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

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

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**MannKind Corporation**  
(Exact Name of Registrant as Specified in Its Charter)

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**Delaware**  
(State or Other Jurisdiction of Incorporation  
or Organization)

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

**30930 Russell Ranch Road, Suite 300  
Westlake Village, California 91362  
(818) 661-5000**  
(Address of Principal Executive Offices, Including Zip Code)

**MannKind Corporation  
2018 Equity Incentive Plan**  
(Full Title of the Plan)

**Michael E. Castagna  
Chief Executive Officer  
MannKind Corporation  
30930 Russell Ranch Road, Suite 300  
Westlake Village, California 91362**  
(Name and Address of Agent for Service)

**(818) 661-5000**  
(Telephone Number, Including Area Code, of Agent for Service)

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*Copies to:*

**David Thomson  
Corporate Vice President, General Counsel & Secretary  
MannKind Corporation  
30930 Russell Ranch Road, Suite 300  
Westlake Village, California 91362  
(818) 661-5000**

**L. Kay Chandler, Esq.  
Sean M. Clayton, Esq.  
Cooley LLP  
4401 Eastgate Mall  
San Diego, CA 92121  
(858) 550-6000**

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

|                         |                          |                           |                                     |
|-------------------------|--------------------------|---------------------------|-------------------------------------|
| Large accelerated filer | <input type="checkbox"/> | Accelerated filer         | <input checked="" type="checkbox"/> |
| Non-accelerated filer   | <input type="checkbox"/> | Smaller reporting company | <input checked="" type="checkbox"/> |
| Emerging growth company | <input type="checkbox"/> |                           |                                     |

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

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**CALCULATION OF REGISTRATION FEE**

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| Title 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 2018 Equity Incentive Plan (\$0.01 par value per share) | 12,500,000 shares (3)       | \$1.59  | \$19,875,000                                  | \$2,579.78                 |

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also registers any additional shares of the Registrant's common stock (the "Common Stock") as may become issuable under the MannKind Corporation 2018 Equity Incentive Plan (the "2018 Plan") as a result of any stock split, stock dividend, recapitalization or similar transaction.
- (2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(c) and Rule 457(h)(1) under the Securities Act. The price per share and aggregate offering price are based upon the average of the high and low prices of Registrant's Common Stock on August 3, 2020, as reported on The Nasdaq Global Market.
- (3) Represents shares of Common Stock added to the shares authorized for issuance under the 2018 Plan pursuant to an amendment to the 2018 Plan approved by the Registrant's stockholders at the Registrant's 2020 Annual Meeting of Stockholders.

## INCORPORATION BY REFERENCE

This Registration Statement is being filed for the purpose of increasing the number of securities of the same class as other securities for which a Registration Statement of the Registrant on Form S-8 relating to the same employee benefit plan is effective. The Registrant previously registered shares of its Common Stock for issuance under the 2018 Plan under a Registration Statement on [Form S-8](#) filed with the Securities and Exchange Commission, or SEC, on August 7, 2018 (File No. 333-226648). Pursuant to General Instruction E to Form S-8, this Registration Statement hereby incorporates by reference the contents of the Registration Statement referenced above.

### Item 8. Exhibits.

| <u>Exhibit Number</u> | <u>Description</u>   |
|-----------------------|--|
| 4.1                   | <a href="#">Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q (File No. 000-50865), filed with the SEC on August 9, 2016).</a>   |
| 4.2                   | <a href="#">Certificate of Amendment of Amended and Restated Certificate of Incorporation of MannKind Corporation (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 000-50865), filed with the SEC on March 2, 2017).</a>     |
| 4.3                   | <a href="#">Certificate of Amendment of Amended and Restated Certificate of Incorporation of MannKind Corporation (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 000-50865), filed with the SEC on December 13, 2017).</a> |
| 4.4                   | <a href="#">Certificate of Amendment of Amended and Restated Certificate of Incorporation of MannKind Corporation (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 000-50865), filed with the SEC on May 27, 2020).</a>      |
| 4.5                   | <a href="#">Amended and Restated Bylaws (incorporated by reference to the Registrant's Current Report on Form 8-K (File No. 000-50865), filed with the SEC on May 27, 2020).</a>   |
| 4.6                   | <a href="#">Form of common stock certificate (incorporated by reference to Exhibit 4.2 to the Registrant's Annual Report on Form 10-K (File No. 000-50865), filed with the SEC on March 16, 2017).</a>   |
| 5.1                   | <a href="#">Opinion of Cooley LLP.</a>   |
| 23.1                  | <a href="#">Consent of Deloitte &amp; Touche LLP.</a>  |
| 23.2                  | <a href="#">Consent of Cooley LLP. Reference is made to Exhibit 5.1.</a>   |
| 24.1                  | <a href="#">Power of Attorney. Reference is made to the signature page hereto.</a>   |
| 99.1                  | <a href="#">MannKind Corporation 2018 Equity Incentive Plan, as amended (incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q (file No. 000-50865), filed with the SEC on August 5, 2020).</a>  |

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Westlake Village, State of California, on August 7, 2020.

### MANNKIND CORPORATION

By: /s/ Michael E. Castagna

Michael E. Castagna  
Chief Executive Officer

### POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Michael E. Castagna and David Thomson, and each of them, as his or her true and lawful attorneys-in-fact and agents, each with the 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 (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, 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 or her substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| <u>Signature</u>   | <u>Title</u>  | <u>Date</u>    |
|--|---|----------------|
| <u>/s/ Michael E. Castagna</u><br>Michael E. Castagna            | Chief Executive Officer and Director<br>(Principal Executive Officer)   | August 7, 2020 |
| <u>/s/ Steven B. Binder</u><br>Steven B. Binder                  | Chief Financial Officer<br>(Principal Financial and Accounting Officer) | August 7, 2020 |
| <u>/s/ Kent Kresa</u><br>Kent Kresa                              | Chairman of the Board of Directors                                      | August 7, 2020 |
| <u>/s/ Ronald J. Consiglio</u><br>Ronald J. Consiglio            | Director  | August 7, 2020 |
| <u>/s/ Michael Friedman</u><br>Michael Friedman, M.D.            | Director  | August 7, 2020 |
| <u>/s/ Jennifer Grancio</u><br>Jennifer Grancio                  | Director  | August 7, 2020 |
| <u>/s/ Anthony Hooper</u><br>Anthony Hooper                      | Director  | August 7, 2020 |
| <u>/s/ Christine Mundkur</u><br>Christine Mundkur                | Director  | August 7, 2020 |
| <u>/s/ James S. Shannon</u><br>James S. Shannon, M.D., MRCP (UK) | Director  | August 7, 2020 |



Sean M. Clayton  
+1 858 550 6034  
sclayton@cooley.com

August 7, 2020

MannKind Corporation  
30930 Russell Ranch Road, Suite 301  
Westlake Village, California 91362

Ladies and Gentlemen:

You have requested our opinion, as counsel to MannKind Corporation, a Delaware corporation (the “**Company**”), in connection with the filing by the Company of a Registration Statement on Form S-8 (the “**Registration Statement**”) with the Securities and Exchange Commission covering the offering of up to 12,500,000 shares (the “**Shares**”) of the Company’s Common Stock, par value \$0.01 per share, issuable pursuant to the Company’s 2018 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 Certificate of Incorporation and Bylaws, each as currently in effect, and 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 of all signatures, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies, the accuracy, completeness and authenticity of certificates of public officials, and the due authorization, execution and delivery of all documents by all persons other than the Company where authorization, execution and delivery are prerequisites to the effectiveness of such documents. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently verified such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with the Plan, the Registration Statement and related prospectus, 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.

Sincerely,

Cooley LLP

By: /s/ Sean M. Clayton  
Sean M. Clayton

Cooley LLP 4401 Eastgate Mall San Diego, CA 92121  
t: (858) 550-6000 f: (858) 550-6420 cooley.com

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 dated February 25, 2020, relating to the financial statements of MannKind Corporation (the “Company”) and the effectiveness of the Company’s internal control over financial reporting, appearing in the Annual Report on Form 10-K of MannKind Corporation for the year ended December 31, 2019.

/s/ Deloitte & Touche LLP

Los Angeles, California  
August 7, 2020