
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): **November 13, 2013**

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 2.02. Results of Operations and Financial Condition.

On November 13, 2013, Mannatech, Incorporated issued a press release announcing financial and operating results for the third quarter of 2013. A copy of the press release is attached 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 November 13, 2013, entitled "Mannatech Reports Third Quarter 2013 Financial Results." |

*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: November 13, 2013

MANNATECH, INCORPORATED

By: /s/ S. Mark Nicholls

S. Mark Nicholls

Chief Financial Officer

Exhibit Index

| Exhibit Number | Exhibit |
|-----------------------|--|
| 99.1* | Press release, dated November 13, 2013, entitled “Mannatech Reports Third Quarter 2013 Financial Results.” |

*Filed herewith.



Mannatech Reports Third Quarter 2013 Financial Results

(COPPELL, Texas) November 13, 2013 — Mannatech®, Incorporated (**NASDAQ: MTEX**), a pioneer of nutritional glycobiology and leading innovator of naturally-sourced supplements based on Real Food Technology® solutions, today reported net sales for the third quarter of 2013 were \$44.4 million, an increase of 3.3% as compared to \$43.0 million in the third quarter of 2012 and a net loss of \$0.8 million, or \$0.30 per diluted share, for the third quarter ending September 30, 2013, as compared to a net income of \$2.2 million, or \$0.83 per diluted share, for the third quarter of 2012.

During the third quarter of 2013, we implemented a global loyalty program for our associates and members who purchase products using a qualified automatic order. Participating associates and members earn loyalty points, which can be applied to future purchases. The company defers the dollar equivalent in revenue for these loyalty points until the points are applied or forfeited. During the third quarter of 2013, the company deferred net sales of \$2.5 million due to the loyalty program.

Net sales for Asia/Pacific increased 23.6% to \$22.0 million as compared to \$17.8 million in the third quarter 2012 due to an increase in the number of active associates and an increase in the revenue generated per active associate and member. The increases were offset by a net sales deferral of \$1.2 million for the loyalty program and a \$1.2 million unfavorable impact on net sales due to fluctuations in foreign currency exchange rates.

Net sales for North America declined 9.7% to \$18.7 million as compared to \$20.7 million in the third quarter of 2012. The decline in revenue is due to the net sales deferral of \$1.2 million for the loyalty program in the third quarter of 2013 and a net reduction in active members and associates.

Net sales for Europe, the Middle East and Africa declined 17.8% to \$3.7 million as compared to \$4.5 million in the third quarter of 2012. This decline was primarily due to a decrease in the average revenue per associate and member. Additionally, the company experienced a \$0.4 million unfavorable impact on net sales due to fluctuations in foreign currency exchange rates.

Recruiting increased 4.4% in the third quarter of 2013 as compared to the third quarter of 2012. The number of new independent associates and members for the third quarter of 2013 was approximately 28,800, as compared to 27,600 during the same period in 2012. The total number of independent associates and members based on a 12-month trailing period was approximately 239,000 as of September 30, 2013, as compared to 233,000 as of September 30, 2012.

Dr. Robert Sinnott, CEO & Chief Science Officer, commented, “We launched a global loyalty program and completed the global launch of our enhanced associate compensation plan in July. These activities, plus the continued net increase in active associates and members, appear to be driving organic growth in markets open for at least a year.”

Mannatech will host a conference call to discuss the quarter’s results with investors on Thursday, November 14, 2013 at 9 a.m. CDT, 10 a.m. EDT. The live call will be webcast and can be accessed on Mannatech’s website at <http://ir.mannatech.com>.

For those unable to listen to the live broadcast, a replay will be available shortly after the call. The toll-free replay number is (855) 859-2056 (International (404) 537-3406); the Conference ID to access the call is 93542097.

Individuals interested in Mannatech's products or in exploring its business opportunity can learn more at Mannatech.com.

About Mannatech

Mannatech, Incorporated, develops high-quality health, weight and fitness, and skin care products that are based on the solid foundation of nutritional science and development standards. Mannatech is dedicated to its platform of Social Entrepreneurship based on the foundation of promoting, aiding and optimizing nutrition where it is needed most around the world. Mannatech's proprietary products are available through independent sales associates in regions around the globe including North America, Asia/Pacific, and Europe, the Middle East and Africa. For more information, visit 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 "anticipate," "believe," "will," "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 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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MANNATECH, INCORPORATED AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS – (UNAUDITED)
(in thousands, except share and per share amounts)
PART I – FINANCIAL INFORMATION

| | September 30, 2013 | December 31, 2012 |
|--|-----------------------|----------------------|
| ASSETS | | |
| | <i>(unaudited)</i> | |
| Cash and cash equivalents | \$ 19,441 | \$ 14,377 |
| Restricted cash | 1,527 | 1,515 |
| Accounts receivable, net of allowance of \$40 and \$20 in 2013 and 2012, respectively | 402 | 324 |
| Income tax receivable | 188 | 884 |
| Inventories, net | 14,733 | 15,154 |
| Prepaid expenses and other current assets | 3,614 | 2,487 |
| Deferred commissions | 2,240 | 562 |
| Deferred tax assets | 647 | 561 |
| Total current assets | 42,792 | 35,864 |
| Property and equipment, net | 3,614 | 4,825 |
| Construction in progress | 30 | 8 |
| Long-term restricted cash | 5,035 | 3,736 |
| Other assets | 2,938 | 3,187 |
| Long-term deferred tax assets | 633 | 502 |
| Total assets | \$ 55,042 | \$ 48,122 |
| LIABILITIES AND SHAREHOLDERS' EQUITY | | |
| Current portion of capital leases | \$ 653 | \$ 780 |
| Accounts payable | 6,784 | 4,154 |
| Accrued expenses | 7,598 | 6,348 |
| Commissions and incentives payable | 9,195 | 7,935 |
| Taxes payable | 1,972 | 3,901 |
| Current deferred tax liability | 291 | 179 |
| Deferred revenue | 5,284 | 1,486 |
| Total current liabilities | 31,777 | 24,783 |
| Capital leases, excluding current portion | 583 | 938 |
| Long-term deferred tax liabilities | 10 | 2 |
| Other long-term liabilities | 1,706 | 2,178 |
| Total liabilities | 34,076 | 27,901 |
| Commitments and contingencies | | |
| Shareholders' equity: | | |
| Preferred stock, \$0.01 par value, 1,000,000 shares authorized, no shares issued or outstanding | — | — |
| Common stock, \$0.0001 par value, 99,000,000 shares authorized, 2,773,972 shares issued and 2,653,913 shares outstanding as of September 30, 2012 and 2,768,972 shares issued and 2,647,735 shares outstanding as of December 31, 2012 | — | — |
| Additional paid-in capital | 42,556 | 42,614 |
| Accumulated deficit | (6,293) | (6,920) |
| Accumulated other comprehensive loss | (646) | (677) |
| Less treasury stock, at cost, 120,059 and 121,237 shares in 2013 and 2012, respectively | (14,651) | (14,796) |
| Total shareholders' equity | 20,966 | 20,221 |
| Total liabilities and shareholders' equity | \$ 55,042 | \$ 48,122 |

MANNATECH, INCORPORATED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS – (UNAUDITED)
(in thousands, except per share information)

| | Three months ended September 30, | | Nine months ended September 30, | |
|--|-------------------------------------|-----------------|------------------------------------|-------------------|
| | 2013 | 2012 | 2013 | 2012 |
| Net sales | \$ 44,432 | \$ 43,049 | \$ 130,899 | \$ 131,162 |
| Cost of sales | 9,225 | 8,698 | 25,616 | 25,824 |
| Gross profit | 35,207 | 34,351 | 105,283 | 105,338 |
| Operating expenses: | | | | |
| Commissions and incentives | 19,640 | 18,658 | 56,362 | 56,280 |
| Selling and administrative | 8,497 | 8,640 | 25,669 | 28,240 |
| Depreciation and amortization | 474 | 703 | 1,699 | 4,082 |
| Other operating costs | 6,167 | 5,261 | 18,919 | 19,109 |
| Total operating expenses | 34,778 | 33,262 | 102,649 | 107,711 |
| Income (loss) from operations | 429 | 1,089 | 2,634 | (2,373) |
| Interest income (expense) | 25 | 6 | 29 | (26) |
| Other income (expense), net | (275) | 455 | (1,278) | 542 |
| Income (loss) before income taxes | 179 | 1,550 | 1,385 | (1,857) |
| (Provision for) benefit from income taxes | (980) | 663 | (758) | 215 |
| Net income (loss) | \$ (801) | \$ 2,213 | \$ 627 | \$ (1,642) |
| Income (loss) per share: | | | | |
| Basic | \$ (0.30) | \$ 0.84 | \$ 0.24 | \$ (0.62) |
| Diluted | \$ (0.30) | \$ 0.83 | \$ 0.23 | \$ (0.62) |
| Weighted-average common shares outstanding: | | | | |
| Basic | 2,650 | 2,648 | 2,649 | 2,648 |
| Diluted | 2,650 | 2,681 | 2,717 | 2,648 |

The approximate number of new and continuing associates and members who purchased our packs or products during the twelve months ended September 30, 2013 and 2012 were as follows:

| | 2013 | | 2012 | |
|--------------|----------------|---------------|----------------|---------------|
| New | 109,000 | 46.0% | 95,000 | 41.0% |
| Continuing | 130,000 | 54.0% | 138,000 | 59.0% |
| Total | 239,000 | 100.0% | 233,000 | 100.0% |