter Richardson

#### 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

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cancer. Its pipeline includes AFRESA, which has completed Phase 3 clinical trials, and MKC253, which is currently in Phase 1 clinical trials. Both of these investigational products are being evaluated for their safety and efficacy in the treatment of diabetes. MannKind maintains a website at <http://www.mannkindcorp.com> to which MannKind regularly posts copies of its press release as well as additional information about MannKind. Interested persons can subscribe on the MannKind website to email alerts that are sent automatically when MannKind issues press releases, files its reports with the SEC or posts certain other information to the website.

#### Forward-Looking Statements

This press release contains forward-looking statements, including statements related to differentiating AFRESA from other insulins. Words such as “believes,” “anticipates,” “plans,” “expects,” “intend,” “will,” “goal,” “potential” and similar expressions are intended to identify forward-looking statements. These forward-looking statements are based upon MannKind’s current expectations and involve risks and uncertainties. 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 the progress, timing and results of clinical trials, difficulties or delays in seeking or obtaining regulatory approval, and other risks detailed in MannKind’s filings with the Securities and Exchange Commission, including the Annual Report on Form 10-K for the year ended December 31, 2007 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)

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**MannKind Corporation**  
**(A Development Stage Company)**  
**Condensed Statements of Operations**  
**(Unaudited)**  
(In thousands, except per share amounts)

	Three months ended December 31,		Twelve months ended December 31,		Cumulative period from February 14, 1991 (date of inception) to December 31, 2008
	2008	2007	2008	2007	
Revenue	\$ —	\$ —	\$ 20	\$ 10	\$ 2,988
Operating expenses:					
Research and development	68,777	66,751	250,442	256,844	997,482
General and administrative	12,978	12,316	55,343	50,523	245,842
In-process research and development costs	—	—	—	—	19,726
Goodwill impairment	—	—	—	—	151,428
Total operating expenses	<u>81,755</u>	<u>79,067</u>	<u>305,785</u>	<u>307,367</u>	<u>1,414,478</u>
Loss from operations	(81,755)	(79,067)	(305,765)	(307,357)	(1,411,490)
Other expense	(55)	(355)	(62)	(197)	(1,943)
Interest expense on note payable to principal stockholder	(12)	—	(12)	—	(1,523)
Interest expense on senior convertible notes	(1,742)	(584)	(2,327)	(3,408)	(5,957)
Interest income	271	4,996	5,129	17,775	36,861
Loss before provision for income taxes	<u>(83,293)</u>	<u>(75,010)</u>	<u>(303,037)</u>	<u>(293,187)</u>	<u>(1,384,052)</u>
Income taxes	(2)	(3)	(2)	(3)	(26)
Net loss	<u>(83,295)</u>	<u>(75,013)</u>	<u>(303,039)</u>	<u>(293,190)</u>	<u>(1,384,078)</u>
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>\$ (83,295)</u>	<u>\$ (75,013)</u>	<u>\$ (303,039)</u>	<u>\$ (293,190)</u>	<u>\$ (1,407,290)</u>
Net loss per share applicable to common stockholders — basic and diluted	<u>\$ (0.82)</u>	<u>\$ (0.75)</u>	<u>\$ (2.98)</u>	<u>\$ (3.66)</u>	
Shares used to compute basic and diluted net loss per share applicable to common stockholders	<u>101,758</u>	<u>99,605</u>	<u>101,561</u>	<u>80,038</u>	



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

	<u>December 31, 2008</u>	<u>December 31, 2007</u>
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 27,648	\$ 368,285
Marketable securities	18,844	—
State research and development credit exchange receivable — current	1,500	831
Prepaid expenses and other current assets	5,983	9,596
Total current assets	<u>53,975</u>	<u>378,712</u>
Property and equipment — net	226,436	162,683
State research and development credit exchange receivable — net of current portion	1,500	1,500
Other assets	548	548
Total	<u>\$ 282,459</u>	<u>\$ 543,443</u>
<b>Liabilities and Stockholders' Equity</b>		
Current liabilities	\$ 53,472	\$ 67,558
Senior convertible notes	112,253	111,761
Note payable to principal stockholder	30,000	—
Other liabilities	—	24
Stockholders' equity	<u>86,734</u>	<u>364,100</u>
Total	<u>\$ 282,459</u>	<u>\$ 543,443</u>

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