

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

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a)  
of the Securities Exchange Act of 1934  
(Amendment No. 1)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- |  |  |
|--|--|
| <input type="checkbox"/> Preliminary Proxy Statement                 | <input type="checkbox"/> Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2)) |
| <input checked="" type="checkbox"/> Definitive Proxy Statement       |  |
| <input type="checkbox"/> Definitive Additional Materials             |  |
| <input type="checkbox"/> Soliciting Material Pursuant to §240.14a-12 |  |

**Mannatech, Incorporated**  
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

---

(2) Aggregate number of securities to which transaction applies:

---

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

---

(4) Proposed maximum aggregate value of transaction:

---

(5) Total fee paid:

---

---

Fee paid previously with preliminary materials.

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

(1) Amount Previously Paid:

---

(2) Form, Schedule or Registration Statement No.:

---

(3) Filing Party:

---

(4) Date Filed:

---

---

**Amendment No. 1 to**  
**PROXY STATEMENT FOR OUR SPECIAL MEETING OF SHAREHOLDERS**  
**TO BE HELD ON JANUARY 9, 2012**

**MANNATECH, INCORPORATED**  
**600 South Royal Lane, Suite 200**  
**Coppell, Texas 75019**

EXPLANATORY NOTE: This Amendment No. 1 to the Proxy Statement of Mannatech, Incorporated (the “Company”) amends only one item of the definitive proxy statement originally filed on November 28, 2011 (the “Proxy Statement”) which is contained herein. Except as expressly set forth herein, the Proxy Statement has not been amended, updated or otherwise modified. All other items of the Proxy Statement are incorporated herein by reference without changes.

This Amendment No. 1 amends a typographical error in the Notice of Special Meeting of Shareholders on page 1 of the Proxy Statement and confirms that the Company’s Special Meeting of Shareholders will be held on **Monday**, January 9, 2012.

---

**MANNATECH, INCORPORATED**  
**NOTICE OF OUR SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON JANUARY 9, 2012**  
**TO THE SHAREHOLDERS OF MANNATECH, INCORPORATED,**

The Special Meeting of Shareholders will be held at the Grapevine Convention Center, located at 1209 South Main Street, Grapevine, Texas 76051, on **Monday**, January 9, 2012, at 9:00 a.m., Central Standard Time, for the following purposes:

- Proposal 1 - To approve an amendment to our Articles of Incorporation to effect a Reverse Stock Split of our common stock at a specific ratio within a range from 1-for-10 to 1-for-15 and to grant authorization to the Board of Directors to determine, in its discretion, the timing and the specific ratio of the Reverse Stock Split; and
- To act upon such other matters as may properly come before the meeting.

Our Board of Directors has set the close of business on November 14, 2011 as the record date for the determination of shareholders entitled to receive notice of and to vote at our Special Meeting of Shareholders or any adjournment(s) thereof.

By order of our Board of Directors,



J. Stanley Fredrick  
*Chairman of the Board of Directors*

Coppell, Texas  
November 28, 2011

---

**IMPORTANT**

Whether or not you expect to attend the Special Meeting of Shareholders, we strongly urge you to cast your vote by telephone or through the Internet by following the instructions included on the Notice of Internet Availability of Proxy Materials that you received, or if you received a paper copy of the proxy card, to mark, date, sign and return the proxy card in the envelope provided, prior to the meeting on January 9, 2012, to help ensure the presence of a quorum for the meeting and to save the expense and extra work of additional solicitation. Voting by proxy by any method prior to the meeting will not prevent you from attending the Special Meeting of Shareholders or revoking your prior vote and voting at the Special Meeting of Shareholders.

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE SPECIAL MEETING OF SHAREHOLDERS TO BE HELD JANUARY 9, 2012.**

In accordance with rules promulgated by the SEC, we are providing this notice to our shareholders to advise them of the availability on the Internet of our proxy materials related to the Special Meeting. We are delivering our proxy materials by providing paper copies to our shareholders, as well as by providing access to our proxy materials on the Internet.

The Proxy Statement and the Proxy Card are available on our website, [www.mannatech.com](http://www.mannatech.com). The Company's website address provided above is not intended to function as a hyperlink, and the information on the Company's website is not and should not be considered part of this proxy statement and is not incorporated by reference herein.

---