

MANNKIND CORP  
 Form 5  
 February 01, 2017

**FORM 5**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person \*  
**NORDHOFF HENRY L**  
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol  
**MANNKIND CORP [MNKD]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

**25134 RYE CANYON LOOP**  
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**12/31/2016**

Director  10% Owner  
 Officer (give title below)  Other (specify below)

**VALENCIA, CA 91355**  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting (check applicable line)

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Amount Price			
Common Stock, \$.01 Par Value	05/19/2016	Â	A4	39,200 (1) A \$ 0	142,626	D	Â
Common Stock, \$.01 Par Value	05/19/2016	Â	A4	65,217 (2) A \$ 0	207,843	D	Â
Common Stock, \$.01 Par	05/19/2016	Â	A4	9,783 (3) A \$ 0	217,626	D	Â

Value

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
Employee Stock Option	\$ 0.91	05/19/2016	Â	A4	78,400 Â	06/19/2016 <sup>(4)</sup> 05/19/2026	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NORDHOFF HENRY L 25134 RYE CANYON LOOP VALENCIA, CA 91355	Â X	Â	Â	Â

## Signatures

/s/ Henry L. Nordhoff 02/01/2017

\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* 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).
- (1) Restricted Stock Units with 3-year vesting period; 1/36th vesting every month, being fully vested on the third anniversary of the grant date.
  - (2) Annual retainer received in equity in lieu of cash. Restricted Stock Units shall vest on the earlier of retirement, removal from board, death or five years from grant date.
  - (3) Annual retainer received in equity in lieu of cash. Restricted Stock Units shall vest on the earlier of retirement or removal from board, provided that such retirement or removal occurs more than one year after grant date; death; or five years from grant date.
  - (4) Annual equity award vesting in 36 equal monthly installments commencing one month from date of grant, being fully vested on the third anniversary of grant date.

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Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.