

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 2, 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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On February 2, 2009, Sam Caster, the founder of Mannatech, Incorporated (the “Company”), resigned from the Company’s board of directors. Mr. Caster served as the Chairman of the Board of the Company’s board of directors and as a member of the Company’s Science Committee. The Company’s board of directors has elected lead director Stan Fredrick to replace Mr. Caster as the Chairman of the Board.

A copy of the Company’s press release announcing Mr. Caster’s resignation is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference into this Item 5.02.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number

Exhibit

99.1*

Press release dated February 2, 2009 entitled “Mannatech Founder Sam Caster Steps Down from the Company’s Board.”

*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: February 2, 2009

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

EXHIBIT INDEX

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Mannatech Founder Sam Caster Steps Down from the Company's Board

J. Stanley Fredrick Elected as Chairman

Coppell, Texas, February 2, 2009 – Mannatech, Incorporated (NASDAQ - MTEX), a leading developer and provider of proprietary dietary supplements, weight management products and skin care solutions, today announced the resignation of the company's founder, Sam Caster, from the company's board of directors. The board of directors has elected Lead Director Stan Fredrick to replace Mr. Caster as the Chairman of the Board.

"I have always considered it an honor and a privilege working with our independent Associates. This change removes administrative responsibility, and provides time and opportunity to help our Associates further develop our global business," said Sam Caster, founder and outgoing chairman of Mannatech. "The election of Stan Fredrick to succeed me as Chairman of the Board allows us to concentrate our efforts in areas where we can be most effective."

"On behalf of Mannatech's employees and more than 500,000 global independent sales Associates, we appreciate Sam's long-term dedication and contributions to the company since its inception and his willingness to help facilitate solutions," said Wayne Badovinus, Mannatech's president and CEO. "Mannatech's research, products and business opportunity enrich the quality of life for sales Associates and customers around the world. I am proud of the company's progress as we work to become the world's leading wellness solutions provider."

Caster will continue to concentrate his efforts on the implementation of the company's recently revised business opportunity, supporting the direction of Mannatech's leadership team and field sales initiatives.

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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