

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

( ) Check this box if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue. See Instructions 1(b).

1. Name and Address of Reporting Person

Fioretti, Charles E.  
600 S. Royal lane, Suite 200  
Coppell, Texas 75019  
USA

2. Issuer Name and Ticker or Trading Symbol

Mannatech, Incorporated  
MTEX

3. IRS or Social Security Number of Reporting Person (Voluntary)

4. Statement for Month/Year

05/03/2001

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

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

Director

7. Individual or Joint/Group Filing (Check Applicable Line)

(X) 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                           | 2. Transaction Date | 3. Transaction Code | 4. Securities Acquired (A) or Disposed of (D)<br>Amount | 5. Amount of Securities Beneficially Owned at End of Month<br>A/D Price | 6. Director or Indirect Beneficial Ownership<br>D/I | 7. Nature of Indirect Beneficial Ownership |
|--|---------------------|---------------------|---|---|---|--|
| Common Stock, par value \$0.0001 per share (1) | 05/03/2001          | PS                  | 89,031  | \$0.936 4,575,035   | D   |  |

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Derivative Security | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date | 4. Transaction Code | 5. Number of Derivative Securities Acquired (A) or Disposed of (D)<br>Amount | 6. Date Exercisable and Expiration Date<br>A/D Date | 7. Title and Amount of Underlying Securities<br>Title and Number of Shares | 8. Price of Derivative Security | 9. Number of Derivative Securities Owned at End of Month | 10. Director or Indirect Beneficial Ownership<br>D/I | 11. Nature of Indirect Beneficial Ownership |
|---------------------------------|--|---------------------|---------------------|--|---|--|---------------------------------|--|--|---|
|                                 |  |                     |                     |  |   |  |                                 |  |  |   |

Explanation of Responses:

(1) Mannatech repurchased these shares, as part of their one year purchase lock-up agreement with Mr. Fioretti.)

SIGNATURE OF REPORTING PERSON

/s/ Charles E. Fioretti

DATE

06/13/2001