

MANNKIND CORP  
Form 8-K  
August 11, 2010

**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 11, 2010**

**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 8.01 Other Events.**

In connection with our previously-announced entry into a Common Stock Purchase Agreement with Seaside 88, LP, we are filing as Exhibit 5.1 to this Current Report on Form 8-K the legal opinion of Cooley LLP to us relating to the legality of the issuance and sale of the shares to Seaside.

**Item 9.01 Financial Statements and Exhibits.**

*(d) Exhibits*

- 5.1 Opinion of Cooley LLP.
  - 23.1 Consent of Cooley LLP (included in Exhibit 5.1).
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**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

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

Title: Corporate Vice President, General  
Counsel and Secretary

Dated: August 11, 2010