

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

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): **December 13, 2011**

MANNATECH, INCORPORATED

(Exact Name of Registrant as Specified in its Charter)

Texas
(State or other Jurisdiction of
Incorporation or Organization)

000-24657
(Commission File Number)

75-2508900
(I.R.S. Employer Identification No.)

600 S. Royal Lane, Suite 200
Coppell, Texas 75019
(Address of Principal Executive Offices, including Zip Code)

Registrant's Telephone Number, including Area Code: **(972) 471-7400**

(Former name or former address, if change since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Effective December 13, 2011, Stephen D. Fenstermacher resigned as Co-Chief Executive Officer and Chief Financial Officer of Mannatech, Incorporated (the “*Company*”) to pursue other opportunities.

On December 14, 2011, the Company appointed S. Mark Nicholls, age 45, to be its Chief Financial Officer. Mr Nicholls joined the Company in December 2007 to serve as Senior Tax Manager. From November 2009 to April 2011, Mr. Nicholls served as Director of Tax and from April 2011 until his appointment as Chief Financial Officer he served as Vice President, Treasury & Tax. From July 2007 to November 2007, Mr. Nicholls was the Tax Director for Carter & Burgess, Inc. and from March 2007 through July 2007, Mr. Nicholls provided tax consulting services to Carter & Burgess, Inc. through Robert Half Management Resources. Mr. Nicholls has also served as Chief Financial Officer for The Cirrus Group and Upstream Partners and as Senior Manager for both BDO Seidman, LLP and PricewaterhouseCoopers, LLP. Mr. Nicholls has an M.S. Taxation and B.B.A. in finance from the University of Texas at Arlington and is a Certified Public Accountant licensed in the State of Texas.

The Company’s Board of Directors is currently evaluating the vacancy in the Senior Executive Office resulting from Mr. Fenstermacher’s resignation.

A copy of the Company’s press release announcing the resignation and appointment is attached as Exhibit 99.1 to this Current Report on Form 8-K and incorporated by reference into this Item 5.02.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Exhibit
99.1*	Press Release dated December 16, 2011 entitled “Mannatech Announces Executive Change”

* Filed herewith.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

Dated: December 16, 2011

MANNATECH, INCORPORATED

By: /s/ Robert A. Sinnott
**Robert A. Sinnott, co-CEO and Chief
Science Officer**

EXHIBIT INDEX

Exhibit Number

Exhibit

99.1*

Press Release dated December 16, 2011 entitled "Mannatech Announces Executive Change"

* Filed herewith.



Mannatech Announces Executive Change

(CORPUS, Texas) December 16, 2011 - **Mannatech, Incorporated** (NASDAQ: MTEX), has announced the resignation of one of its senior executives.

Stephen D. Fenstermacher, Chief Financial Officer and co-CEO, resigned effective December 13, 2011, to accept an opportunity with a financial services company. Mr. Fenstermacher joined Mannatech in 1998, and has served as its Chief Financial Officer since October 1999. He joined the Mannatech Senior Executive Office as co-CEO in December 2009. The Company's Board of Directors is currently evaluating the vacancy in the Senior Executive Office resulting from Mr. Fenstermacher's resignation.

Mannatech has promoted S. Mark Nicholls to Chief Financial Officer. Mr. Nicholls joined Mannatech in December 2007 to serve as Senior Tax Manager, and most recently served as Vice President Treasury & Tax. Prior to joining Mannatech, Mr. Nicholls served as Tax Director at Carter & Burgess, a large architectural and engineering firm in the United States, and as Chief Financial Officer for The Cirrus Group, a real estate management and development company. Additionally, Mr. Nicholls spent ten years working at public accounting firms, including PricewaterhouseCoopers and BDO Seidman. He is a Certified Public Accountant licensed in the State of Texas.

"We are very thankful for the many contributions Steve has made at Mannatech in his 13 years of service at the company, and wish him the utmost success in his new ventures," says co-CEO and Chief Science Officer Robert. A. Sinnott. "Moreover, we're excited about the promotion of Mark Nicholls to Chief Financial Officer. Mark has been an integral part of the Mannatech team over the past four years. He is equally impressive in both his ability to protect Mannatech's financial standing and in his comprehension of the growth mechanisms that influence success in the direct sales industry."

Individuals interested in Mannatech's products or in exploring its business opportunity can learn more at Mannatech.com.

About Mannatech

Mannatech, Incorporated, develops high-quality health, weight and fitness, and skin care products that are based on the solid foundation of nutritional science and development standards. Mannatech is dedicated to its platform of Social Entrepreneurship based on the foundation of promoting, aiding and optimizing nutrition where it is needed most around the world. Mannatech's proprietary products are available through independent sales Associates around the globe including the United States, Canada, South Africa, Australia, New Zealand, Austria, Denmark, Germany, Norway, Sweden, the Netherlands, the United Kingdom, Japan, Taiwan, Singapore, Estonia, Finland, the Republic of Ireland, Czech Republic, the Republic of Korea and Mexico. For more information, visit Mannatech.com.

Please note: This release contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, Section 21E of the Securities Exchange Act of 1934, as amended, and the Private Securities Litigation Reform Act of 1995. These forward-looking statements generally can be identified by use of phrases or terminology such as "intend" 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 inability to attract and retain Associates and Members, 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.

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