

**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 20, 2006

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 (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))
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Item 1.01. Entry into a Material Definitive Agreement.

On November 20, 2006, Mannatech amended the original Employment Agreement with Terry L. Persinger to, among other things, extend the term of the original agreement through June 30, 2008 (the "**Amendment**"). All other terms except as modified by the Amendment remain in full force and effect. *A copy of the Amendment is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference into this Item 1.01.*

Item 8.01. Other Events.

On November 20, 2006, Mannatech, Incorporated issued a press release announcing that its Board of Directors declared a cash dividend payable on Friday, January 5, 2007, to shareholders of record at the close of business on Friday, December 8, 2006. *A copy of the press release is attached as Exhibit 99.2 to this Current Report on Form 8-K and is incorporated by reference into this Item 8.01.*

Note: The information contained in this report (including all exhibits) is not to be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section.

**Exhibit
Number Exhibit**

99.1* Fourth Amendment to Employment Agreement dated November 20, 2006 between Mannatech and Terry L. Persinger.

99.2* Press release dated November 20, 2006 entitled "Mannatech, Incorporated Declares Dividend."

* 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.

MANNATECH, INCORPORATED

Dated: November 21, 2006

By: /s/ Samuel L. Caster
Name: Samuel L. Caster
Title: Chairman of the Board and
Chief Executive Officer

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Exhibit</u>
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* Filed herewith.

FOURTH AMENDMENT TO EMPLOYMENT AGREEMENT

This Fourth Amendment to the Employment Agreement of Terry L. Persinger ("Fourth Amendment") is entered into by and between Terry L. Persinger ("Employee") and Mannatech, Incorporated ("Employer") this 20th day of November, 2006, and amends that certain Employment Agreement entered into by and between the Employee and Employer, effective November 1, 1999, and First Amendment effective January 1, 2002, Second Amendment effective June 7, 2004, and Third Amendment effective January 5, 2006.

This Fourth Amendment shall modify the following terms of the Employment Agreement, as follows:

ARTICLE I.

Paragraph 1, second sentence, shall be replaced with the following:

"The term of this Agreement, unless otherwise modified in writing, is for an 18-month period, ending on June 30, 2008."

ARTICLE V.

Paragraph 1a., first sentence, shall be replaced with the following:

"By continuing to pay his base salary, set forth in Article I., paragraph 2 through June 30, 2008, on the usual and customary pay dates of the Corporation, falling every other week; provided, however, should June 30, 2008 fall between pay periods, the amount due the Employee shall be paid to him on June 30, 2008 as the final amount due under this provision."

ARTICLE V.

Paragraph 3 shall be replaced with the following:

"3. Future Agreement. Should this Agreement expire in accordance with its terms with the Employee within the employment of the Employer, the parties may renew this Agreement on terms and conditions similar to the other employees of equal title and position within the Employer's organization."

In all other things, except the foregoing Amendment, the Agreement shall remain in full force and effect.

EFFECTIVE this 20th day of November, 2006.

MANNATECH, INCORPORATED

/s/ Terry L. Persinger

Terry L. Persinger,
President and Chief Operating Officer

By: /s/ Samuel L. Caster, Chairman

Samuel L. Caster, Chairman

Mannatech, Incorporated Declares Dividend

Coppell, TX – (NASDAQ – MTEX) – November 20, 2006 - Mannatech, Incorporated announced that its Board of Directors declared a quarterly cash dividend of \$0.08 per common share payable on Friday, January 5, 2007, to shareholders of record at the close of business on Friday, December 8, 2006. The dividend reflects a commitment to rewarding shareholders and encouraging long-term investment in Mannatech common stock.

Sam Caster, Chairman and CEO of Mannatech, said, "The strong financial position of our company supports our continuing dividend program. Our commitment remains to continue to return value to our shareholders."

Mannatech also announced that the employment contract of Terry Persinger, President and COO, has been renewed through June 2008. The terms of the contract extension were substantially equivalent with the original agreement.

Mr. Caster commented, "We are very pleased that Terry will continue to be a part of Mannatech's management team where he plays a key leadership role in moving the company forward."

Mannatech also announced the promotion of Dr. Rob Sinnott, Chief Science Officer to Senior Vice President.

Sam Caster commented, "Rob has been instrumental in helping bring new and leading edge products to the market place. Most recently Rob helped advance PhytoMatrix, the nutrition industry's first supplement with all natural vitamin complexes and 100% plant sourced minerals and also our preservative-free Optimal Skin Care line, now available in Japan and Korea."

About Mannatech

Mannatech, Incorporated is a global wellness solutions provider that develops innovative, high-quality, proprietary nutritional supplements, topical and skin care products, and weight management products that are sold through approximately 536,000 independent Associates and Members located in the United States and the international markets of Canada, Australia, the United Kingdom, Japan, New Zealand, the Republic of Korea, Taiwan, Denmark, and Germany.

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 "may," "believes," "enthusiastic," "demonstrates," "intends," "optimistic," and "plans" 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 its expectations, statements, and assumptions reflected in these forward-looking statements are reasonable, it cautions its 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.

Contact Information:

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