

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): January 13, 2012

**MANNATECH, INCORPORATED**

(Exact Name of Registrant as Specified in its Charter)

<b>Texas</b> (State or other Jurisdiction of Incorporation or Organization)	<b>000-24657</b> (Commission File Number)	<b>75-2508900</b> (I.R.S. Employer Identification No.)
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**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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

Effective January 13, 2012, Mannatech, Incorporated (the “*Company*”) amended the Company’s Amended and Restated Articles of Incorporation to effect a reverse stock split of the Company’s common stock at a ratio of 1-for-10 (the “*Reverse Stock Split*”). A copy of the amendment is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated by reference in this Item 5.03.

**Item 8.01. Other Events.**

The Reverse Stock Split became effective as of 11:59 p.m. on January 13, 2012. The trading of the Company’s common stock on the Nasdaq Global Select Market on a split-adjusted basis will begin at the opening of trading on January 17, 2012.

The Company’s shareholders will not receive fractional shares in connection with the Reverse Stock Split. Instead, each shareholder entitled to a fractional share of the Company’s common stock as a result of the Reverse Stock Split will receive a cash payment in lieu of any fractional shares.

**Item 9.01. Financial Statements and Exhibits.**

(d) *Exhibits.*

**Exhibit Number Exhibit**

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3.1\* Certificate of Amendment to the Amended and Restated Articles of Incorporation of Mannatech, Incorporated, effective January 13, 2012.

\*Filed herewith.

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**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: January 16, 2012

**MANNATECH, INCORPORATED**

By: /s/ *S. Mark Nicholls*  
S. Mark Nicholls  
Chief Financial Officer

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**EXHIBIT INDEX**

**Exhibit Number**

**Exhibit**

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3.1\* Certificate of Amendment to the Amended and Restated Articles of Incorporation of Mannatech, Incorporated, effective January 13, 2012.  
\*Filed herewith.

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**CERTIFICATE OF AMENDMENT TO  
THE AMENDED AND RESTATED ARTICLES OF INCORPORATION OF  
MANNATECH, INCORPORATED**

Pursuant to the provisions of Section 3.053 of the Texas Business Organizations Code, Mannatech, Incorporated, a Texas corporation, hereby adopts the following Certificate of Amendment to its Amended and Restated Articles of Incorporation:

**ARTICLE I**

The name of the filing entity is Mannatech, Incorporated, a for-profit corporation (the “*Company*”). The file number issued to the Company by the Secretary of State of the State of Texas is 0128918700. The date of formation of the Company is November 4, 1993.

**ARTICLE II**

The Amended and Restated Articles of Incorporation of the Company are hereby amended by adding the following paragraph to the end of Article Four:

“Each ten (10) shares of Common Stock either issued and outstanding or held by the corporation in treasury stock on the effective date of this Certificate of Amendment shall automatically be combined into one (1) validly issued, fully paid and non-assessable share of Common Stock, without any action by the holder thereof, subject to the treatment of fractional interests as described below (the “*Reverse Stock Split*”). No certificates representing fractional shares of Common Stock shall be issued in connection with the Reverse Stock Split. Shareholders who otherwise would be entitled to receive fractional share interests of Common Stock in connection with the Reverse Stock Split shall, with respect to such fractional interest, be entitled to receive cash (without interest or deduction) in lieu of such fractional interest in an amount equal to the product of (a) the fraction of one share owned by the shareholder following the Reverse Stock Split and (b) the average closing sale price of the Common Stock on the Nasdaq Global Select Market for the five trading days ending on the last business day before the date this Certificate of Amendment is filed with the Secretary of State of the State of Texas. Each certificate that immediately prior to such combination represented shares of Common Stock (“*Old Certificates*”) shall thereafter represent that number of shares of Common Stock into which the shares of Common Stock represented by the Old Certificate shall have been combined, subject to the elimination of fractional share interests as described above.”

**ARTICLE III**

This Certificate of Amendment has been approved in the manner required by the Texas Business Organizations Code and by the governing documents of the Company.

**ARTICLE IV**

This Certificate of Amendment shall become effective at 11:59 p.m. Central Time on January 13, 2012.

**[signature page follows]**

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**IN WITNESS WHEREOF**, the Company has caused this Certificate of Amendment to be signed on its behalf by the duly authorized officer below this 12<sup>th</sup> day of January, 2012.

MANNATECH, INCORPORATED

By: */s/ S. Mark Nicholls*

Name: S. Mark Nicholls

Title: Chief Financial Officer

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