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

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): December 20, 2012

MannKind Corporation

(Exact name of registrant as specified in its charter)

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

000-50865
(Commission File Number)

13-3607736
**(IRS Employer
Identification No.)**

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

91355
(Zip Code)

Registrant's telephone number, including area code: (661) 775-5300

N/A
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.07 Submission of Matters to a Vote of Security Holders.

At a special meeting of our stockholders held on December 20, 2012 (the “Special Meeting”), our stockholders approved an amendment to our Amended and Restated Certificate of Incorporation to increase the authorized shares of our common stock from 350,000,000 shares to 550,000,000 shares. The tabulation of votes on this matter is as follows: shares voted for: 187,875,575; shares voted against: 16,959,132; shares abstaining: 808,557; and broker non-votes: 0. The Certificate of Amendment to Amended and Restated Certificate of Incorporation (the “Certificate of Amendment”) is attached as Exhibit 3.1 and incorporated herein by reference.

Item 8.01 Other Events.

On December 21, 2012, following the approval by our stockholders of the amendment to our Amended and Restated Certificate of Incorporation and the filing of the Certificate of Amendment with the Secretary of State of the State of Delaware, we completed the closing (the “Closing”) of our previously announced issuance and sale of 40,000,000 unregistered shares of our common stock and unregistered warrants to purchase an aggregate of 30,000,000 shares of our common stock to The Mann Group LLC (“The Mann Group”), an entity controlled by our chief executive officer and principal stockholder, Alfred E. Mann, pursuant to the Common Stock and Warrant Purchase Agreement that we entered into with The Mann Group on October 18, 2012. The aggregate purchase price for the shares and warrants that we issued to The Mann Group was approximately \$107.4 million and was paid for by cancelling principal indebtedness (the “Cancelled Principal Amount”) owed to The Mann Group under the Amended and Restated Promissory Note issued by us to The Mann Group on October 18, 2012 (the “Note”). The Cancelled Principal Amount became available for reborrowing under the Note upon the Closing. In accordance with the terms of the Note, we elected to capitalize the accrued and unpaid interest on the Cancelled Principal Amount that became due at the Closing.

Following the cancellation of the Cancelled Principal Amount and the capitalization of the accrued and unpaid interest thereon, the total principal amount outstanding under the Note was approximately \$121.7 million, and we had approximately \$123.4 million available for borrowing under the Note.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits. The following exhibit is filed herewith:

3.1 Certificate of Amendment of Amended and Restated Certificate of Incorporation.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MANKIND CORPORATION

By: /s/ David Thomson, Ph.D., J.D.

Name: David Thomson, Ph.D., J.D.

Title: Corporate Vice President, General Counsel
and Secretary

Dated: December 21, 2012

**CERTIFICATE OF AMENDMENT OF
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
MANNKIND CORPORATION**

MANNKIND CORPORATION, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "**Corporation**"), does hereby certify:

FIRST: The original name of the Corporation was Pharmaceutical Discovery Corporation. The date on which the Corporation's original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware is February 14, 1991.

SECOND: This Certificate of Amendment amends certain provisions of the Amended and Restated Certificate of Incorporation of the Corporation, as amended (the "**Restated Certificate**"), and has been duly adopted by the Board of Directors of the Corporation acting in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware, and further adopted in accordance with the provisions of Sections 211 and 242 of the General Corporation Law of the State of Delaware by the stockholders of the Corporation and shall become effective upon filing with the Secretary of State of the State of Delaware.

THIRD: Paragraph A of Article IV of the Restated Certificate is hereby amended and restated to read in its entirety as follows:

"A. This Corporation is authorized to issue two classes of stock to be designated, respectively, "**Common Stock**" and "**Preferred Stock**." The total number of shares which the Corporation is authorized to issue is five hundred sixty million (560,000,000) shares. Five hundred fifty million (550,000,000) shares shall be Common Stock, each having a par value of one cent (\$.01). Ten million (10,000,000) shares shall be Preferred Stock, each having a par value of one cent (\$.01)."

IN WITNESS WHEREOF, MannKind Corporation has caused this Certificate of Amendment to be signed by its Corporate Vice President, General Counsel and Secretary on December 20, 2012.

MANNKIND CORPORATION

By: /s/ David Thomson

David Thomson
Corporate Vice President, General Counsel
and Secretary