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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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**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): **May 28, 2014**

**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**

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

Mannatech, Incorporated (the “Company”) held its 2014 Annual Shareholders’ Meeting on May 28, 2014. The Company’s shareholders considered four proposals, each of which is described in the Proxy Statement. A total of 1,805,996 shares were represented in person or by proxy, or 68% of the total shares outstanding. The final results of votes with respect to the proposals submitted for shareholder vote at the 2014 Annual Shareholders’ Meeting are set forth below.

*Proposal 1 – Election of Directors*

Shareholders elected Alan D. Kennedy and Robert A. Toth as Class III Directors.

Director	For	Withheld	Broker Non-Votes
Alan D. Kennedy	856,912	79,381	869,703
Robert A. Toth	858,942	77,351	869,703

*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, 2014.

For	Against	Abstain
1,706,583	45,977	53,436

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

Shareholders approved, on an advisory basis, executive compensation of the Company’s named executive officers.

For	Against	Abstain	Broker Non-Votes
921,981	9,765	4,547	869,703

*Proposal 4 – Approve an amendment to the 2008 Stock Incentive Plan to increase the number of shares of common stock subject to the plan by 130,000*

Shareholders approved the amendment to the 2008 Stock Incentive Plan to increase the number of shares of common stock subject to the plan by 130,000.

For	Against	Abstain	Broker Non-Votes
855,634	77,534	3,125	869,703

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The Company's press release related to the foregoing event is filed as Exhibit 99.1 to the Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

**Exhibit Number**

**Exhibit**

99.1*	Press Release dated May 30, 2014 entitled "Mannatech Announces Results of Annual Shareholders' Meeting".
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\* 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.

**MANNATECH, INCORPORATED**

Dated: May 30, 2014

By: /s/ S. Mark Nicholls

S. Mark Nicholls  
Chief Financial Officer

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Exhibit Index

**Exhibit Number**

**Exhibit**

[99.1\\*](#)

Press Release dated May 30, 2014 entitled "Mannatech Announces Results of Annual Shareholders' Meeting"

\* filed herewith.

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**Mannatech Announces Results of Annual Shareholders' Meeting**  
*Shareholders approved all proposals*

**(COPPELL, Texas) May 30, 2014** – **Mannatech, Incorporated** (NASDAQ: MTEX), the pioneer of nutritional glycobiology and leading innovator of naturally-sourced supplements based on Real Food Technology® solutions, announced that its shareholders passed all proposals put to a vote at the company's annual shareholder meeting held Wednesday, May 28, 2014.

Mannatech's Chairman of the Board J. Stanley Fredrick chaired the meeting and Mark Nicholls, Mannatech's Chief Financial Officer spoke to the shareholders sharing the company's financial results for 2013 and the first quarter of 2014.

There were 2,654,913 outstanding shares of Mannatech's common stock as of April 4, 2014 entitled to vote and 1,805,996 shares, or 68.02%, 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 III Director as set forth below:

Name	Number of shares For	Number of shares Withheld	Broker Non-Votes
Alan D. Kennedy	856,912	79,381	869,703
Robert A. Toth	858,942	77,351	869,703

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, 2014 as set forth below:

Number of shares For	Number of shares Against	Number of shares Abstaining
1,706,583	45,977	53,436

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
921,981	9,765	4,547	869,703

4. Mannatech shareholders voted to approve an amendment to the 2008 Stock Incentive Plan to increase the number of shares of common stock subject to the plan by 130,000 as set forth below:

Number of shares For	Number of shares Against	Number of shares Abstaining	Broker Non-Votes
855,634	77,534	3,125	869,703

**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 around the globe including North America (United States, Canada, and Mexico), Asia/Pacific (Australia, New Zealand, Japan, Taiwan, Singapore, the Republic of Korea, and Hong Kong), and EMEA (Austria, Denmark, Germany, Norway, Sweden, the Netherlands, the United Kingdom, Estonia, Finland, the Republic of Ireland, Czech Republic, South Africa, and the Republic of Namibia). 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 "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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**Contact Information:**

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