

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

SCHEDULE TO

(Amendment No. 1)

**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.

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 statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid:	\$1,992	Filing Party:	Mannatech, Incorporated
Form or Registration No.:	Schedule TO	Date Filed:	May 18, 2018

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. 1 (this "Amendment No. 1") 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, 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. 1. Except as specifically provided herein, the information contained in the Schedule TO remains unchanged and this Amendment No. 1 does not modify any of the information previously reported on the Schedule TO. You should read this Amendment No. 1 together with the Schedule TO, the Offer to Purchase, dated May 18, 2018, and the related Letter of Transmittal.

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."
 - (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).
 - [\(d\)\(2\)*](#) 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).
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[\(d\)\(6\)](#)* 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: May 25, 2018

By: /s/ *Alfredo Bala*

Alfredo Bala
Chief Executive Officer
(principal executive officer)

**EMAIL COMMUNICATION TO EMPLOYEES OF
MANNATECH, INCORPORATED**

May 25, 2018

As you may have heard, Mannatech has announced a modified Dutch auction cash tender offer to purchase up to \$16 million 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 (the “tender offer”). A copy of the press release announcing the tender offer is attached.

You may participate in the tender offer if you hold (1) any shares of Mannatech’s common stock outright (whether you hold the shares through a broker or by holding a stock certificate) or (2) options to purchase shares of Mannatech’s common stock that are vested or will vest before the tender offer expires (currently 12:00 midnight, New York City time, at the end of Friday, June 15, 2018). Please note that shares of restricted stock that have not vested before the tender offer expires are not eligible for the tender offer.

Each individual will need to come to his or her own determination as to whether to participate in the tender offer. Although Mannatech’s Board of Directors approved making the tender offer, neither Mannatech nor its Board of Directors is making any recommendation as to whether holders should participate. You should carefully review the offer materials and discuss the offer with your tax and other personal advisors before deciding whether to participate. In addition, Mannatech is not rendering any tax advice in connection with the offer.

Information about the tender offer, including the procedures you must follow to participate, is available as described below.

SHAREHOLDERS

If you hold shares of Mannatech’s common stock in a brokerage account, you may wish to contact the broker to make sure you get a copy of the tender offer documents and any other forms your broker may require you to complete. If you hold shares by holding a stock certificate, our transfer agent will be sending you the tender offer documents. In either case, you may request copies from the information agent for the tender offer as described below. If you hold restricted (unvested) shares of Mannatech’s common stock that will vest during the pendency of the tender offer and you are considering participating in the tender offer, you should contact the information agent.

VESTED OPTIONS TO PURCHASE MANNATECH’S COMMON STOCK

If you hold options to purchase shares of Mannatech’s common stock that are vested or will vest before the tender offer expires, you may participate in the tender offer by (1) exercising your vested options and (2) tendering shares of Mannatech’s common stock acquired upon exercise. Given the applicable deadlines to participate, if you are considering exercising your stock options, including any that vest during the pendency of the tender offer, you should contact your broker or information agent as soon as possible.

Once you have exercised your stock options, you may elect to participate in the tender offer by contacting the information agent.

PLEASE BE AWARE THAT IF YOU CHOOSE TO EXERCISE OPTIONS, AND ALL OR ANY PORTION OF YOUR SHARES ARE NOT ACCEPTED IN THE TENDER OFFER, YOU MAY NOT RESCIND YOUR OPTION EXERCISE.

Important Additional Information

This communication is for informational purposes only, is not a recommendation to buy or sell shares of Mannatech's common stock, and does not constitute an offer to buy or the solicitation to sell shares of Mannatech's common stock. The tender offer is being made only pursuant to the tender offer statement on Schedule TO, including an Offer to Purchase, Letter of Transmittal and related materials that Mannatech has filed with the Securities and Exchange Commission (the "SEC").

SHAREHOLDERS AND HOLDERS OF AWARDS GRANTED UNDER MANNATECH'S EQUITY INCENTIVE PLANS ARE URGED TO CAREFULLY READ THE TENDER OFFER STATEMENT, THE OFFER TO PURCHASE, LETTER OF TRANSMITTAL AND RELATED MATERIALS FILED WITH THE SEC BECAUSE THEY CONTAIN IMPORTANT INFORMATION, INCLUDING THE VARIOUS TERMS OF, AND CONDITIONS TO, THE TENDER OFFER, THAT SHAREHOLDERS AND AWARD HOLDERS SHOULD CONSIDER BEFORE MAKING ANY DECISION REGARDING TENDERING THEIR SHARES.

Shareholders can obtain a free copy of the tender offer statement on Schedule TO, the Offer to Purchase, Letter of Transmittal, and other related documents that Mannatech has filed or will file with the SEC at the SEC's website at www.sec.gov. Additional copies of these materials may be obtained for free by contacting Mannatech at ir@mannatech.com or 1410 Lakeside Pkwy, Ste 200, Flower Mound, TX 75028, Attn: Investor Relations, or Georgeson LLC, the information agent for the tender offer, at (866) 857-2624.

Other Disclosures

None of Mannatech, its directors, the dealer manager, the information agent or the depository for the tender offer is making any recommendation to shareholders as to whether to tender their shares or refrain from tendering their shares into the tender offer. Shareholders must decide how many shares they will tender, if any, and the cash price within the stated range at which they will offer their shares for purchase by Mannatech. In doing so, shareholders and holders of awards granted under Mannatech's equity plans should carefully read the tender offer statement, offer to purchase, letter of transmittal and related materials, because they contain important information regarding the various terms of, and conditions to, the tender offer.

Forward Looking Statements

Please Note: This communication 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 communication 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 communication, 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 communication.