

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 11, 2019**

**MANNATECH, INCORPORATED**

(Exact Name of Registrant as Specified in its Charter)

**Texas**

(State or other jurisdiction of incorporation)

**000-24657**

(Commission File Number)

**75-2508900**

(IRS Employer Identification No.)

**1410 Lakeside Parkway, Suite 200**

**Flower Mound, Texas 75028**

(Address of Principal Executive Offices, including Zip Code)

Registrant's Telephone Number, including Area Code: **(972) 471-7400**

**(Former name or former address, if changed 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)).

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
<u>Common Stock, par value \$0.0001 per share</u>	<u>MTEX</u>	<u>The Nasdaq Stock Market LLC</u>

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter)

- Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

Mannatech, Incorporated (the "Company") held its 2019 Annual Shareholders' Meeting (the "Meeting") on June 11, 2019. The Company's shareholders considered five proposals, each of which is described in the Proxy Statement. A total of 2,014,190 shares were represented in person or by proxy at the Meeting, or approximately 84.1% of the total shares outstanding. The final results of votes with respect to the proposals submitted for shareholder vote at the Meeting are set forth below.

*Proposal 1 - Election of Directors*

Shareholders elected J. Stanley Fredrick, Eric W. Schrier, and Tyler Rameson as Class II directors.

Director	For	Withheld	Broker Non-Votes
J. Stanley Fredrick	1,068,575	326,135	619,480
Eric W. Schrier	1,263,033	131,677	619,480
Tyler Rameson	1,325,723	68,987	619,480

*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, 2019.

For	Against	Abstain	Broker Non-Votes
1,905,368	107,427	1,395	0

*Proposal 3 - Approval, on an advisory basis, of Executive Compensation ("Say-on-Pay")*

Shareholders approved, on an advisory basis, executive compensation.

For	Against	Abstain	Broker Non-Votes
1,326,156	67,897	657	619,480

*Proposal 4 - Approval, on an advisory basis, of Frequency of Advisory Votes on Executive Compensation ("Say-on-Frequency")*

Shareholders approved, on an advisory basis, an annual frequency of shareholder advisory votes on executive compensation.

	1 Year	2 Years	3 Years	Abstain
Number of Shares For	1,259,421	2,242	130,540	2,507

The Company intends to follow the shareholders' recommendation and include a shareholder advisory vote on executive compensation on an annual basis until the next required Say-on-Frequency vote.

*Proposal 5 - Approval of Amendment to the 2017 Stock Incentive Plan*

Shareholders approved the amendment to the 2017 Stock Incentive Plan.

For	Against	Abstain	Broker Non-Votes
1,304,223	89,952	535	619,480

A copy of the Company's press release related to the foregoing event is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

**Exhibit Number   Description**

[99.1](#)\*      Press Release, dated June 17, 2019, titled "Mannatech Announces Results of Annual Shareholders' Meeting".

\*Furnished herewith.

**SIGNATURES**

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.

Date: June 17, 2019

**MANNATECH, INCORPORATED**

By:     /s/ David Johnson    

David Johnson

Chief Financial Officer

**CONTACT**

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**Mannatech Announces Results of Annual Shareholders' Meeting**

**FLOWER MOUND, Texas**-June 17, 2019- [Mannatech, Incorporated](#) (Nasdaq: [MTEX](#)) ("Mannatech"), a global health and wellness company committed to transforming lives to make a better world, announced that its shareholders passed all proposals put to a vote at Mannatech's annual shareholder meeting (the "Meeting") held Tuesday, June 11, 2019.

Mannatech's Chairman of the Board, J. Stanley Fredrick, chaired the Meeting and David Johnson, Mannatech's Chief Financial Officer, spoke to the shareholders sharing the company's financial results for 2018 and the first quarter of 2019.

There were 2,395,655 outstanding shares of Mannatech's common stock as of April 12, 2019 entitled to vote and 2,014,190 shares, or approximately 84.1% represented at the Meeting, either in person or by proxy.

The following matters were submitted and voted upon at the Meeting:

1. Mannatech shareholders voted on the election of three individuals to the Board of Directors as Class II Directors to hold office until 2022 as set forth below:

Name	Number of Shares For	Number of Shares Withheld	Broker Non-Votes
J. Stanley Fredrick	1,068,575	326,135	619,480
Eric W. Schrier	1,263,033	131,677	619,480
Tyler Rameson	1,325,723	68,987	619,480

2. Mannatech shareholders voted to ratify the appointment of BDO USA, LLP as our independent registered public accounting firm for the fiscal year ended December 31, 2019 as set forth below:

Number of Shares For	Number of Shares Against	Number of Shares Abstaining	Broker Non-Votes
1,905,368	107,427	1,395	0

3. Mannatech shareholders approved, on an advisory basis, the compensation of Mannatech's named executive officers as set forth below:

Number of Shares For	Number of Shares Against	Number of Shares Abstaining	Broker Non-Votes
1,326,156	67,897	657	619,480

4. Mannatech shareholders approved, on an advisory basis, an annual frequency of shareholder advisory votes on compensation of Mannatech's named executive officers as set forth below:

	1 Year	2 Years	3 Years	Abstain
Number of Shares For	1,259,421	2,242	130,540	2,507

5. Mannatech shareholders approved the amendment to the 2017 Stock Incentive Plan as set forth below:

Number of Shares For	Number of Shares Against	Number of Shares Abstaining	Broker Non-Votes
1,304,223	89,952	535	619,480

To begin improving your life and the lives of those around you, please visit [Mannatech.com](http://Mannatech.com).

#### **About Mannatech**

Mannatech, Incorporated, offers a full body wellness experience that makes a difference in the lives of people across the world. Through its innovative Glyconutrition products, Mannatech changes lives, providing an unprecedented level of natural wellness, freedom and purpose. With more than 20 years of experience and operations in 26 markets<sup>^</sup>, Mannatech is committed to changing lives. 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” 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 preferred customers, 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.*

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