

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Form 3 Holdings Reported.

Form 4 Transactions Reported.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number: 3235-0362

Estimated average burden

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1. Name and Address of Reporting Person* <u>Alfred E. Mann Living Trust</u>			2. Issuer Name and Ticker or Trading Symbol <u>MANKIND CORP [MNKD]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input type="checkbox"/> Other (specify below) <input type="checkbox"/>			
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <u>12/31/2017</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person			
<u>12744 SAN FERNANDO ROAD</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)						
(Street)	(City)	(State)	(Zip)						
<u>SYLMAR</u>	<u>CA</u>	<u>91342</u>							
(City)	(State)	(Zip)							

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	02/27/2017		G	14,500 ⁽¹⁾	D	\$0.00	3,654,553 ⁽¹⁾	D	
Common Stock	02/27/2017		G	811,000 ⁽¹⁾	D	\$0.00	2,843,553 ⁽¹⁾	D	
Common Stock	03/15/2017		G	69,418	D	\$0.00	2,774,135	D	
Common Stock	03/16/2017		G	5,000	D	\$0.00	2,769,135	D	
Common Stock	03/31/2017		G	80,028	D	\$0.00	2,689,107	D	
Common Stock	04/03/2017		G	300,000	D	\$0.00	2,389,107	D	
Common Stock	04/04/2017		G	195,158	D	\$0.00	2,193,949	D	
Common Stock	04/05/2017		G	188,784	D	\$0.00	2,005,165	D	
Common Stock	04/06/2017		G	233,922	D	\$0.00	1,771,243	D	
Common Stock	04/07/2017		G	600,000	D	\$0.00	1,171,243	D	
Common Stock	04/10/2017		G	250,548	D	\$0.00	920,695	D	
Common Stock	04/11/2017		G	300,000	D	\$0.00	620,695	D	
Common Stock	04/12/2017		G	160,525	D	\$0.00	460,170	D	
Common Stock	04/13/2017		G	133,332	D	\$0.00	326,838	D	
Common Stock	04/17/2017		G	142,280	D	\$0.00	184,558	D	
Common Stock	04/17/2017		G	60,011	D	\$0.00	17,870,439	I	See footnote ⁽²⁾
Common Stock	04/18/2017		G	102,537	D	\$0.00	17,767,902	I	See footnote ⁽²⁾
Common Stock	04/19/2017		G	300,000	D	\$0.00	17,467,902	I	See footnote ⁽²⁾
Common Stock	04/20/2017		G	280,300	D	\$0.00	17,187,602	I	See footnote ⁽²⁾
Common Stock	04/21/2017		G	473,727	D	\$0.00	16,713,875	I	See footnote ⁽²⁾
Common Stock	04/26/2017		G	1,000,000	D	\$0.00	15,713,875	I	See footnote ⁽²⁾
Common Stock	05/09/2017		G	1,000,000	D	\$0.00	14,713,875	I	See footnote ⁽²⁾
Common Stock	05/15/2017		G	1,000,000	D	\$0.00	13,713,875	I	See footnote ⁽²⁾

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	05/16/2017		G	1,000,000	D	\$0.00	12,713,875	I	See footnote ⁽²⁾
Common Stock	05/19/2017		G	1,000,000	D	\$0.00	11,713,875	I	See footnote ⁽²⁾
Common Stock	05/24/2017		G	1,000,000	D	\$0.00	10,713,875	I	See footnote ⁽²⁾
Common Stock	05/30/2017		G	1,000,000	D	\$0.00	9,713,875	I	See footnote ⁽²⁾
Common Stock	06/02/2017		G	1,000,000	D	\$0.00	8,713,875	I	See footnote ⁽²⁾
Common Stock	06/13/2017		G	50,000	D	\$0.00	8,663,875	I	See footnote ⁽²⁾
Common Stock	06/14/2017		G	41,933	D	\$0.00	8,621,942	I	See footnote ⁽²⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person*

[Alfred E. Mann Living Trust](#)

(Last) (First) (Middle)

12744 SAN FERNANDO ROAD

(Street)

SYLMAR CA 91342

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Mann Group, LLC](#)

(Last) (First) (Middle)

12744 SAN FERNANDO ROAD

(Street)

SYLMAR CA 91342

(City) (State) (Zip)

Explanation of Responses:

- Share amounts have been adjusted to reflect the 1-for-5 reverse stock split effected by the Issuer on March 2, 2017.
- Held of record by Mann Group, LLC. The Alfred E. Mann Living Trust is the sole manager and member of Mann Group, LLC.

Remarks:

Shares disposed of by the reporting persons during the one year period following the death of Alfred E. Mann were exempt from reporting in compliance with Rule 16(a)(2)(d) of the Securities Exchange Act of 1934, as amended.

[/s/ Anoosheh Bostani and /s/ Michael S. Dreyer, Trustees of the Alfred E. Mann Living Trust](#) 02/14/2018

[/s/ Anoosheh Bostani and /s/ Michael S. Dreyer, Trustees of the Alfred E. Mann Living](#) 02/14/2018

Trust, Manager of Mann
Group, LLC

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.