

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 9, 2011

**MANNATECH, INCORPORATED**

(Exact Name of Registrant as Specified in its Charter)

<b>Texas</b> (State or other Jurisdiction of Incorporation or Organization)	<b>000-24657</b> (Commission File Number)	<b>75-2508900</b> (I.R.S. Employer Identification No.)
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**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 5.07. Submission of Matters to a Vote of Security Holders.**

The Company held its 2011 Annual Shareholders' Meeting on June 9, 2011. The Company's shareholders considered two proposals, each of which is described in the Proxy Statement for the meeting. A total of 21,615,979 shares were represented in person or by proxy, or 81.6% of the total shares outstanding. The final results of votes with respect to the proposals submitted for shareholder vote at the 2011 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	14,458,993	71,486	7,085,500
Robert A. Toth	14,469,271	61,208	7,085,500

*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, 2011.

For	Against	Abstain
21,525,737	71,117	19,125

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

**Item 9.01. Financial Statements and Exhibits.**

(d) *Exhibits.*

**Exhibit Number Exhibit**

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99.1\* Press Release dated June 10, 2011 entitled "Mannatech Announces Results of Annual Shareholders' Meeting."  
\*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.

Dated: June 10, 2011

**MANNATECH, INCORPORATED**

By: /s/ *Stephen D. Fenstermacher*

Stephen D. Fenstermacher  
Co-Chief Executive Officer  
and Chief Financial Officer

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**EXHIBIT INDEX**

**Exhibit Number**

**Exhibit**

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99.1\* Press Release dated June 10, 2011 entitled "Mannatech Announces Results of Annual Shareholders' Meeting."  
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## Mannatech Announces Results of Annual Shareholders' Meeting

*Shareholders approved all proposals*

(COPPELL, Texas) June 10, 2011 – **Mannatech, Incorporated** (NASDAQ: **MTEX**) announced that its shareholders passed both proposals put to a vote at the company's annual shareholder meeting held Thursday, June 9, 2011.

Mannatech's Co-CEO's Dr. Robert Sinnott and Stephen Fenstermacher spoke to the shareholders sharing the company's perspective on 2010. Dr. Sinnott provided insight into key strategic initiatives for the company for 2011. Mr. Fenstermacher discussed the company's results related to Mannatech's operations for 2010 and for the first quarter of 2011. Chairman of the Board J. Stanley Fredrick provided opening remarks.

There were 26,490,466 outstanding shares of Mannatech's common stock as of April 15, 2011 entitled to vote and 21,615,979 shares, or 81.6%, represented at the meeting, either in person or by proxy.

Shareholders voting in person or by proxy approved Mannatech's proposal to elect Alan D. Kennedy and Robert A. Toth to its Board of Directors as Class III Directors. Each of the two nominees for director received at least 66.9% of shares voted at the meeting.

Shareholders voting in person or by proxy and representing approximately 99.6% of shares voted at the meeting, ratified the appointment of Mannatech's independent registered public accounting firm, BDO USA, LLP, for Mannatech's fiscal year ended December 31, 2011.

### **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 the United States, Canada, South Africa, Australia, New Zealand, Austria, Denmark, Germany, Norway, Sweden, the Netherlands, the United Kingdom, Japan, Taiwan, Singapore, the Republic of Korea and Mexico. 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 "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.*

### **Contact Information:**

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