

MANNKIND CORP  
Form 8-K  
February 23, 2005

**Table of Contents**

**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 31, 2004

**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))

**TABLE OF CONTENTS**

Item 1.01 Entry into a Material Definitive Agreement

Item 9.01 Financial Statements and Exhibits

SIGNATURE

EXHIBIT INDEX

Exhibit 10.1

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**Table of Contents**

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

On December 31, 2004, MannKind Corporation and Vaupell, Inc. entered into a Supply Agreement pursuant to which Vaupell will manufacture and supply MannKind's MedTone inhaler and the related cartridges for its Technosphere Insulin. Prior to entering into the Supply Agreement, Vaupell had supplied these products to MannKind on an interim basis.

The Supply Agreement has an initial term of five years and is automatically extended for successive one-year periods unless either party provides 180 days advance written notice to the other party of its desire to not extend the term of the agreement. MannKind and Vaupell each have normal and customary termination rights, including termination for material breach or in the event that Vaupell becomes subject to bankruptcy or any similar event. In addition, MannKind may terminate the Supply Agreement upon 180 days advance written notice to Vaupell for any reason or upon 15 days prior written notice to Vaupell if Vaupell is acquired by or becomes an affiliate of one of MannKind's competitors or if there is a change of control of Vaupell. MannKind shall own all products and intellectual property related to the products being supplied under the Supply Agreement. Additionally, any improvements to the products that are discovered or developed by either party during the term of the Supply Agreement will be the sole property of MannKind.

**Item 9.01 Financial Statements and Exhibits**

(c) Exhibits. The following exhibit is filed herewith:

<b>Number</b>	<b>Description</b>
10.1 <sup>(a)</sup>	Supply Agreement dated December 31, 2004 between MannKind Corporation and Vaupell, Inc.

*(a) Confidential treatment has been requested with respect to certain portions of this exhibit. Omitted portions have been filed separately with the Securities and Exchange Commission.*

2.

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**Table of Contents**

**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/ RICHARD L. ANDERSON

Name: Richard L. Anderson

Title: Chief Financial Officer

3.

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Dated: February 23, 2005

**Table of Contents**

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4.