

MANNKIND CORP  
Form 8-K  
December 15, 2015

**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): December 15, 2015**

**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.)**

**25134 Rye Canyon Loop, Suite 300**

**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. 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))

**Item 8.01 Other Events.**

On December 15, 2015, MannKind Corporation filed a prospectus supplement to its effective shelf registration statement on Form S-3 (Registration No. 333- 206778) filed with the Securities and Exchange Commission. This Current Report is being filed solely for the purpose of filing the opinion of Cooley LLP relating to the legality of the issuance and sale of the shares set forth in the prospectus supplement, which opinion is attached as Exhibit 5.1 hereto.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

| <b>Exhibit No.</b> | <b>Description</b>                               |
|--------------------|--|
| 5.1                | Opinion of Cooley LLP.                           |
| 23.1               | Consent of Cooley LLP (included in Exhibit 5.1). |

**SIGNATURES**

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.

Date: December 15, 2015

**MANNKIND CORPORATION**

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

**EXHIBIT INDEX**

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