

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>CASTER SAMUELL</u> (Last) (First) (Middle) <u>600 S ROYAL LANE</u> <u>SUITE 200</u> (Street) <u>COPPELL TX 75019</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MANNATECH INC [MTEX]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/27/2014</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
<u>Common Stock, Par value 0.0001 per share</u>	<u>01/27/2014</u>		<u>S</u>		<u>482,516</u>	<u>D</u>	<u>\$29.11</u>	<u>63,795</u>	<u>D</u>	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

Explanation of Responses:

Remarks:

/s/ S. Mark Nicholls, CFO by 01/29/2014
Power of Attorney

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY

I, Samuel L. Caster, residing at 2034 W. Beltline Rd., Cedar Hill, TX, do hereby appoint the the Finance Department of Mannatech, Incorporated, a Texas corporation (the "Company"), my true and lawful attorneys-in-fact (the "*Attorneys-in-Fact*") to have full power to act in my name, place and stead and on my behalf to do and execute all or any of the following acts, deeds and things:

- 1) To execute and file for and on behalf of me with the Securities & Exchange Commission via the EDGAR System, in my capacity as one or more of an officer, director, or significant stockholder of Mannatech, Incorporated or any of its subsidiaries (collectively, the "*Company*"), reports or other filings under Section 16 of the Securities Exchange Act of 1934, as amended (the "*Exchange Act*"), and the rules thereunder, including without limitation, Forms 3, 4 and 5, including any amendments, corrections, supplements or other changes thereto.

I hereby grant to the Attorneys-in-Fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done (in the Attorneys-in-Fact's sole discretion) in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as I might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that the Attorneys-in-Fact shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. I acknowledge that the Attorneys-in-Fact, in serving in such capacity at my request, are not assuming, nor is the Company assuming, any of my responsibilities to comply with Section 16 of the Exchange Act.

Any document that provides any information other than the required factual recitation of the number of shares transferred and the resulting percentage of shares owned, must be approved in writing by Sam Caster, prior to any publication of such document.

This Power of Attorney shall remain in full force and effect until I am no longer subject to Section 16 of the Exchange Act with respect to my holdings of and transactions in securities issued by the Company, unless earlier revoked by me in a signed writing delivered to the Attorneys-in-Fact.

IN WITNESS WHEREOF, I have executed this Power of Attorney as of January 29, 2014

Signature: /s/ Samuel L. Caster

Name: Samuel L. Caster

[Notary Block on Next Page]

STATE OF Texas §
 §
COUNTY OF Dallas §

BEFORE ME, the undersigned Notary Public in and for the State of Texas, on this day personally appeared Samuel L. Caster, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he/she executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 29th day of January, 2014

/s/ Terrie L. Bayless
Notary Public in and for
the State of Texas
My Commission Expires: 07-24-14
