

MANNKIND CORP  
Form S-8  
February 05, 2008

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As filed with the Securities and Exchange Commission on February 5, 2008

Registration No. 333-\_\_\_\_\_

**SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**MannKind Corporation**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State of Incorporation)

**13-3607736**  
(I.R.S. Employer Identification No.)

**28903 North Avenue Paine  
Valencia, California 91355**  
(Address of principal executive offices)

**2004 Equity Incentive Plan**  
(Full title of the plans)

**Alfred E. Mann**  
*Chief Executive Officer and Chairman*

**MannKind Corporation  
28903 North Avenue Paine  
Valencia, California 91355  
Tel: (661) 775-5300  
Fax: (661) 775-2080**

(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, California 91355  
Tel: (661) 775-5300  
Fax: (661) 775-2080**

**D. Bradley Peck, Esq.  
Ethan E. Christensen, Esq.  
Cooley Godward Kronish llp  
4401 Eastgate Mall  
San Diego, California 92121  
Tel: (858) 550-6000  
Fax: (858) 550-6420**

**CALCULATION OF REGISTRATION FEE**

Title of each Class of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
Common Stock issuable under the 2004 Equity	5,000,000 shares	\$7.37	\$36,850,000	\$1,448.21

Incentive Plan (par value  
\$0.01 per share)

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended, or the Act, this Registration Statement shall also cover any additional shares of our Common Stock that may become issuable under the 2004 Equity Incentive Plan, or 2004 EIP, by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of outstanding shares of our Common Stock.
  
- (2) This estimate is made pursuant to Rule 457(c) and Rule 457(h)(1) of the Act solely for purposes of calculating the registration fee. The price per share and aggregate offering price are based upon the average of

the high and low  
prices of our  
Common Stock  
on January 28,  
2008, as  
reported on the  
Nasdaq Global  
Market.

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EXHIBIT 99.1

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**INCORPORATION BY REFERENCE OF CONTENTS OF REGISTRATION  
STATEMENTS ON FORM S-8 NO. 333-117811, NO. 333-127876 and NO. 333-137332**

This Registration Statement is being filed for the purpose of increasing the number of securities of the same class as other securities for which Registration Statements of the Registrant on Form S-8 relating to the same employee benefit plan are effective. The Registrant previously registered shares of its Common Stock for issuance under the 2004 EIP, under Registration Statements on Form S-8 filed with the Securities and Exchange Commission, or SEC, on July 30, 2004 (File No. 333-117811), August 26, 2005 (File No. 333-127876) and September 15, 2006 (File No. 333-137332). Pursuant to General Instruction E to Form S-8, this Registration Statement hereby incorporates by reference the contents of the Registration Statements referenced above.

**Item 8. Exhibits.**

**Exhibit  
Number**

- 4.1 Amended and Restated Certificate of Incorporation. (1)
  - 4.2 Certificate of Amendment of Amended and Restated Certificate of Incorporation. (2)
  - 4.3 Amended and Restated Bylaws. (3)
  - 4.4 Form of Common Stock Certificate. (1)
  - 5.1 Opinion of Cooley Godward Kronish llp.
  - 23.1 Consent of Independent Registered Public Accounting Firm.
  - 23.2 Consent of Cooley Godward Kronish llp is contained in Exhibit 5.1 to this Registration Statement.
  - 24.1 Power of Attorney is contained on the signature pages.
  - 99.1 MannKind Corporation 2004 Equity Incentive Plan.
  - 99.2 Form of Stock Option Agreement under the MannKind Corporation 2004 Equity Incentive Plan. (4)
  - 99.3 Form of Phantom Stock Award Agreement under the 2004 Equity Incentive Plan. (5)
- (1) Filed as an exhibit to our Registration Statement on Form S-1 (File No. 333-115020) as amended, originally filed with the Commission on April 30, 2004, and incorporated

herein by  
reference.

- (2) Filed as an exhibit to our Quarterly Report on Form 10-Q for the quarter ended June 30, 2007, and incorporated herein by reference.
  - (3) Filed as an exhibit to our Current Report on Form 8-K dated November 19, 2007, and incorporated herein by reference.
  - (4) Filed as an exhibit to our Current Report on Form 8-K dated May 31, 2006, and incorporated herein by reference.
  - (5) Filed as an exhibit to our Current Report on Form 8-K dated December 14, 2005, and incorporated herein by reference.
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**SIGNATURES**

Pursuant to the requirements of the Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 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 February 1, 2008.

**MannKind Corporation**

By: /s/ Alfred E. Mann  
Alfred E. Mann  
Chief Executive Officer and Chairman

**POWER OF ATTORNEY**

**Know All Persons By These Presents**, that each person whose signature appears below constitutes and appoints Hakan S. Edstrom, Richard L. Anderson and David Thomson, and each of them, as his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the SEC, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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Pursuant to the requirements of the Act, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Alfred E. Mann Alfred E. Mann	Chief Executive Officer and Chairman of the Board <i>(Principal Executive Officer)</i>	February 1, 2008
/s/ Hakan S. Edstrom Hakan S. Edstrom	President, Chief Operating Officer and Director	February 1, 2008
/s/ Richard L. Anderson Richard L. Anderson	Corporate Vice President and Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	February 1, 2008
/s/ A. E. Cohen A. E. Cohen	Director	February 1, 2008
/s/ Ronald Consiglio Ronald Consiglio	Director	February 1, 2008
/s/ Michael Friedman, M.D. Michael Friedman, M.D.	Director	February 1, 2008
/s/ Kent Kresa Kent Kresa	Director	February 1, 2008
/s/ David MacCallum David MacCallum	Director	February 1, 2008
/s/ Heather Hay Murren Heather Hay Murren	Director	February 1, 2008
/s/ Henry L. Nordhoff Henry L. Nordhoff	Director	February 1, 2008

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