

MANNKIND CORP  
Form S-3MEF  
December 07, 2006

As filed with the Securities and Exchange Commission on December 7, 2006  
Registration No. 333-

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM S-3  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

MANNKIND CORPORATION  
(Exact name of Registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**13-3607736**  
(I.R.S. Employer  
Identification Number)

**28903 North Avenue Paine  
Valencia, CA 91355  
(661) 775-5300**

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

**Alfred E. Mann  
Chief Executive Officer and Chairman  
MannKind Corporation  
28903 North Avenue Paine, Valencia, CA 91355  
(661) 775-5300**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies to:*

**David Thomson, Esq.  
MannKind Corporation  
28903 North Avenue Paine  
Valencia, CA 91355  
(661) 775-5300**

**D. Bradley Peck, Esq.  
Cooley Godward Kronish LLP  
4401 Eastgate Mall  
San Diego, CA 92121-1909  
(858) 550-6000**

**Approximate date of commencement of proposed sale to the public:**

From time to time after the effective date of this Registration Statement, as determined by Registrant.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box:

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended (the Securities Act), other than securities offered only in connection with dividend or interest reinvestment plans, check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective

registration statement for the same offering:  333-138373

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering:

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If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Securities and Exchange Commission pursuant to Rule 462(e) under the Securities Act, check the following box:

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box:

**CALCULATION OF REGISTRATION FEE**

<b>Title of Each Class of Securities to Be Registered (1)</b>	<b>Proposed Maximum Aggregate Offering Price (2)</b>	<b>Amount of Registration Fee (3)</b>
Common Stock, par value \$0.01 per share		
Warrants		
Debt Securities		
Total	\$ 15,660,000	\$ 1,675.62

(1) There are being registered hereunder such indeterminate number of shares of common stock, such indeterminate number of warrants to purchase common stock or debt securities, and such indeterminate principal amount of debt securities as shall have an aggregate initial offering price not to exceed \$15,660,000. If any debt securities are issued at an original issued

discount, then the offering price of such debt securities shall be in such greater principal amount as shall result in an aggregate initial offering price not to exceed \$15,660,000, less the aggregate dollar amount of all securities previously issued hereunder. Any securities registered hereunder may be sold separately or as units with other securities registered hereunder. The securities registered also include such indeterminate amounts and numbers of common stock and debt securities as may be issued upon conversion of or exchange for debt securities that provide for conversion or exchange, upon exercise of warrants or pursuant to the antidilution provisions of any such

securities.

- (2) The proposed maximum aggregate offering price per class of security will be determined from time to time by the Registrant in connection with the issuance by the Registrant of the securities registered hereunder and is not specified as to each class of security pursuant to General Instruction II.D. of Form S-3 under the Securities Act.
  - (3) Calculated pursuant to Rule 457(o) under the Securities Act.
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**EXPLANATORY NOTE**

This registration statement is being filed to register an additional \$15,660,000 worth of shares of our common stock, warrants and debt securities, pursuant to Rule 462(b) of the Securities Act of 1933, as amended. In accordance with Rule 462(b), this registration statement incorporates by reference the contents of our registration statement on Form S-3 (File No. 333-138373) which was declared effective on November 7, 2006, including all amendments, supplements and exhibits thereto and all information incorporated by reference therein, other than the exhibits included herein.

The required opinions and consents are listed on the Exhibit Index attached to and filed with this registration statement.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Valencia, State of California, on December 6, 2006.

**MANNKIND CORPORATION**

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

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signatures</b>	<b>Title</b>	<b>Date</b>
/s/ * Alfred E. Mann	Chief Executive Officer and Chairman of the Board of Directors ( <i>Principal Executive Officer</i> )	December 6, 2006
/s/ * Hakan S. Edstrom	President, Chief Operating Officer and Director	December 6, 2006
/s/ * Richard L. Anderson	Corporate Vice President and Chief Financial Officer ( <i>Principal Financial and Accounting Officer</i> )	December 6, 2006
/s/ * Kathleen Connell, Ph.D.	Director	December 6, 2006
/s/ * Ronald J. Consiglio	Director	December 6, 2006
/s/ * Llew Keltner M.D., Ph.D.	Director	December 6, 2006
/s/ * Michael Friedman, M.D.	Director	December 6, 2006
/s/ * 	Director	December 6, 2006



Kent Kresa

/s/ \* Director December 6, 2006

Henry L. Nordoff

/s/ \* Director December 6, 2006

David H. MacCallum

**\*By:** /s/ David  
Thomson  
David Thomson,  
Ph.D., J.D.  
Attorney-in-fact

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**INDEX TO EXHIBITS**

<b>Exhibit Number</b>	<b>Description of Document</b>
5.1	Opinion of Cooley Godward Kronish LLP.
23.1	Consent of Cooley Godward Kronish LLP (included as Exhibit 5.1 to this filing).
23.2	Consent of Independent Registered Public Accounting Firm.
24.1	Power of Attorney (1)

(1) Previously filed on the signature page to Registrant's registration statement on Form S-3 (No. 333-138373), filed with the Securities and Exchange Commission on November 2, 2006.