

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, 2010

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 (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))

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

At the 2010 Annual Shareholders' Meeting of Mannatech, Incorporated (the "Company") held on June 9, 2010, the Company's shareholders approved amendments to the Mannatech, Incorporated 2008 Stock Incentive Plan (the "2008 Plan") to permit a one-time stock option exchange program which allows eligible optionholders (including employees, officers and members of the Board of Directors) to exchange their "out of the money" stock options for fewer replacement options at a lower exercise price.

The text of the amendment to the Plan (the "Plan Amendment") and the material terms of the proposed exchange program are summarized in the Company's definitive proxy statement filed with the Securities and Exchange Commission on April 21, 2010 in connection with the 2010 Annual Shareholders Meeting (the "Proxy Statement"). The foregoing description of the Plan Amendment contained in this Current Report on Form 8-K does not purport to be complete and is qualified in its entirety by reference to the description contained in the Proxy Statement and to the Plan Amendment which is attached hereto as Exhibit 99.1.

Item 5.07. Submission of Matters to a Vote of Security Holders.

The Company held its 2010 Annual Shareholders' Meeting on June 9, 2010. The Company's shareholders considered three proposals, each of which is described in the Proxy Statement for the meeting. A total of 21,386,419 shares were represented in person or by proxy, or 80.7% of the total shares outstanding. The final results of votes with respect to the proposals submitted for shareholder vote at the 2010 Annual Shareholders' Meeting are set forth below.

Proposal 1 – Election of Directors

Shareholders elected J. Stanley Fredrick and Patricia A. Wier as Class II Directors.

<u>Director</u>	<u>For</u>	<u>Withheld</u>	<u>Broker Non-Votes</u>
-----------------	------------	-----------------	-------------------------

J. Fredrick Stanley	16,671,894	188,749	4,525,776
Patricia A. Wier	16,171,413	689,230	4,525,776

Proposal 2 – Ratification of the Appointment of the Company’s Independent Registered Public Accounting Firm

Shareholders ratified the appointment of BDO Seidman, LLP as the Company’s independent public accounting firm for the fiscal year ending December 31, 2010.

For	Against	Abstain
21,325,384	33,168	27,867

Proposal 3 – Approval of Amendments to the 2008 Stock Incentive Plan to Permit a One-Time Option Exchange Program

Shareholders approved the proposed amendment to the 2008 Plan to permit a one-time stock option exchange program.

For	Against	Abstain	Broker Non-Votes
12,459,007	4,071,786	329,850	4,525,776

The Company press release related to the foregoing events is filed as Exhibit 99.2 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
99.1*	First Amendment to the Mannatech, Incorporated 2008 Stock Incentive Plan.
99.2*	Press Release dated June 10, 2010 entitled “Mannatech Announces Results of Annual Shareholders’ Meeting.”

*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: June 11, 2010

By: /s/ Stephen D. Fenstermacher
Stephen D. Fenstermacher
Co-Chief Executive Officer
and Chief Financial Officer

EXHIBIT INDEX

Exhibit Number	Exhibit
99.1*	First Amendment to the Mannatech, Incorporated 2008 Stock Incentive Plan.
99.2*	Press Release dated June 10, 2010 entitled “Mannatech Announces Results of Annual Shareholders’ Meeting.”

*Filed herewith.

**FIRST AMENDMENT TO THE
MANNATECH, INCORPORATED
2008 STOCK INCENTIVE PLAN**

This First Amendment to the Mannatech, Incorporated 2008 Stock Incentive Plan (the "**Plan**"), made pursuant to the right to amend reserved in Section 13.1 of the Plan, amends the Plan as follows, contingent on the approval of these amendments by the shareholders of Mannatech, Incorporated and effective upon the date of such shareholder approval:

1. Sections 2.37 – 2.50 of the Plan are renumbered as Sections 2.38 – 2.51, and a new Section 2.37 is added to read as follows:

"2.37 **'Option Exchange Program'** means a program whereby outstanding options to purchase Common Stock are surrendered in exchange for replacement Options with a lower exercise price."

2. A new Section 3.7 is added to the Plan to read as follows:

"3.7 **Option Exchange Program.** The Board shall have the authority to institute one, and only one, Option Exchange Program. Such Option Exchange Program must commence no more than six months after the date of approval by the shareholders of the Company, and shall be subject to the requirements of Section 6 hereof and to the conditions set forth in this Section 3.7.

(a) Each eligible optionholder will be permitted to exchange all, or none, of the options deemed eligible for exchange for replacement Options (the "Eligible Options") on a grant-by-grant basis.

(b) The Board shall determine, before the commencement of the Option Exchange Program, the exchange ratio of shares of Common Stock subject to each Eligible Option surrendered in exchange for replacement Options granted, which ratio will depend on the original exercise price of the Eligible Option and the then-current fair value of the option (calculated using the Black-Scholes option pricing model). The Board shall determine the exchange ratio or ratios in a manner intended to result in the grant of replacement Options that have a fair value approximately equal to the fair value of the Eligible Options they replace.

(c) In any event, the number of shares of Common Stock subject to options under the Option Exchange Program shall be reduced, such that each replacement Option will provide for the purchase of fewer shares of Common Stock than were subject to the Eligible Option surrendered in exchange for the replacement Option.

(d) Replacement Options exchanged for Eligible Options will be unvested and non-exercisable on the Date of Grant. The replacement Options will vest and become exercisable in three equal annual installments beginning 12 months after their Date of Grant.

(e) Such other terms as have been approved by the Company's shareholders."

3. Section 4.2 is deleted and replaced with the following:

"4.2. **Reversion of Shares to the Share Reserve.** If any Award shall for any reason expire or otherwise terminate, in whole or in part, or is surrendered pursuant to an Option Exchange Program, the shares of Common Stock not acquired under such Award shall revert to and again become available for issuance under the Plan. If shares of Common Stock issued under the Plan are reacquired by the Company pursuant to the terms of any forfeiture provision, including the Right of Repurchase of unvested Common Stock under Section 11.7, such shares shall again be available for purposes of the Plan."

4. In all other respects, the Plan will remain unchanged and in full force and effect.

IN WITNESS WHEREOF, upon authorization of the Board of Directors, the undersigned has executed this First Amendment to the Mannatech, Incorporated 2008 Stock Incentive Plan on this April 20, 2010.

MANNATECH, INCORPORATED

By: /s/ Stephen D. Fenstermacher

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



Mannatech Announces Results of Annual Shareholders' Meeting

Shareholders approved all proposals

(COPELL, Texas) June 10, 2010 – Mannatech, Incorporated (NASDAQ: MTEX - News), a global pioneer in the development of high-quality health, weight and fitness and skin care solutions based on nutritional science, announced that its shareholders passed all three proposals put to a vote at the company's annual shareholder meeting held Wednesday, June 9, 2010.

Mannatech's Co-CEO's Dr. Robert Sinnott and Stephen Fenstermacher spoke to the shareholders and employees sharing the company's accomplishments and perspective on 2009. Dr. Sinnott provided insight into the seven key strategic initiatives for the company for 2010. Mr. Fenstermacher discussed the company's results related to Mannatech's operations for 2009 and for the first quarter of 2010. In addition, Mannatech's President of International, Randy Bancino provided an update on next year's entry into Mexico. Chairman of the Board J. Stanley Fredrick provided opening remarks.

There were 26,489,388 outstanding shares of Mannatech's common stock as of April 16, 2010 entitled to vote and 21,386,419 shares, or 80.7%, represented at the meeting, either in person or by proxy.

Shareholders voting in person or by proxy approved Mannatech's proposal to elect J. Stanley Fredrick and Patricia A. Wier to its Board of Directors as Class II Directors. Each of the two nominees for director received, on average, approximately 76.8% of shares voted at the meeting.

Shareholders voting in person or by proxy and representing approximately 99.7% of shares voted at the meeting, ratified the appointment of Mannatech's independent registered public accounting firm, BDO Seidman, LLP, for Mannatech's fiscal year ended December 31, 2010.

Shareholders voting in person or by proxy and representing approximately 73.9% of shares voted at the meeting, approved amendments to the Mannatech, Incorporated 2008 Stock Incentive Plan to permit a one-time stock option exchange program which allows eligible option holders (including employees, officers and members of the Board of Directors) to exchange their "out of the money" stock options for fewer replacement options at a lower exercise price.

Mannatech has distinguished itself in the emerging glyconutrients market through the development of Ambrotose® complex, the technology for which it holds more than 45 patents in 30 countries. Glyconutrients are dietary ingredients containing beneficial amounts of carbohydrates which are believed to represent a new category of untapped vital nutrients for proper nutrition.

Many of Mannatech's products are based on Real Food TechnologySM solutions, which provide consumers with products that contain standardized levels of natural and plant-sourced nutrients. Food-sourced ingredients are chosen from those scientifically proven to most benefit the human body.

Individuals interested in Mannatech's products or in exploring its business opportunity can learn more at www.mannatech.com.

About Mannatech

Mannatech, Incorporated, develops high-quality health, weight and fitness, and skin care solutions that are based on the solid foundation of nutritional science and development standards. These 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 and the Republic of Korea. For more information, visit www.AllAboutMannatech.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", "believe", "expect" 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 ability 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:

Gary Spinell
Senior Vice President Finance & Administration
972-471-6512
ir@mannatech.com
www.mannatech.com
<https://new.mannatech.com>
www.allaboutmannatech.com