
**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): August 15, 2006

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 1.01. Entry into a Material Definitive Agreement.

On August 15, 2006, Mannatech amended the original Consulting Agreement with Dr. Bill H. McAnalley, to extend the term of the original agreement through August 8, 2007. Pursuant to the terms of the amended Consulting Agreement, Mannatech agreed to pay Dr. McAnalley a monthly amount of \$36,041.67.

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits.*

Note: The information contained in this report (including all exhibits) is not to be deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section.

<u>Exhibit Number</u>	<u>Exhibit</u>
99.1*	Amendment to Original Consulting Agreement, dated August 15, 2006, between Mannatech and Dr. Bill H. McAnalley and Bill McAnalley & Associates LLC.

* 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.

MANNATECH, INCORPORATED

By: /s/ Samuel L. Caster

Name: Samuel L. Caster

Title: Chairman of the Board and Chief Executive Officer

Dated: August 16, 2006

EXHIBIT INDEX

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99.1*	Amendment to Original Consulting Agreement, dated August 15, 2006, between Mannatech and Dr. Bill H. McAnalley and Bill McAnalley & Associates LLC.

* Filed herewith.

**AMENDMENT TO
CONSULTING AGREEMENT**

This Amendment to Consulting Agreement (this "Amendment") is entered into as of August 15, 2006, by and between, Mannatech, Inc., a Texas corporation (the "Company"), and Dr. Bill H. McAnalley, an individual resident of the State of Texas ("Dr. McAnalley"), and Bill McAnalley & Associates, a Texas Limited Liability Company ("McAnalley").

WHEREAS, the Company and Dr. McAnalley are parties to that certain Consulting Agreement, dated to be effective as of August 9, 2005 (the "Original Agreement");

WHEREAS, each of the Company and Dr. McAnalley now desire to amend the Original Agreement to extend the term of the Original Agreement, and, effective as of August 9, 2006, to reduce the payments received by Dr. McAnalley pursuant to Section 5 of the Original Agreement, and to assign the Original Agreement as amended to McAnalley;

NOW THEREFORE, in consideration of the premises and the mutual covenants contained herein, and other good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, the Company, Dr. McAnalley, and McAnalley agree as follows:

SECTION 1. Defined Terms. Unless otherwise defined herein, all capitalized terms used in this Amendment have the meanings assigned to such terms in the Original Agreement, as amended hereby.

SECTION 2. Amendments. The Original Agreement is hereby amended as follows:

1. Section 7(a) of the Original Agreement is hereby deleted in its entirety and replaced with the following:

"The term of the consulting relationship under this Agreement shall commence on the Effective Date and continue until, and shall expire upon (and including), the 8th day of August, 2007, unless the consulting relationship is sooner terminated in accordance with Section 7(b) below."

2. Section 5(a) of the Original Agreement is hereby deleted in its entirety and replaced with the following:

"On or before the 8th day of each calendar month during the term of this Agreement, a monthly amount of \$76,083.33; which amount will be reduced to a monthly amount of \$36,041.67 beginning on August 9, 2006.

SECTION 3. Effect of this Amendment. As amended hereby, the Original Agreement remains in full force and effect. In the event of a conflict or inconsistency between the Original Agreement and this Amendment, the terms of this Amendment shall control.

SECTION 4. Execution in Counterparts. This Amendment may be executed in counterparts, each of which when so executed and delivered shall be deemed to be an original and all of which taken together shall constitute one and the same instrument.

SECTION 5. Assignment. Effective August 8, 2006, Dr. McAnalley assigns the Original Agreement and this Amendment to McAnalley, and McAnalley assumes the duties and obligations of and will receive the benefits of same in place and instead of Dr. McAnalley, and the parties agree and consent to such assignment.

IN WITNESS WHEREOF, the Company, Dr. McAnalley, and McAnalley have executed this Amendment as of the day and year first written above.

/s/ Bill H. McAnalley

DR. BILL H. MCANALLEY

BILL MCANALLEY & ASSOCIATES

By: Bill H. McAnalley

Its: Owner

MANNATECH, INCORPORATED

By: /s/ Sam Caster

Name: Sam Caster

Title: Chairman and Chief Executive Officer