

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**SCHEDULE TO  
TENDER OFFER STATEMENT UNDER SECTION 14(D)(1) OR 13(E)(1)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**MANNATECH, INCORPORATED**

(Name Of Subject Company (Issuer) And Filing Person (Offeror))

Common Stock, par value \$0.0001 per share  
(Title of Class of Securities)

563771203  
(CUSIP Number of Common Stock)

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Erin Barta, Esq.  
General Counsel and Corporate Secretary  
1410 Lakeside Parkway, Suite 200  
Flower Mound, Texas 75028  
(972) 471-7400

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing persons)

*With a copy to:*

Matthew D. Bivona  
Akin Gump Strauss Hauer & Feld LLP  
2300 N. Field Street, Suite 1800  
Dallas, Texas 75201  
(214) 969-2702

**CALCULATION OF FILING FEE**

Transaction Valuation*	Amount Of Filing Fee*
Not applicable	Not applicable

\* No filing fee is required because this filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid:	N/A	Filing Party:	N/A
Form or Registration No.:	N/A	Date Filed:	N/A

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
- Rule 14d-1(d) (Cross-Border Third Party Tender Offer)

**Item 12. Exhibits**

**Exhibit Number   Description**

[99.1](#)   Press Release, dated May 27, 2021, titled "Mannatech Announces Intent to Commence a Cash Tender Offer to Purchase up to 211,538 Shares of Its Common Stock at a Purchase Price of \$26.00 per Share."



**Mannatech Announces Intent to Commence a Cash Tender Offer to Purchase up to 211,538 Shares of Its Common Stock at a Purchase Price of \$26.00 per Share**

(Flower Mound, Texas) May 27, 2021 – [Mannatech, Incorporated](#) ("Mannatech" or the "Company") (NASDAQ: [MTEX](#)), a global health and wellness company committed to transforming lives to make a better world, intends to conduct a cash tender offer to purchase up to 211,538 shares of its outstanding common stock, par value \$0.0001 per share, at a purchase price of \$26.00 per share.

The Company anticipates that Georgeson Securities Corporation will be the dealer manager for the tender offer, Georgeson LLC will serve as the information agent for the tender offer, and Computershare Trust Company, N.A. will serve as the depository for the tender offer.

**Important Additional Information**

This communication is for informational purposes only, is not a recommendation to buy or sell the Company's common stock, and does not constitute an offer to buy or the solicitation to sell shares of the Company's common stock. The tender offer described in this communication has not yet commenced, and there can be no assurances that the Company will commence the tender offer on the terms described in this communication or at all. The tender offer will be made only pursuant to the tender offer statement on Schedule TO, including an Offer to Purchase, Letter of Transmittal and related materials that the Company expects to file with the Securities and Exchange Commission ("SEC") upon commencement of the tender offer.

SHAREHOLDERS AND HOLDERS OF AWARDS GRANTED UNDER THE COMPANY'S EQUITY INCENTIVE PLANS ARE URGED TO CAREFULLY READ THE TENDER OFFER STATEMENT, THE OFFER TO PURCHASE, LETTER OF TRANSMITTAL AND RELATED MATERIALS WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION, INCLUDING THE VARIOUS TERMS OF, AND CONDITIONS TO, THE TENDER OFFER, THAT SHAREHOLDERS AND AWARD HOLDERS SHOULD CONSIDER BEFORE MAKING ANY DECISION REGARDING TENDERING THEIR SHARES.

Once the tender offer is commenced, shareholders will be able to obtain a free copy of the tender offer statement on Schedule TO, the Offer to Purchase, Letter of Transmittal and other related documents that the Company will be filing with the SEC at the SEC's website at [www.sec.gov](http://www.sec.gov). Additional copies of these materials may be obtained for free by contacting the Company at [ir@mannatech.com](mailto:ir@mannatech.com) or 1410 Lakeside Pkwy, Ste 200, Flower Mound, TX 75028, Attn: Investor Relations, or Georgeson LLC, the information agent for the tender offer, at (877) 278-4751.

**Other Disclosures**

None of the Company, its directors, the dealer manager, the information agent or the depository for the tender offer will make any recommendation to the shareholders as to whether to tender their shares or refrain from tendering their shares.

## About Mannatech

Mannatech, Incorporated is committed to transforming lives through the development, marketing, and sales of high-quality, proprietary nutritional supplements, topical and skin care and anti-aging products, and weight-management products distributed through its global network of independent associates and members. The company has been operating for more than 25 years with operations in 25 markets<sup>^</sup>. For more information, visit [Mannatech.com](http://Mannatech.com).

<sup>^</sup> Mannatech operates in China under a cross-border e-commerce platform that is separate from its network marketing model.

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*Please Note: This release contains “forward-looking statements.” These forward-looking statements generally can be identified by use of phrases or terminology such as “may,” “will,” “should,” “hope,” “could,” “would,” “expects,” “plans,” “intends,” “anticipates,” “believes,” “estimates,” “approximates,” “predicts,” “projects,” “potential,” and “continues” 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 SEC 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 ability to complete the anticipated tender offer in a timely manner or at all, the price at which shares of the Company’s common stock may trade on Nasdaq, which may be higher or lower than the purchase price in the anticipated tender offer, uncertainty as to the number of shares purchased in the tender offer, the impact of the outbreak of the novel coronavirus (“COVID-19”) pandemic, 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 SEC, 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

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