
**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): June 19, 2008

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.

On June 19, 2008, Terry L. Persinger resigned from the Board of Directors (the “**Board**”) of Mannatech, Incorporated (“**Mannatech**”) and the Board appointed Wayne Badovinus to fill the vacancy created by Mr. Persinger’s resignation. Mr. Badovinus has served as Mannatech’s President and Chief Executive Officer since June 16, 2008. Mr. Badovinus is also expected to be named to fill the vacancy on the Board’s Science Committee created by Mr. Persinger’s resignation. The Science Committee consists of various members with research and development backgrounds and is primarily responsible for overseeing all aspects of Mannatech’s product development and setting the overall direction of Mannatech’s product research and development.

Item 8.01. Other Events.

On June 19, 2008, Mannatech issued a press release announcing the results of its annual shareholders meeting held on June 18, 2008. *A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference into this Item 8.01.*

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Exhibit</u>
99.1*	Press release dated June 19, 2008 entitled “Mannatech Announces Results of Annual Shareholders’ and Board of Directors Meetings.”

* 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

Dated: June 23, 2008

By: /s/ Stephen D. Fenstermacher

Name: Stephen D. Fenstermacher

Title: Senior Vice President and Chief Financial Officer

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Exhibit</u>
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* Filed herewith.



**Mannatech Announces Results of
Annual Shareholders' and Board of Directors Meetings**
*Shareholders approved all proposals,
New President and CEO Badovinus joins Board of Directors*

Coppell, Texas, June 19, 2008—Mannatech, Incorporated (NASDAQ – MTEX), a leading developer and provider of dietary supplements and skin care solutions, announced that its shareholders passed all three proposals put to a vote of its shareholders at Mannatech's annual shareholder meeting held Wednesday, June 18, 2008.

Mannatech's new President and Chief Executive Officer, Wayne L. Badovinus, was introduced to shareholders, employees, and visitors by Chairman of the Board, Samuel L. Caster.

Also at the meeting a discussion of the company's results and accomplishments was led by Sam Caster, along with Terry L. Persinger, former president and chief executive officer, and Stephen D. Fenstermacher, chief financial officer and senior vice president. Additional highlights discussed at the meeting related to Mannatech's operations for 2007 and for the first quarter of 2008.

More than 97% of shareholders voting in person or by proxy approved Mannatech's proposal to elect the following to its Board of Directors (the "Board") as Class III Directors: Alan D. Kennedy, Robert C. Blattberg, Ph.D., Robert Toth, and Terry L. Persinger. Mr. Persinger, who retired as Mannatech's president and chief executive officer on June 15, 2008, resigned from the Board effective June 19, 2008. Wayne Badovinus was appointed to the Board in today's Board proceedings filling the vacancy created by Terry's resignation.

Approximately 99% of Mannatech's shareholders voting in person or by proxy at the meeting and entitled to vote also ratified the appointment of Mannatech's independent registered public accounting firm, BDO Seidman, LLP, for Mannatech's fiscal year ended December 31, 2008. Approval of this proposal required the affirmative vote of a majority of the outstanding shares entitled to vote and represented in person or by proxy at the meeting.

Approximately 92% of Mannatech's shareholders voting in person or by proxy at the meeting entitled to vote also approved Mannatech's 2008 Stock Incentive Plan. Approval of this proposal required the affirmative vote of a majority of the outstanding shares entitled to vote and represented in person or by proxy at the meeting.

About Mannatech

Mannatech, Incorporated, is a global wellness solutions provider of innovative, high-quality, proprietary nutritional supplements, topical and skin care products, and weight management products sold through independent associates and members located in the United States and the international markets of Canada, Australia, the United Kingdom, Japan, New Zealand, the Republic of Korea, Taiwan, Denmark, Germany, and South Africa.

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.

Contact Information:

Gary Spinell
Vice President
Corporate Communications
972-471-6512
ir@mannatech.com
www.mannatech.com
www.exploremannatech.com