

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

SCHEDULE TO

(Amendment No. 2)

**TENDER OFFER STATEMENT UNDER SECTION 14(D)(1) OR 13(E)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934**

MANNATECH, INCORPORATED

(Name Of Subject Company (Issuer) And Filing Person (Offeror))

Common Stock, par value \$0.0001 per share
(Title of Class of Securities)

563771203
(CUSIP Number of Common Stock)

Erin Barta, Esq.
General Counsel and Corporate Secretary
1410 Lakeside Parkway, Suite 200
Flower Mound, Texas 75028
(972) 471-7400

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing persons)

With a copy to:

J. Kenneth Menges, Jr., P.C.
Akin Gump Strauss Hauer & Feld LLP
1700 Pacific Avenue, Suite 4100
Dallas, Texas 75201
(214) 969-2783

CALCULATION OF FILING FEE

Transaction Valuation*	Amount Of Filing Fee**
\$16,000,000	\$1,992 ***

* The transaction value is estimated only for purposes of calculating the filing fee. This amount is based on the offer to purchase up to \$16 million in value of shares of the common stock, par value \$0.0001 per share.

** The amount of the filing fee, calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, equals \$124.50 per million dollars of the value of the transaction.

*** Amount Previously Paid: \$1,992 Form or Registration No.: Schedule TO-I Date Filed: May 18, 2018

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration number, or the Form or Schedule and the date of its filing.

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Rule 14d-1(d) (Cross-Border Third Party Tender Offer)

SCHEDULE TO

This Amendment No. 2 (this "Amendment No. 2") amends and supplements the Tender Offer Statement on Schedule TO (the "Schedule TO") originally filed with the United States Securities and Exchange Commission by Mannatech, Incorporated, a Texas corporation ("Mannatech" or the "Company"), on May 18, 2018, as amended and supplemented on May 25, 2018, in connection with the Company's offer to purchase, up to \$16 million in value of shares of its common stock, par value \$0.0001 per share (the "Shares"), at a price not greater than \$21.00 nor less than \$18.50 per Share, to each seller in cash, less any applicable withholding taxes and without interest.

Only those items amended or supplemented are reported in this Amendment No. 2. Except as specifically provided herein, the information contained in the Schedule TO remains unchanged and this Amendment No. 2 does not modify any of the information previously reported on the Schedule TO. You should read this Amendment No. 2 together with the Schedule TO, the Offer to Purchase, dated May 18, 2018, and the related Letter of Transmittal.

ITEM 11. ADDITIONAL INFORMATION

Item 11 is hereby amended and supplemented as follows:

On June 18, 2018, the Company issued a press release announcing the preliminary results of the tender offer, which expired at 12:00 midnight, New York City time, at the end of Friday, June 15, 2018. A copy of such press release is filed as Exhibit (a)(5)(v) to this Schedule TO and is incorporated herein by reference.

ITEM 12. EXHIBITS

- [\(a\)\(1\)\(i\)*](#) Offer to Purchase, dated May 18, 2018.
 - [\(a\)\(1\)\(ii\)*](#) Letter of Transmittal (including IRS Form W-9).
 - [\(a\)\(1\)\(iii\)*](#) Notice of Guaranteed Delivery.
 - [\(a\)\(1\)\(iv\)*](#) Letter to Brokers, Dealers, Banks, Trust Companies and Other Nominees.
 - [\(a\)\(1\)\(v\)*](#) Letter to Clients for Use by Brokers, Dealers, Banks, Trust Companies and Other Nominees.
 - (a)(2) Not applicable.
 - (a)(3) Not applicable.
 - (a)(4) Not applicable.
 - [\(a\)\(5\)\(i\)*](#) Press Release, dated May 17, 2018, titled "Mannatech Announces Intent to Commence a Cash Tender Offer to Purchase up to \$16 Million of its Common Stock."
 - [\(a\)\(5\)\(ii\)*](#) Email to Associates, dated May 17, 2018, titled "Mannatech Announces Intent to Commence a Cash Tender Offer for up to \$16 Million of its Common Stock."
 - [\(a\)\(5\)\(iii\)*](#) Press Release, dated May 18, 2018, titled "Mannatech Commences Cash Tender Offer to Purchase up to \$16 Million of its Common Stock."
 - [\(a\)\(5\)\(iv\)*](#) Email to Employees, dated May 25, 2018, titled "Email Communication to Employees of Mannatech, Incorporated."
 - [\(a\)\(5\)\(v\)**](#) Press Release, dated June 18, 2018, titled "Mannatech Announces Preliminary Results of Tender Offer."
 - (b) Not applicable.
 - [\(d\)\(1\)*](#) Mannatech, Incorporated 2017 Stock Incentive Plan. (Filed as Exhibit 10.1 to Form 10-Q for the quarter ended June 30, 2017, filed on August 8, 2017 and incorporated herein by reference).
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[\(d\)\(2\)](#)* Form of Performance Stock Unit Award Agreement. (Filed as Exhibit 10.2 to Form 10-Q for the quarter ended June 30, 2017, filed on August 8, 2017 and incorporated herein by reference).

[\(d\)\(3\)](#)* Form of Stock Option Award Agreement. (Filed as Exhibit 10.3 to Form 10-Q for the quarter ended June 30, 2017, filed on August 8, 2017 and incorporated herein by reference).

[\(d\)\(4\)](#)* Form of Restricted Stock Unit Award Agreement. (Filed as Exhibit 10.4 to Form 10-Q for the quarter ended June 30, 2017, filed on August 8, 2017 and incorporated herein by reference).

[\(d\)\(5\)](#)* Form of Stock Appreciation Rights Award Agreement. (Filed as Exhibit 10.5 to Form 10-Q for the quarter ended June 30, 2017, filed on August 8, 2017 and incorporated herein by reference).

[\(d\)\(6\)](#)* Form of Restricted Stock Award Agreement. (Filed as Exhibit 10.6 to Form 10-Q for the quarter ended June 30, 2017, filed on August 8, 2017 and incorporated herein by reference).

[\(d\)\(7\)](#)* Form of Performance Stock Award Agreement. (Filed as Exhibit 10.7 to Form 10-Q for the quarter ended June 30, 2017, filed on August 8, 2017 and incorporated herein by reference).

[\(d\)\(8\)](#)* Mannatech, Incorporated 2008 Stock Incentive Plan, as amended. (Filed as Exhibit 4.4 to Form S-8, filed on July 14, 2014 and incorporated herein by reference).

[\(d\)\(9\)](#)* Form of Stock Award Certificate. (Filed as Exhibit 10.3 to Form S-8, filed on August 26, 2008 and incorporated herein by reference).

(g) Not applicable.

(h) Not applicable.

* Previously filed

** Filed herewith

SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Schedule TO is true, complete and correct.

MANNATECH, INCORPORATED

Dated: June 18, 2018

By: /s/ *Alfredo Bala*

Alfredo Bala
Chief Executive Officer
(principal executive officer)



Mannatech Announces Preliminary Results of Tender Offer

(Flower Mound, Texas) June 18, 2018 – [*Mannatech, Incorporated*](#) ("Mannatech" or the "Company") (*NASDAQ: MTEX*), a global health and wellness company committed to transforming lives to make a better world, announced today the preliminary results of its modified Dutch auction tender offer, which expired at 12:00 midnight, New York City time, at the end of Friday, June 15, 2018, to purchase up to an aggregate of \$16 million in value of its outstanding common stock, par value \$0.0001 per share, at a per share price not greater than \$21.00 nor less than \$18.50 per share (the "tender offer").

Based on the preliminary count by Computershare Trust Company, N.A., the Depositary for the tender offer (the "Depositary"), a total of 316,608 common shares of the Company were properly tendered and not properly withdrawn at or below the price of \$21.00 per share, including 4,733 shares that were tendered by notice of guaranteed delivery.

In accordance with the terms and conditions of the tender offer and based on a preliminary count by the Depositary, the Company expects to accept for payment a total of 316,608 common shares of the Company at a cash purchase price of \$21.00 per share, for a total cash cost of approximately \$6.6 million, excluding fees and expenses relating to the tender offer. These common shares represent approximately 11.6% of the Company's total outstanding shares as of April 30, 2018.

The Company anticipates to fund the share purchase in the tender offer from cash on hand.

The number of shares expected to be purchased in the tender offer, the cash purchase price per share, and the aggregate cash purchase price are preliminary and subject to change and are based on the assumption that all shares tendered through notice of guaranteed delivery will be delivered within the two trading day settlement period. The final number of shares to be purchased in the tender offer, the final cash purchase price per share, and the final aggregate cash purchase price will be announced following the expiration of the guaranteed delivery period and the completion of the confirmation process by the Depositary. Payment for the shares accepted for purchase pursuant to the tender offer will occur promptly thereafter.

The Company's tender offer was made pursuant to an Offer to Purchase and Letter of Transmittal, each dated May 18, 2018.

About Mannatech

Mannatech, Incorporated is committed to transforming lives through the development of high quality integrated health, weight management, fitness and skin care products distributed through its global network of independent associates and members. The company has been operating for more than 20 years with operations in 26 markets[^]. For more information, visit Mannatech.com.

[^] Mannatech operates in China under a cross-border e-commerce platform that is separate from its network marketing model.

Please Note: This release contains "forward-looking statements." These forward-looking statements generally can be identified by use of phrases or terminology such as "may," "will," "should," "hope," "could," "would," "expects," "plans," "intends," "anticipates," "believes," "estimates," "approximates," "predicts," "projects," "potential," and "continues" or other similar words or the negative of such terminology. Similarly, descriptions of Mannatech's objectives, strategies, plans, goals or targets contained herein are also considered forward-looking statements. Mannatech believes this release should be read in conjunction with all of its filings with the United States Securities and Exchange Commission and cautions its readers that these forward-looking statements are subject to certain events, risks, uncertainties, and other factors. Some of these factors include, among others, Mannatech's ability to complete the tender offer in a timely manner or at all, the price at which shares of Mannatech's common stock may trade on Nasdaq, which may be higher or lower than the purchase price in the tender offer, uncertainty as to the number of shares purchased in the tender offer, Mannatech's inability to attract and retain associates and preferred customers, increases in competition, litigation, regulatory changes, and its planned growth into new international markets. Although Mannatech believes that the expectations, statements, and assumptions reflected in these forward-looking statements are reasonable, it cautions readers to always consider all of the risk factors and any other cautionary statements carefully in evaluating each forward-looking statement in this release, as well as those set forth in its latest Annual Report on Form 10-K and Quarterly Report on Form 10-Q, and other filings filed with the United States Securities and Exchange Commission, including its current reports on Form 8-K. All of the forward-looking statements contained herein speak only as of the date of this release.

Contact

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