

**Report of Organizational Actions
 Affecting Basis of Securities**

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name MANNKIND CORPORATION		2 Issuer's employer identification number (EIN) 13-3607736	
3 Name of contact for additional information ROSE ALINAYA	4 Telephone No. of contact 661-775-5300	5 Email address of contact	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 25134 RYE CANYON LOOP		7 City, town, or post office, state, and Zip code of contact VALENCIA, CA 91355	
8 Date of action 03/02/2017	9 Classification and description REVERSE STOCK SPLIT OF THE COMPANY'S OUTSTANDING COMMON STOCK		
10 CUSIP number 56400P 706	11 Serial number(s)	12 Ticker symbol MNKD	13 Account number(s)

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ ON MARCH 2, 2017, MANNKIND CORPORATION ('THE COMPANY') EFFECTED A 1 TO 5 SHARE REVERSE STOCK SPLIT FOR ITS COMMON STOCK. PURSUANT TO THE REVERSE STOCK SPLIT, EVERY FIVE (5) SHARES OF ISSUED AND OUTSTANDING COMMON STOCK AUTOMATICALLY CONVERTED INTO ONE (1) ISSUED AND OUTSTANDING SHARE OF COMMON STOCK. ANY SHAREHOLDER WHO WOULD OTHERWISE BE ENTITLED TO A FRACTIONAL SHARE AS A RESULT OF THE STOCK SPLIT RECEIVED 1 SHARE OF POST REVERSE SPLIT COMMON STOCK IN LIEU THEREOF.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ AS A RESULT OF THE REVERSE STOCK SPLIT, THE COMPANY'S SHAREHOLDERS WILL BE REQUIRED TO ALLOCATE THE AGGREGATE TAX BASIS IN THEIR SHARES OF COMPANY STOCK HELD IMMEDIATELY PRIOR TO THE REVERSE STOCK SPLIT AMONG THE SHARES OF COMPANY STOCK HELD IMMEDIATELY AFTER THE REVERSE STOCK SPLIT, INCLUDING ANY FRACTIONAL SHARE INTEREST FOR WHICH ONE (1) SHARE OF POST REVERSE SPLIT COMMON STOCK WAS RECEIVED. IN GENERAL, A STOCKHOLDER'S AGGREGATE TAX BASIS IN THE COMPANY'S COMMON STOCK HELD IMMEDIATELY AFTER THE REVERSE STOCK SPLIT EQUALS THE AGGREGATE TAX BASIS OF THE COMPANY STOCK HELD IMMEDIATELY PRIOR TO THE REVERSE STOCK SPLIT. THE TAX BASIS SHOULD BE ALLOCATED IN PROPORTION TO THE REDUCED NUMBER OF SHARES OF COMPANY STOCK UNDER SECTION 358 OF THE INTERNAL REVENUE CODE AND THE REGULATIONS THEREUNDER. STOCKHOLDERS WHO ACQUIRED THEIR SHARES OF COMPANY STOCK ON DIFFERENT DATES AND AT DIFFERENT PRICES SHOULD CONSULT THEIR OWN TAX ADVISORS REGARDING THE ALLOCATION OF THE TAX BASIS OF SUCH SHARES.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ SEE ANSWER TO ITEM 15. THE AGGREGATE TAX BASIS OF THE SHARES RECEIVED IN THE REVERSE STOCK SPLIT, INCLUDING RECEIPT OF ONE FULL SHARE OF STOCK IN LIEU OF A FRACTIONAL SHARE INTEREST, WILL BE THE SAME AS THE STOCKHOLDER'S AGGREGATE TAX BASIS IN THE OLD SHARES EXCHANGED THEREFORE.

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ► THE TAX TREATMENT OF THE REVERSE STOCK SPLIT IS DETERMINED PURSUANT TO THE INTERNAL REVENUE CODE SECTION 368(a)(1)(E). THE ADJUSTMENT TO SHAREHOLDER BASIS IN THE COMPANY STOCK IS DETERMINED PURSUANT TO THE INTERNAL REVENUE CODE SECTION 358(a).

18 Can any resulting loss be recognized? ► THE COMPANY DID NOT ISSUE CASH IN LIEU OF FRACTIONAL SHARES AND COMPANY SHAREHOLDERS WILL GENERALLY NOT RECOGNIZE LOSS (OR GAIN) FOR US FEDERAL INCOME TAX PURPOSES.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ► TAX REPORTABLE YEAR IS 2017 FOR SHAREHOLDERS REPORTING INCOME ON A CALENDAR YEAR BASIS.

THE INFORMATION SET FORTH IN THIS FORM 8937 DOES NOT CONSTITUTE TAX ADVICE, DOES NOT TAKE INTO ACCOUNT ANY STOCKHOLDER'S SPECIFIC FACTS AND CIRCUMSTANCES, AND DOES NOT PURPORT TO BE A COMPLETE SUMMARY OF THE TAX CONSEQUENCES OF THE REVERSE STOCK SPLIT TO A SHAREHOLDER. EACH STOCKHOLDER SHOULD CONSULT THEIR OWN TAX ADVISOR WITH RESPECT TO THEIR INDIVIDUAL TAX CONSEQUENCES OF SUCH REVERSE STOCK SPLIT.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here
Signature ► _____ Date ► _____

Print your name ► ROSE ALINAYA Title ►

Paid Preparer Use Only	Print/Type preparer's name SCOTT FERGUSON	Preparer's signature	Date	Check <input checked="" type="checkbox"/> if self-employed	PTIN P00653591
	Firm's name ► DELOITTE TAX LLP			Firm's EIN ► 86-1065772	
	Firm's address ► 555 W. 5TH STREET, SUITE 2700, LOS ANGELES, CA 90013			Phone no. 213-688-0800	