

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 8, 2017**

MANNATECH, INCORPORATED

(Exact Name of Registrant as Specified in its Charter)

Texas

(State or other jurisdiction of incorporation)

000-24657

(Commission File Number)

75-2508900

(IRS 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 changed 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 (17 CFR 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter)

- Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders

Mannatech, Incorporated (the "Company") held its 2017 Annual Shareholders' Meeting (the "Meeting") on June 8, 2017. The Company's shareholders considered four proposals, each of which is described in the Proxy Statement. A total of 1,990,126 shares were represented in person or by proxy at the Meeting, or approximately 73.4% of the total shares outstanding. The final results of votes with respect to the proposals submitted for shareholder vote at the Meeting are set forth below.

Proposal 1 - Election of Directors

Shareholders elected Robert A. Toth and Linda K. Ferrell, Ph.D. as Class III Directors.

Director	For	Withheld	Broker Non-Votes
Robert A. Toth	1,340,425	120,874	528,827
Linda K. Ferrell, Ph.D.	1,341,393	119,906	528,827

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, 2017.

For	Against	Abstain	Broker Non-Votes
1,914,711	69,208	6,207	0

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
1,429,152	28,616	3,531	528,827

Proposal 4 - Approval of 2017 Stock Incentive Plan

Shareholders approved the 2017 Stock Incentive Plan.

For	Against	Abstain	Broker Non-Votes
1,421,349	36,682	3,268	528,827

A copy of 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.**Exhibit Number Description**

99.1* Press Release, dated June 12, 2017, titled "Mannatech Announces Results of Annual Shareholders' Meeting".

*Furnished herewith.

SIGNATURES

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.

Date: June 12, 2017

MANNATECH, INCORPORATED

By: /s/ David Johnson

David Johnson

Chief Financial Officer

EXHIBIT INDEX

Exhibit Number Description

99.1* Press Release, dated June 12, 2017, titled "Mannatech Announces Results of Annual Shareholders' Meeting".

*Furnished herewith.



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Mannatech Announces Results of Annual Shareholders' Meeting

COPPELL, Texas-June 12, 2017- [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 (the "Meeting") held Thursday, June 8, 2017.

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 2016 and the first quarter of 2017.

There were 2,710,858 outstanding shares of Mannatech's common stock as of April 13, 2017 entitled to vote and 1,990,126 shares, or approximately 73.4%, 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 on the election of two individuals to the Board of Directors as Class III Directors to hold office until 2020 as set forth below:

Name	Number of Shares For	Number of Shares Withheld	Broker Non-Votes
Robert A. Toth	1,340,425	120,874	528,827
Linda K. Ferrell, Ph.D.	1,341,393	119,906	528,827

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, 2017 as set forth below:

Number of Shares For	Number of Shares Against	Number of Shares Abstaining	Broker Non-Votes
1,914,711	69,208	6,207	0

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
1,429,152	28,616	3,531	528,827

4. Mannatech shareholders approved the company's 2017 Stock Incentive Plan as set forth below:

Number of Shares For	Number of Shares Against	Number of Shares Abstaining	Broker Non-Votes
1,421,349	36,682	3,268	528,827

To begin improving your life and the lives of those around you, please visit Mannatech.com.

About Mannatech

Mannatech, Incorporated, offers a profound wellness experience that makes a difference in the lives of people across the world. Through its innovative Glyconutrition products, Mannatech changes lives, providing an unprecedented level of natural wellness, freedom and purpose. With more than 20 years of experience and operations in 26 markets[^], Mannatech is committed to changing lives. For more information, visit Mannatech.com.

[^]Mannatech operates in China under a cross-border e-commerce platform that is separate from its network marketing model.

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.
