

**MANKIND CORP**  
Reported by  
**ALFRED E. MANN LIVING TRUST**

**FORM 3**  
(Initial Statement of Beneficial Ownership)

Filed 05/23/17 for the Period Ending 02/25/16

Address	25134 RYE CANYON LOOP SUITE 300 VALENCIA, CA 91355
Telephone	6617755300
CIK	0000899460
Symbol	MNKD
SIC Code	2834 - Pharmaceutical Preparations
Industry	Biotechnology & Medical Research
Sector	Healthcare
Fiscal Year	12/31

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *			2. Date of Event Requiring Statement (MM/DD/YYYY)		3. Issuer Name and Ticker or Trading Symbol		
Alfred E. Mann Living Trust			2/25/2016		MANKIND CORP [MNKD]		
(Last) (First) (Middle)			4. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
12744 SAN FERNANDO ROAD			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)				
(Street)			5. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)		
SYLMAR, CA 91342					<input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)							

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	8398187 (1)	D	
Common Stock	17930450 (1)	I	See footnote (2)
Common Stock	805196 (1)	I	See footnote (3)
Common Stock	481206 (1)	I	See footnote (4)
Common Stock	2194 (1)	I	See footnote (5)

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Options (Right to Buy)	(6)	8/15/2017	Common Stock	16060 (1)	\$46.10 (7)	I	See footnote (8)
Employee Stock Options (Right to Buy)	(6)	8/26/2017	Common Stock	86000 (1)	\$19.00 (7)	I	See footnote (8)
Employee Stock Options (Right to Buy)	(6)	8/26/2017	Common Stock	32000 (1)	\$37.40 (7)	I	See footnote (8)
Employee Stock Options (Right to Buy)	(6)	8/26/2017	Common Stock	43000 (1)	\$29.65 (7)	I	See footnote (8)
Employee Stock Options (Right to Buy)	(6)	8/26/2017	Common Stock	43280 (1)	\$18.50 (7)	I	See footnote (8)
Employee Stock Options (Right to Buy)	(6)	8/26/2017	Common Stock	75000 (1)	\$12.05 (7)	I	See footnote (8)

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<b>Employee Stock Options (Right to Buy)</b>	(6)	8/26/2017	<b>Common Stock</b>	<b>200000</b> (1)	<b>\$8.45</b> (7)	<b>I</b>	<b>See footnote</b> (8)
<b>Employee Stock Options (Right to Buy)</b>	(6)	8/26/2017	<b>Common Stock</b>	<b>72624</b> (1)	<b>\$11.60</b> (7)	<b>I</b>	<b>See footnote</b> (8)
<b>Employee Stock Options (Right to Buy)</b>	(6)	8/26/2017	<b>Common Stock</b>	<b>25000</b> (1)	<b>\$29.45</b> (7)	<b>I</b>	<b>See footnote</b> (8)
<b>Employee Stock Options (Right to Buy)</b>	(6)	8/26/2017	<b>Common Stock</b>	<b>17325</b> (1)	<b>\$35.45</b> (7)	<b>I</b>	<b>See footnote</b> (8)
<b>Employee Stock Options (Right to Buy)</b>	(6)	8/26/2017	<b>Common Stock</b>	<b>120000</b> (1)	<b>\$34.25</b> (7)	<b>I</b>	<b>See footnote</b> (8)

**Explanation of Responses:**

- (1) Reflects securities beneficially owned as of February 25, 2016, as adjusted for 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.
- (3) Held of record by Biomed Partners, LLC. The Alfred E. Mann Living Trust is a managing member of Biomed Partners, LLC.
- (4) Held of record by Biomed Partners II, LLC. The Alfred E. Mann Living Trust is a managing member of Biomed Partners II, LLC.
- (5) Held of record by Mannco LLC. The Alfred E. Mann Living Trust is the sole manager and member of Mannco LLC.
- (6) The stock option is immediately exercisable. Represents the number of shares which were vested on February 25, 2016, the date of the death of the optionholder, Mr. Alfred E. Mann.
- (7) The exercise price has been adjusted to reflect the 1-for-5 reverse stock split effected by the Issuer on March 2, 2017
- (8) Following the death of Alfred E. Mann, the securities are beneficially owned by the Alfred E. Mann Living Trust.

**Reporting Owners**

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

**Signatures**

/s/ Anoosheh Bostani and /s/ Michael S. Dreyer, Trustees of the Alfred E. Mann Living Trust

5/22/2017

--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

5/22/2017

--Signature of Reporting Person

Date

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

\* If the form is filed by more than one reporting person, see Instruction 5(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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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