

**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):
March 9, 2005**

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

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))
-

Item 2.02. Results of Operations and Financial Condition.

On March 9, 2005, Mannatech, Incorporated issued a press release announcing its results of operations and financial condition for the year ended 2004. On March 10, 2005, Mannatech, Incorporated issued an updated press release related to the announcement of its year end 2004 earnings, which specifically identified the income tax receivable of \$4.2 million. A copy of both of these press releases is attached as Exhibit 99.1 and Exhibit 99.2, respectively, to this Current Report on Form 8-K and is incorporated by reference in this report.

Item 8.01. Other Events.

On March 10, 2005, Mannatech, Incorporated issued a press release announcing its declaration of a cash dividend payable on April 10, 2005 to shareholders of record at the close of business on April 1, 2005. A copy of the press release is attached as Exhibit 99.3 to this Current Report on Form 8-K and is incorporated by reference into this Item 8.01.

Item 9.01 Financial Statements and Exhibits.

(a) *Financial Statements or Business Acquired.*

None.

(b) *Pro Forma Financial Information.*

None.

(c) *Exhibits.*

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.

<u>Exhibit Number</u>	<u>Exhibit</u>
99.1*	Press release dated March 9, 2005 entitled “Mannatech Inc. Announces Another Record-Breaking Year of Annual Sales & Profit”.
99.2*	Press release dated March 10, 2005 entitled “Mannatech, Inc. Announces Another Record-Breaking Year of Annual Sales & Profit”.
99.3*	Press release dated March 10, 2005 entitled “Mannatech, Inc. Declares Dividend”.

*Filed herewith.

[SIGNATURE PAGE TO FOLLOW]

EXHIBIT INDEX

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Mannatech Inc. Announces Another Record-Breaking Year of Annual Sales & Profit

Coppell, TX – March 9, 2005 – Mannatech, Incorporated (NASDAQ: MTEX) today announced the achievement of new annual sales and profit records for 2004. Consolidated net sales reached a new high of \$294.5 million, an increase of \$103.5 million, or 54.2%, as compared to 2003. Mannatech's net income of \$19.6 million more than doubled as compared to the prior year with an increase of \$10.8 million, or 122.4%, and earnings per share of \$0.71 (diluted) increased 108.8% as compared to 2003. Annual historical sales by market are shown in the table below.

	2002		2003		2004	
United States	\$ 105.0	74.5%	\$ 127.8	67.0%	\$ 192.5	65.4%
Canada	\$ 16.4	11.6%	\$ 16.7	8.7%	\$ 22.2	7.5%
Australia	\$ 6.6	4.7%	\$ 15.6	8.2%	\$ 30.6	10.4%
United Kingdom	\$ 1.6	1.1%	\$ 5.0	2.6%	\$ 10.5	3.6%
Japan	\$ 9.0	6.4%	\$ 18.6	9.7%	\$ 24.5	8.3%
New Zealand	\$ 2.3	1.7%	\$ 7.3	3.8%	\$ 12.9	4.4%
South Korea	\$ —	— %	\$ —	— %	\$ 1.3	0.4%
Total	\$140.9	100.0%	\$191.0	100.0%	\$294.5	100.0%

Fourth quarter results also included a new consolidated net sales record of \$84.2 million for Mannatech, which was an increase of \$29.9 million, or 55.1%, as compared to the same period in 2003. Fourth quarter net income was \$4.0 million, or \$0.15 earnings per share (diluted), which was an increase of 21.9% over the fourth quarter of 2003. Net income for the fourth quarter included one-time non-cash charge, totaling \$3.0 million, or \$0.07 per diluted share, net of tax, related to Mr. Caster's sale of 180,000 shares of his common stock to a former employee, Dr. H. Reginald McDaniel. The sale was for a price that was below the fair market value of Mannatech's stock on the date of the sale. Quarterly sales volumes by market are shown in the table below.

	First Quarter		Second Quarter		Third Quarter		Fourth Quarter	
United States	\$36.8	63.0%	\$49.5	66.6%	\$51.3	66.1%	\$54.8	65.2%
Canada	\$ 4.7	8.0%	\$ 5.8	7.8%	\$ 5.6	7.2%	\$ 6.1	7.2%
Australia	\$ 6.5	11.1%	\$ 7.4	10.0%	\$ 8.0	10.3%	\$ 8.8	10.4%
United Kingdom	\$ 2.8	4.8%	\$ 2.6	3.5%	\$ 2.6	3.3%	\$ 2.5	3.0%
Japan	\$ 5.0	8.6%	\$ 5.9	7.9%	\$ 6.5	8.4%	\$ 7.1	8.4%
New Zealand	\$ 2.6	4.5%	\$ 3.1	4.2%	\$ 3.4	4.4%	\$ 3.8	4.5%
South Korea	\$ —	— %	\$ —	— %	\$ 0.2	0.3%	\$ 1.1	1.3%
Total	\$58.4	100.0%	\$74.3	100.0%	\$77.6	100.0%	\$84.2	100.0%

Mr. Caster commented on the new all time high record sales volumes for the periods, stating "We are extremely pleased with the financial gains and continued strength shown throughout 2004, and also are delighted with the impressive sales momentum generated by our 369,000 current independent Associates and members around the world. Our groundbreaking glyconutritional technology continues to bring hope, health, and opportunity to people in record numbers and we believe that we are just scratching the surface of the potential of Mannatech."

The number of current Mannatech independent Associates and members is as follows:

	For the year ended December 31,					
	2002		2003		2004	
New	91,000	45.6%	134,000	50.8%	178,000	48.2%
Continuing	109,000	54.4%	130,000	49.2%	191,000	51.8%
Total	200,000	100.0%	264,000	100.0%	369,000	100.0%

About Mannatech, Incorporated

Mannatech, based in Coppell, Texas, is a wellness solution provider that sells its products through a global network-marketing system throughout the United States and the international markets of Canada, Australia, the United Kingdom, Japan, New Zealand, and South Korea. For additional information about Mannatech, please visit its corporate website: www.mannatech.com.

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,” 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 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 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 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.

Contact:
Stephen Fenstermacher
972-471-6512
IR@mannatech.com

MANNATECH, INCORPORATED
CONSOLIDATED BALANCE SHEETS
(unaudited, in thousands, except share and per share information)

	December 31,	
	2003	2004
ASSETS		
Cash and cash equivalents	\$28,291	\$44,198
Restricted cash	2,140	393
Income tax receivable	—	4,161
Accounts receivable	134	392
Current portion of notes receivable from affiliates	55	144
Inventories	7,861	13,157
Prepaid expenses and other current assets	2,084	3,188
Deferred tax assets	2,363	1,850
	<u> </u>	<u> </u>
Total current assets	42,928	67,483
Property and equipment, net	5,514	10,013
Long-term investments	9,994	17,073
Notes receivable from affiliates, excluding current portion	150	—
Deferred tax assets	631	1,003
Other assets	806	2,774
	<u> </u>	<u> </u>
Total assets	\$60,023	\$98,346
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current portion of capital leases	\$ 16	\$ 8
Accounts payable	2,687	2,227
Accrued expenses	19,940	35,037
Deferred revenue	3,142	2,256
Current portion of accrued severance related to former executives	953	375
	<u> </u>	<u> </u>
Total current liabilities	26,738	39,903
Capital leases, excluding current portion	32	26
Accrued severance related to former executives, excluding current portion	359	—
Long-term liabilities	—	530
Long-term royalties due to an affiliate	106	1,658
Deferred tax liabilities	—	4
	<u> </u>	<u> </u>
Total liabilities	27,235	42,121
Commitments and contingencies	—	—
Shareholders' equity:		
Preferred stock, \$0.01 par value, 1,000,000 shares authorized, no shares issued and outstanding	—	—
Common stock, \$0.0001 par value, 99,000,000 shares authorized, 26,227,171 shares issued and 26,183,422 outstanding in 2003 and 27,115,440 shares issued and 27,041,125 outstanding in 2004	3	3
Additional paid-in capital	24,175	34,917
Retained earnings	9,271	21,672
Accumulated other comprehensive loss	(422)	195
	<u> </u>	<u> </u>
	33,027	56,787
Less treasury stock, at cost, 43,749 shares in 2003 and 74,315 shares in 2004	(239)	(562)
	<u> </u>	<u> </u>
Total shareholders' equity	32,788	56,225
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Total liabilities and shareholders' equity	\$60,023	\$98,346

MANNATECH, INCORPORATED
CONSOLIDATED STATEMENTS OF OPERATIONS
(unaudited, in thousands, except per share information)

	Three months ended December 31,		Twelve months ended December 31,	
	2003	2004	2003	2004
Net sales	\$54,292	\$84,226	\$191,019	\$294,508
Cost of sales	8,602	12,976	30,884	44,847
Commissions and incentives	22,665	37,524	79,577	132,231
	<u>31,267</u>	<u>50,500</u>	<u>110,461</u>	<u>177,078</u>
Gross profit	23,025	33,726	80,558	117,430
Operating expenses:				
Selling and administrative expenses	10,765	13,896	39,993	50,006
Other operating costs	7,973	12,925	26,956	37,840
Severance expense	176	—	2,017	—
Non-cash charge related to affiliate stock sale	—	3,047	—	3,047
	<u>18,914</u>	<u>29,868</u>	<u>68,966</u>	<u>90,893</u>
Income from operations	4,111	3,858	11,592	26,537
Interest income	134	306	348	735
Interest expense	(23)	(1)	(44)	(17)
Other income (expense), net	610	781	842	(257)
	<u>4,832</u>	<u>4,944</u>	<u>12,738</u>	<u>26,998</u>
Income before income taxes	4,832	4,944	12,738	26,998
Income taxes	(1,513)	(899)	(3,948)	(7,446)
Net income	\$ 3,319	\$ 4,045	\$ 8,790	\$ 19,552
Earnings per common share:				
Basic	\$ 0.13	\$ 0.15	\$ 0.34	\$ 0.74
Diluted	\$ 0.12	\$ 0.15	\$ 0.34	\$ 0.71
Weighted-average common shares outstanding:				
Basic	25,996	26,768	25,494	26,436
Diluted	26,695	27,741	26,175	27,491

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Weighted-average common shares outstanding:				
Basic	<u>25,996</u>	<u>26,768</u>	<u>25,494</u>	<u>26,436</u>
Diluted	<u>26,695</u>	<u>27,741</u>	<u>26,175</u>	<u>27,491</u>

Mannatech, Incorporated Declares Dividend

Coppell, TX – March 9, 2005 – Mannatech, Incorporated (NASDAQ – MTEX) today announced that its Board of Directors declared a quarterly cash dividend of \$0.07 per common share payable on Friday, April 15, 2005, to all shareholders of record at the close of business on Friday, April 1, 2005. This will be the second dividend paid by the Company this year. The declaration follows this week's record sales and earnings announcement of \$0.71 earnings per share fully-diluted for the year ended 2004. The dividend reflects Mannatech's continued growth in earnings, as well as its on-going commitment to encourage long-term investment in its common stock.

About Mannatech, Incorporated

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