

MANNKIND CORP  
Form DEFA14A  
April 22, 2011

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to § 240.14a-12

**MannKind Corporation**

(Name of Registrant as Specified In Its Charter)

N/A

(Name of Person(s) Filing Proxy Statement if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box)

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1. Title of each class of securities to which transaction applies:
2. Aggregate number of securities to which transaction applies:
3. Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):
4. Proposed maximum aggregate value of transaction:
5. Total fee paid:
  - Fee paid previously with preliminary materials.
  - Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
6. Amount Previously Paid:
7. Form, Schedule or Registration Statement No.:
8. Filing Party:
9. Date Filed:



**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders to be held on June 2, 2011, for MannKind Corporation**

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting. To view the proxy statement and annual report, go to [www.proxydocs.com/mnkd](http://www.proxydocs.com/mnkd). To submit your proxy while visiting this site, you will need the 12 digit control number in the box below.

Under new United States Securities and Exchange Commission rules, proxy materials do not have to be delivered in paper. Proxy materials can be distributed by making them available on the Internet. We have chosen to use these procedures for our 2011 Annual Meeting and need YOUR participation.

*If you want to receive a paper or e-mail copy of the proxy materials, you must request one. There is no charge to you for requesting a copy. In order to receive a paper package in time for this year's annual meeting, please make this request on or before May 20, 2011.*

**For a Convenient Way to VIEW Proxy Materials and**

**VOTE Online go to: [www.proxydocs.com/mnkd](http://www.proxydocs.com/mnkd)**

**Proxy Materials Available to View or Receive:**

**1. Proxy Statement 2. Annual Report**

Printed materials may be requested by one of the following methods:

**INTERNET**

**[www.investorelections.com/mnkd](http://www.investorelections.com/mnkd)**

**TELEPHONE**

**(866) 648-8133**

**\*E-MAIL**

**[paper@investorelections.com](mailto:paper@investorelections.com)**

**You must use the 12 digit control number located in the shaded gray box below.**

\* If requesting material by e-mail, please send a blank e-mail with the 12 digit control number (located below) in the subject line. No other requests, instructions or other inquiries should be included with your e-mail requesting materials.

ACCOUNT NO.

SHARES

**MannKind Corporation Notice of Annual Meeting**

Date: Thursday, June 2, 2011  
Time: 10:00 A.M. PDT  
Place: MannKind Corporation, 28903 North Avenue Paine, Valencia, California 91355

The purpose of the Annual Meeting is to take action on the following proposals:

1. Election of Directors Nominees

01 Alfred E. Mann	04 Ronald Consiglio	07 David H. MacCallum
02 Hakan S. Edstrom	05 Michael Friedman	08 Henry L. Nordhoff
03 Abraham E. Cohen	06 Kent Kresa	09 James S. Shannon

2. To approve an amendment to Mannkind's Amended and Restated Certificate of Incorporation to increase the authorized number of shares of common stock from 200,000,000 shares to 250,000,000 shares;

3. To approve an amendment to MannKind's 2004 Equity Incentive Plan;

4. To approve, on an advisory basis, the compensation of the named executive officers of Mannkind, as disclosed in Mannkind's proxy statement for the Annual Meeting;

5. To indicate, on an advisory basis, the preferred frequency of stockholder advisory vote on the compensation of the named executive officers of Mannkind;

6. To ratify the selection by the Audit Committee of the Board of Directors of Deloitte & Touche LLP as independent registered public accounting firm of Mannkind for its fiscal year ending December 31, 2011.

**The Board of Directors recommends that you vote FOR all nominees in proposal 1, FOR proposals 2, 3, 4 and 6 and for the selection 1 YEAR on proposal 5.**

Should you require directions to the annual meeting, please call (661) 775-5300.

**Vote In Person Instructions:** While we encourage stockholders to vote by the means indicated above, a stockholder is entitled to vote in person at the annual meeting. Additionally, a stockholder who has submitted a proxy before the meeting, may revoke that proxy in person at the annual meeting.