

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

04/03/2001

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

05/08/2001

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	3. Date	4. Securities Acquired (A) or Disposed of (D)	5. Amount of Securities Beneficially Owned at End of Month	6. Dir (D) or Indir (I)	7. Nature of Indirect Beneficial Ownership				
Common Stock, par value \$0.0001 per share (1)	PS	04/03/2001	89,791	\$0.926	D		4,664,066			

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. Derivative Securities Acquired (A) or Disposed of (D)	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Price of Derivative Security	9. Number of Derivative Securities	10. Dir (D) or Indir (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