

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): **February 26, 2009**

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 8.01. Other Events.

On February 26, 2009, Mannatech, Incorporated (“Mannatech”) announced that it reached a settlement with the Texas Attorney General’s office of an enforcement action filed by the Texas Attorney General in July 2007. The lawsuit related to regulatory compliance and sales practices that predominantly took place from 2002 to 2006. Under the proposed settlement, Mannatech will pay \$6 million, of which \$4 million is designated for restitution to consumers and \$2 million is designated to cover fees and expenses of Texas regulators. The settlement does not include any fine or penalty. As part of the agreed final judgment, Mannatech and its agents are enjoined from any future violations of certain provisions of the Texas Food, Drug, and Cosmetics Act and the Texas Deceptive Trade Practices Act.

A copy of the press release announcing the settlement 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 February 26, 2009 entitled “Mannatech Reaches Settlement with Texas Attorney General.”

*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.

Dated: March 2, 2009

MANNATECH, INCORPORATED

By: /s/ **Stephen D. Fenstermacher**
Stephen D. Fenstermacher
Executive Vice President and Chief Financial Officer

EXHIBIT INDEX

Exhibit Number **Exhibit**

99.1* Press release dated February 26, 2009 entitled "Mannatech Reaches Settlement with Texas Attorney General."

*Filed herewith.



Mannatech Reaches Settlement with Texas Attorney General

Coppell, Texas, February 26, 2009 – Mannatech, Incorporated (NASDAQ - MTEX), a leading developer and provider of proprietary dietary supplements, weight management products and skin care solutions, today announced the company has reached a settlement with the Texas Attorney General's office for a July 2007 civil complaint.

The Texas Attorney General filed a civil complaint in July 2007 related to regulatory compliance and sales practices that predominantly took place from 2002 to 2006. Under the proposed settlement, pending court approval, Mannatech will pay \$6 million, of which \$4 million is designated for restitution to consumers and \$2 million is designated to cover fees and expenses of Texas regulators. The settlement does not include any fine or penalty.

"We appreciate the efforts of Texas Attorney General Greg Abbott and his staff as we worked to reach a settlement that will allow our business to move forward," said Wayne Badovinus, president and CEO of Mannatech. "We have made significant changes to our business before and since the filing occurred and are pleased the Texas Attorney General reached a settlement that allows us to move forward as a stronger company, and also continue to offer opportunities to both our corporate staff and independent sales Associates during this down economy."

During the past two years, Mannatech has made significant changes to its operating practices. The company has expanded its compliance department with the addition of seven full-time employees dedicated to investigating potential policy violations, and monitoring for non-compliant web sites. The company bans the sale, distribution or use of third-party materials or testimonials linking the benefits of glyconutrients with any disease, disease process or disease claims to its products. Violations of company policy result in disciplinary action, including termination. Additionally, Mannatech implemented a six-month, money-back guarantee on all products for any reason whatsoever. Under the settlement, Mannatech will make additional changes to its operating practices and compliance program and provide periodic reporting to the Texas Attorney General.

"This settlement, along with the company's successful outcomes in the patent infringement, shareholder derivative and securities class-action lawsuits, shows we are ready to forge ahead to drive future growth and success," said Keith Clark, senior vice president and global chief legal officer at Mannatech.

In tandem with the company's settlement, the Texas Attorney General also reached a settlement with Sam Caster, who was named in the original complaint, which includes a fine of \$1 million.

About Mannatech

Mannatech, Incorporated, is a global wellness solutions provider of innovative, high-quality, proprietary dietary supplements, weight management products and skin care solutions 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, South Africa, and Singapore. For more information please visit www.mannatech.com or www.allaboutmannatech.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.

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