

MANNKIND CORP  
Form 8-K  
December 14, 2005

**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 9, 2005

**MannKind Corporation**  
(Exact name of registrant as specified in its charter)

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

**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))

**Item 1.01 Entry into a  
Material  
Definitive  
Agreement.**

Beginning on December 9, 2005, we entered into Phantom Stock Award Agreements with five officers, including Richard Anderson and Dan Burns. The agreements document the terms of restricted stock awards under our 2004 Equity Incentive Plan that had been previously approved by our Board of Directors and reported by the award recipients on Form 4 Statements of Changes in Beneficial Ownership. The form of the Phantom Stock Award Agreement is attached as Exhibit 99.1 to this Current Report and is incorporated herein by reference.

**Item 9.01 Financial  
Statements and  
Exhibits**

(c) Exhibits.

99.1 Form of Phantom Stock Award Agreement under the 2004 Equity Incentive Plan.

2.

---

**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: December 14, 2005

3.

---

Index to Exhibits.

- 99.1 Form of Phantom Stock Award Agreement under the 2004 Equity Incentive Plan.  
4.