



**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:

**D. Bradley Peck Esq.**  
**Cooley Godward 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	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock issuable under the 2004 Equity Incentive Plan (par value \$0.01 per share)	3,259,590 shares	\$18.10 (2)	\$58,998,579.00	\$6,312.85
Common Stock issuable pursuant to options issued under the 2004 Equity Incentive Plan (par value \$0.01 per share)	740,410	\$17.87 (3)	\$13,231,126.70 (3)	\$1,415.73
<b>Total</b>	<b>4,000,000</b>	<b>N/A</b>	<b>\$72,229,705.70</b>	<b>\$7,728.58</b>

- (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 September 12, 2006, as reported on the Nasdaq Global Market.
- (3) This estimate is made pursuant to Rule 457(h)(1) of the Act solely for purposes of calculating the registration fee. The price per share and the aggregate

offering price are calculated using a weighted average exercise price for such shares of \$17.87 per share.

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

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) and August 26, 2005 (File No. 333-127876). 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 Amended and Restated Bylaws. (1)
- 4.3 Form of Common Stock Certificate. (1)
- 5.1 Opinion of Cooley Godward LLP.
- 23.1 Consent of Independent Registered Public Accounting Firm.
- 23.2 Consent of Cooley Godward 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.(1)
- 99.2 Form of Stock Option Agreement under the Mannkind Corporation 2004 Equity Incentive Plan.(2)
- 99.3 Form of Phantom Stock Award Agreement under the 2004 Equity Incentive Plan.(3)

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- (1) Filed as an exhibit to our Current Report on Form 8-K dated May 31, 2006, and incorporated herein by reference.
  - (2) 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.
  - (3) Filed as an exhibit to our Current Report on Form 8-K dated December 14, 2005, and incorporated herein by reference.

**Item 9. Undertakings.**

The undersigned registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement
    - (i) To include any prospectus required by Section 10(a)(3) of the Act;
    - (ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the
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aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and

- (iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

*provided, however*, that paragraphs (i) and (ii) of this section do not apply if the Registration Statement is on Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the SEC by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of this offering.

(4) That, for the purpose of determining liability of the registrant under the Act to any purchaser in the initial distribution of the securities, the undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this Registration Statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

- (i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;
- (ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;
- (iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and
- (iv) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.

(5) That, for purposes of determining any liability under the Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

Insofar as indemnification for liabilities arising under the Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Act and is,

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therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

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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 September 15, 2006.

**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>
<u>/s/ Alfred E. Mann</u> Alfred E. Mann	Chief Executive Officer and Chairman of the Board ( <i>Principal Executive Officer</i> )	September 15, 2006
<u>/s/ Hakan S. Edstrom</u> Hakan S. Edstrom	President, Chief Operating Officer and Director	September 15, 2006
<u>/s/ Richard L. Anderson</u> Richard L. Anderson	Corporate Vice President and Chief Financial Officer ( <i>Principal Financial and Accounting Officer</i> )	September 15, 2006
<u>/s/ Kathleen Connell, Ph.D.</u> Kathleen Connell, Ph.D.	Director	September 15, 2006
<u>/s/ Ronald Consiglio</u> Ronald Consiglio	Director	September 15, 2006
<u>/s/ Michael Friedman, M.D.</u> Michael Friedman, M.D.	Director	September 15, 2006
<u>/s/ Llew Keltner, Ph.D.</u> Llew Keltner, Ph.D.	Director	September 15, 2006
<u>/s/ Kent Kresa</u> Kent Kresa	Director	September 15, 2006
<u>/s/ David MacCallum</u> David MacCallum	Director	September 15, 2006
<u>Henry L. Nordhoff</u>	Director	September ____, 2006

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September 15, 2006

MannKind Corporation  
28903 North Avenue Paine  
Valencia, California 91355

Ladies and Gentlemen:

You have requested our opinion with respect to certain matters in connection with the filing by MannKind Corporation (the "Company") of a Registration Statement on Form S-8 (the "Registration Statement"), with the Securities and Exchange Commission, covering the registration of 4,000,000 shares of the Company's Common Stock (the "Shares") for issuance pursuant to the Company's 2004 Equity Incentive Plan (the "Plan").

In connection with this opinion, we have examined and relied upon the Registration Statement and related prospectus, the Plan, the Company's Restated Certificate of Incorporation, as amended, and Amended and Restated Bylaws and the originals or copies certified to our satisfaction of such records, documents, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness and authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies thereof and the due execution and delivery of all documents where due execution and delivery are a prerequisite to the effectiveness thereof.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that, when sold and issued in accordance with the Registration Statement and related prospectus and the Plan, the Shares will be validly issued, fully paid and nonassessable (except as to Shares issued pursuant to certain deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

We consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,

Cooley Godward LLP

/s/ D. Bradley Peck

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports relating to the financial statements of MannKind Corporation and management's report on the effectiveness of internal control over financial reporting dated March 15, 2006, appearing in the Annual Report on form 10-K of MannKind Corporation for the year ended December 31, 2005.

DELOITTE & TOUCHE LLP

Los Angeles, CA  
September 15, 2006