

MANNKIND CORP  
Form 8-K  
August 16, 2013

**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): August 16, 2013**

**MannKind Corporation**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of

incorporation or organization)

28903 North Avenue Paine Valencia, California

**000-50865**  
(Commission File Number)

**13-3607736**  
(IRS Employer

Identification No.)

91355

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(Address of principal executive offices)

(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))

**Item 8.01 Other Events.**

On August 16, 2013, we announced that, pursuant to a Facility Agreement (the Facility Agreement ) dated July 1, 2013 between Deerfield Private Design Fund II, L.P. and Deerfield Private Design International II, L.P. (collectively, Deerfield ) and MannKind Corporation ( MannKind ), the conditions that obligate Deerfield to purchase the second \$40 million tranche of 9.75% senior secured convertible notes (the Convertible Notes ) have been satisfied. The second tranche of Convertible Notes was subject to our receipt of Phase 3 data from studies 171 and 175 that met the primary efficacy endpoints of these studies and did not show any adverse safety issue that would reasonably be expected to prevent approval of AFREZZA. The Facility Agreement provides that Deerfield is obligated, subject to specified conditions, to purchase up to four equal tranches of Convertible Notes for total gross proceeds of up to \$160 million. The closing of the second tranche is expected to occur no later than September 6, 2013.

**Forward-Looking Statements**

This current report contains forward-looking statements, including statements related to the potential future sale and purchase of Convertible Notes, that involve risks and uncertainties. Words such as believes , anticipates , plans , expects , intend , will , goal , potential and similar expressions are intended to identify forward-looking statements. These forward-looking statements are based upon the Company s current expectations. Actual results and the timing of events could differ materially from those anticipated in such forward-looking statements as a result of these risks and uncertainties, which include, without limitation, the Company s ability to comply with various closing conditions in the Facility Agreement and other risks detailed in MannKind s filings with the Securities and Exchange Commission, including the Annual Report on Form 10-K for the year ended December 31, 2012, periodic reports on Form 10-Q and current reports on Form 8-K. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this current report. All forward-looking statements are qualified in their entirety by this cautionary statement, and MannKind undertakes no obligation to revise or update any forward-looking statements to reflect events or circumstances after the date of this current report.

**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.

**MANNKIND 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: August 16, 2013