

MANNKIND CORP  
Form 8-K  
September 23, 2011

**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.)

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**28903 North Avenue Paine**  
**Valencia, California**  
(Address of principal executive offices)  
**Registrant's telephone number, including area code: (661) 775-5300**

**91355**  
(Zip Code)

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))

**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.

**MANNKIND CORPORATION**

By: /s/ David Thomson

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

Title: Corporate Vice President, General Counsel  
and Secretary

Dated: September 23, 2011