

---

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 2, 2016

**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))
- 
-

**Item 5.07 Submission of Matters to a Vote of Security Holders**

Mannatech, Incorporated (the “Company”) held its 2016 Annual Shareholders’ Meeting on June 2, 2016. The Company’s shareholders considered three proposals, each of which is described in the Proxy Statement. A total of 2,039,606 shares were represented in person or by proxy, or approximately 75% of the total shares outstanding. The final results of votes with respect to the proposals submitted for shareholder vote at the 2016 Annual Shareholders’ Meeting are set forth below.

*Proposal 1 – Election of Directors*

Shareholders elected J. Stanley Fredrick and Eric W. Schrier as Class II Directors.

Director	For	Withheld	Broker Non-Votes
J. Stanley Fredrick	1,183,911	65,090	790,605
Eric W. Schrier	1,184,123	64,878	790,605

*Proposal 2 – Ratification of the Appointment of the Company’s Independent Registered Public Accounting Firm*

Shareholders ratified the appointment of BDO USA, LLP as the Company’s independent public accounting firm for the fiscal year ending December 31, 2016.

For	Against	Abstain
2,000,847	22,042	16,717

*Proposal 3 – Approval, on an advisory basis, of Executive Compensation (“Say-on-Pay”)*

Shareholders approved, on an advisory basis, executive compensation.

For	Against	Abstain	Broker Non-Votes
1,221,469	22,655	4,877	790,605

The Company’s press release related to the foregoing event is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

**Exhibit Number****Exhibit**

99.1\* Press Release dated June 3, 2016 entitled “Mannatech Announces Results of Annual Shareholders’ Meeting.”

\* furnished 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 3, 2016

By: /s/ **David Johnson**

David Johnson  
Chief Financial Officer

---

Exhibit Index

**Exhibit Number**

**Exhibit**

[99.1\\*](#)

Press Release dated June 3, 2016 entitled "Mannatech Announces Results of Annual Shareholders' Meeting."

\* furnished herewith.

---



**CONTACT**  
 Donna Giordano  
 972-471-6512  
 ir@mannatech.com

### Mannatech Announces Results of Annual Shareholders' Meeting

**COPPELL, Texas—June 3, 2016**— Mannatech®, Incorporated (NASDAQ: MTEX), a global health and wellness company committed to transforming lives to make a better world, announced that its shareholders passed all proposals put to a vote at the company's annual shareholder meeting held Thursday, June 2, 2016.

Mannatech's Chairman of the Board, J. Stanley Fredrick, chaired the meeting and David Johnson, Mannatech's Chief Financial Officer, spoke to the shareholders sharing the company's financial results for 2015 and the first quarter of 2016.

There were 2,706,986 outstanding shares of Mannatech's common stock as of April 11, 2016 entitled to vote and 2,039,606 shares, or 75.3%, represented at the meeting, either in person or by proxy.

The following matters were submitted and voted upon at the meeting:

1. Mannatech shareholders voted to elect two individuals to the Board of Directors as a Class II Director as set forth below:

Name	Number of Shares For	Number of Shares Withheld	Broker Non-Votes
J. Stanley Fredrick	1,183,911	65,090	790,605
Eric W. Schrier	1,184,123	64,878	790,605

2. Mannatech shareholders voted to ratify the appointment of BDO USA, LLP as our independent registered public accounting firm for the fiscal year ended December 31, 2016 as set forth below:

Number of Shares For	Number of Shares Against	Number of Shares Abstaining
2,000,847	22,042	16,717

3. Mannatech shareholders approved, on an advisory basis, the compensation of the company's named executive officers as set forth below:

Number of Shares For	Number of Shares Against	Number of Shares Abstaining	Broker Non-Votes
1,221,469	22,655	4,877	790,605

To begin transforming your life or the lives of those around you, please visit [Mannatech.com](http://Mannatech.com).

#### **About Mannatech**

Mannatech, Incorporated, offers a profound wellness experience through a financially rewarding opportunity that makes a difference in the lives of people across the world. Through its innovative glyconutrition products, Mannatech transforms lives, providing an unprecedented level of natural wellness, freedom and purpose. With more than 20 years of experience and operations in more than 25 countries, Mannatech is committed to transforming lives. For more information, visit [Mannatech.com](http://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.*

---