

Alfred E. Mann Living Trust
 Form 5
 February 14, 2018

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 *
 Alfred E. Mann Living Trust

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2017

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

12744 SAN FERNANDO ROAD

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

SYLMAR, CA 91342

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

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| | | | | (A) Amount or (D) Price | | | |
| Common Stock | 02/27/2017 | Â | G | 14,500 ⁽¹⁾ D \$ 0 | 3,654,553 ⁽¹⁾ | D | Â |
| Common Stock | 02/27/2017 | Â | G | 811,000 ⁽¹⁾ D \$ 0 | 2,843,553 ⁽¹⁾ | D | Â |
| Common Stock | 03/15/2017 | Â | G | 69,418 D \$ 0 | 2,774,135 | D | Â |
| Common Stock | 03/16/2017 | Â | G | 5,000 D \$ 0 | 2,769,135 | D | Â |
| Common Stock | 03/31/2017 | Â | G | 80,028 D \$ 0 | 2,689,107 | D | Â |

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| | | | | | | | | | |
|--------------|------------|---|---|-----------|---|------|------------|---|------------------|
| Common Stock | 04/03/2017 | Â | G | 300,000 | D | \$ 0 | 2,389,107 | D | Â |
| Common Stock | 04/04/2017 | Â | G | 195,158 | D | \$ 0 | 2,193,949 | D | Â |
| Common Stock | 04/05/2017 | Â | G | 188,784 | D | \$ 0 | 2,005,165 | D | Â |
| Common Stock | 04/06/2017 | Â | G | 233,922 | D | \$ 0 | 1,771,243 | D | Â |
| Common Stock | 04/07/2017 | Â | G | 600,000 | D | \$ 0 | 1,171,243 | D | Â |
| Common Stock | 04/10/2017 | Â | G | 250,548 | D | \$ 0 | 920,695 | D | Â |
| Common Stock | 04/11/2017 | Â | G | 300,000 | D | \$ 0 | 620,695 | D | Â |
| Common Stock | 04/12/2017 | Â | G | 160,525 | D | \$ 0 | 460,170 | D | Â |
| Common Stock | 04/13/2017 | Â | G | 133,332 | D | \$ 0 | 326,838 | D | Â |
| Common Stock | 04/17/2017 | Â | G | 142,280 | D | \$ 0 | 184,558 | D | Â |
| Common Stock | 04/17/2017 | Â | G | 60,011 | D | \$ 0 | 17,870,439 | I | See footnote (2) |
| Common Stock | 04/18/2017 | Â | G | 102,537 | D | \$ 0 | 17,767,902 | I | See footnote (2) |
| Common Stock | 04/19/2017 | Â | G | 300,000 | D | \$ 0 | 17,467,902 | I | See footnote (2) |
| Common Stock | 04/20/2017 | Â | G | 280,300 | D | \$ 0 | 17,187,602 | I | See footnote (2) |
| Common Stock | 04/21/2017 | Â | G | 473,727 | D | \$ 0 | 16,713,875 | I | See footnote (2) |
| Common Stock | 04/26/2017 | Â | G | 1,000,000 | D | \$ 0 | 15,713,875 | I | See footnote (2) |
| Common Stock | 05/09/2017 | Â | G | 1,000,000 | D | \$ 0 | 14,713,875 | I | See footnote (2) |
| | 05/15/2017 | Â | G | 1,000,000 | D | \$ 0 | 13,713,875 | I | |

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| | | | | | | | | | |
|--------------|------------|---|---|-----------|---|------|------------|---|------------------|
| Common Stock | | | | | | | | | See footnote (2) |
| Common Stock | 05/16/2017 | Â | G | 1,000,000 | D | \$ 0 | 12,713,875 | I | See footnote (2) |
| Common Stock | 05/19/2017 | Â | G | 1,000,000 | D | \$ 0 | 11,713,875 | I | See footnote (2) |
| Common Stock | 05/24/2017 | Â | G | 1,000,000 | D | \$ 0 | 10,713,875 | I | See footnote (2) |
| Common Stock | 05/30/2017 | Â | G | 1,000,000 | D | \$ 0 | 9,713,875 | I | See footnote (2) |
| Common Stock | 06/02/2017 | Â | G | 1,000,000 | D | \$ 0 | 8,713,875 | I | See footnote (2) |
| Common Stock | 06/13/2017 | Â | G | 50,000 | D | \$ 0 | 8,663,875 | I | See footnote (2) |
| Common Stock | 06/14/2017 | Â | G | 41,933 | D | \$ 0 | 8,621,942 | I | See footnote (2) |

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

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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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. of Derivative Security (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--------------------------------------|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Alfred E. Mann Living Trust 12744 SAN FERNANDO ROAD SYLMAR, CA 91342 | ^ | ^ X | ^ | ^ |
| Mann Group, LLC 12744 SAN FERNANDO ROAD SYLMAR, CA 91342 | ^ | ^ X | ^ | ^ |

Signatures

| | |
|--|------------|
| /s/ Anoosheh Bostani and /s/ Michael S. Dreyer, Trustees of the Alfred E. Mann Living Trust | 02/14/2018 |
| **Signature of Reporting Person | Date |
| /s/ Anoosheh Bostani and /s/ Michael S. Dreyer, Trustees of the Alfred E. Mann Living Trust, Manager of Mann Group, LLC | 02/14/2018 |
| **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) Share amounts have been adjusted to reflect the 1-for-5 reverse stock split effected by the Issuer on March 2, 2017.
- (2) Held of record by Mann Group, LLC. The Alfred E. Mann Living Trust is the sole manager and member of Mann Group, LLC.

^

Remarks:

Shares^ disposed^ of^ by^ the^ reporting^ persons^ during^ the^ one^ year^ period^ following^ the^ death^ of^ Alf

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