

MANNKIND CORP  
Form 8-K  
June 08, 2011

**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): June 2, 2011**

**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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(e) At our 2011 Annual Meeting of Stockholders held on June 2, 2011 (the Annual Meeting), our stockholders approved an amendment to our 2004 Equity Incentive Plan (the Plan) to increase the maximum number of shares of common stock authorized for issuance under the Plan from 19,000,000 shares to 25,000,000 shares and re-approved the Plan for purposes of Section 162(m) of the U.S. Internal Revenue Code.

A more detailed summary of the material features of the Plan is set forth in our definitive proxy statement for the Annual Meeting, filed with the Securities and Exchange Commission on April 22, 2011 (the Proxy Statement). The foregoing summary does not purport to be complete and is qualified in its entirety by reference to the Proxy Statement and the full text of the Plan, which is attached hereto as Exhibit 99.1 and incorporated herein by reference.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

The following is a brief description of each matter voted upon at the Annual Meeting, as well as the number of votes with respect to each matter.

Our stockholders elected each of the nine individuals nominated by our Board of Directors to serve as directors until the next annual meeting of stockholders. The tabulation of votes in the election was as follows:

| <b>Nominee</b>     | <b>Shares Voted For</b> | <b>Shares Withheld</b> | <b>Broker Non-Votes</b> |
|--------------------|-------------------------|------------------------|-------------------------|
| Alfred E. Mann     | 43,528,084              | 979,299                | 72,990,393              |
| Hakan S. Edstrom   | 43,393,269              | 1,114,114              | 72,990,393              |
| Abraham E. Cohen   | 41,463,866              | 3,043,517              | 72,990,393              |
| Ronald Consiglio   | 43,380,788              | 1,126,595              | 72,990,393              |
| Michael Friedman   | 41,409,701              | 3,097,682              | 72,990,393              |
| Kent Kresa         | 41,456,742              | 3,050,641              | 72,990,393              |
| David H. MacCallum | 43,415,755              | 1,091,628              | 72,990,393              |
| Henry L. Nordhoff  | 43,408,751              | 1,098,632              | 72,990,393              |
| James S. Shannon   | 41,671,752              | 2,835,631              | 72,990,393              |

Our stockholders approved an amendment to our Amended and Restated Certificate of Incorporation to increase the number of authorized shares of common stock from 200,000,000 shares to 250,000,000 shares. The tabulation of votes on this matter was as follows: shares voted for: 98,854,315; shares voted against: 18,273,556; shares abstaining: 369,903; and broker non-votes: 2.

Our stockholders approved an amendment to the Plan. The tabulation of votes on this matter was as follows: shares voted for: 37,069,083; shares voted against: 7,306,560; shares abstaining: 131,739; and broker non-votes: 72,990,394.

Our stockholders approved, on an advisory basis, the compensation of our named executive officers, as disclosed in the Proxy Statement. The tabulation of votes on this matter was as follows: shares voted for: 42,768,514; shares voted against: 1,498,819; shares abstaining: 240,050; and broker non-votes: 72,990,393.

The stockholders indicated, on an advisory basis, the preferred frequency of stockholder advisory votes on the compensation of our named executive officers. The tabulation of votes on this matter was as follows: shares voted for one year: 42,705,031; shares voted for two years: 285,020; shares voted for three years: 1,317,000; shares abstaining: 200,333; and broker non-votes: 72,990,392.

Our stockholders ratified the selection of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2011. The tabulation of votes on this matter was as follows: shares voted for: 116,420,789; shares voted against: 636,007; shares abstaining: 440,980; and broker non-votes: 0.



**Item 9.01 Financial Statements and Exhibits.**

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

99.1 2004 Equity Incentive Plan, as amended.

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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, Ph.D., J.D.  
Name: David Thomson, Ph.D., J.D.  
Title: Corporate Vice President, General  
Counsel and Secretary

Dated: June 8, 2011