

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)  
 Director  10% Owner ( ) Officer (give title below) ( ) Other  
 (specify below)  
 Director
7. Individual or Joint/Group Filing (Check Applicable Line)  
 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. Code	4. Securities Acquired (A) or Disposed of (D)		5. Amount of Securities Beneficially Owned at End of Month	6. Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
			Amount	A/D			
Common Stock, par value \$0.0001 per share (1)	04/03/2001	PS	89,791	D	\$0.926	4,664,066	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. Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially Owned at End of Month	10. Direct (D) or Indirect (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