SEC Form 4

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person [*] Thomson David				suer Name and Tick	0	,	(Check	lationship of Reporting Person(s) to Issue k all applicable) Director 10% Owner Officer (give title Other (spec		
(Last) 1 CASPER STR	(First) REET	(Middle)		te of Earliest Trans 0/2022	action (Month	/Day/Year)	X	below) EVP Genl Cou	below)
(Street)			4. lf /	Amendment, Date o	of Original File	d (Month/Day/Year)	6. Indiv Line)	idual or Joint/Grou	p Filing (Check	Applicable
DANBURY	СТ	06810					X	Form filed by On Form filed by Mo		
(City)	(State)	(Zip)						Person		
		Table I - Non-E	Derivative S	Securities Acc	uired, Dis	posed of, or Benef	icially	Owned		
1. Title of Security (Instr. 3) 2. Transa Date				2A. Deemed Execution Date.	3. Transaction	4. Securities Acquired (A) Disposed Of (D) (Instr. 3.		5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect

······································	Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transaction I Code (Instr. 8 8)			D) (Instr.	3, 4 and	Beneficially	Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1130.4)
Restricted Stock Unit	05/10/2022		A		90,000 ⁽¹⁾⁽²⁾	Α	\$0.00	643,214	D	
Restricted Stock Unit	05/10/2022		A		110,000 ⁽³⁾	Α	\$0.00	753,214	D	

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. Transa Code (8)		of		6. Date Exerc Expiration Da (Month/Day/Y	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)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. Each restricted stock unit represents a contingent right to receive one share of MNKD common stock.

2. Acquired pursuant to a Restricted Stock Unit Award: 25% vest on each year annivesary of the vesting determination date and 25% each anniversary thereafter; shares shall fully vest on the fourth year anniversary of the vesting determination date.

3. The restricted stock unit will vest on May 10, 2025 provided that the closing price of MannKind common stock on such vesting date is not less than the closing price on May 10, 2022. The number of shares delivered on the vesting date, as a percentage of the target specified in Box 4 above, is determined by the percentile ranking of MannKind total shareholder return (TSR) over the period from May 10, 2022 until May 10, 2025 relative to the TSR of the Russell 3000 Pharmaceutical & Biotechnology Index over the same period, as follows: less than 25th percentile=0% of target, 25th percentile=50% of target, 50th percentile=100% of target, 75th percentile=200% percent of target, 90th percentile or higher=300% maximum. Payout values will be interpolated between the percentile rankings above.

Remarks:

/s/ David Thomson

** Signature of Reporting Person

05/12/2022 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.

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