

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Post-effective Amendment No. 1
to
FORM S-1
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

MANNATECH, INCORPORATED
(Exact Name of Registrant as Specified in Its Charter)

Texas
(State or other Jurisdiction of
Incorporation or
Organization)

75-2508900
(I.R.S. Employer
Identification No.)

600 S. Royal Lane, Suite 200
Coppell, Texas 75019
(Address, including zip code, and telephone number, including
area code, of registrant's principal executive offices)

Charles E. Fioretti
Chairman of the Board and Chief Executive Officer
Mannatech, Incorporated
600 S. Royal Lane, Suite 200
Coppell, Texas 75019
(Name, and address, including zip code, and telephone number,
including area code, of agent for service)

COPIES TO:
J. Kenneth Menges, Jr., P.C.
Akin, Gump, Strauss, Hauer & Feld, L.L.P.
1700 Pacific, Suite
Dallas, Texas 75201
(214) 969-2800

By this Post-effective Amendment No. 1, the Registrant is amending its
Registration Statement on Form S-1 (File No. 333-63133), effective February
23, 1999, to reduce the number of shares of its common stock, par value
\$.0001 per share ("Common Stock"), registered pursuant to such
Registration Statement from 5,295,015 shares of Common Stock to 3,056,016
shares of Common Stock, as set forth below.

Total amount of securities registered
prior to Amendment: 5,295,015 shares
Common Stock

Reduced by:
Shares to be de-registered
pursuant to this Amendment
No. 1, effective February 23,
1999 (represents shares initially
registered under the Registration
Statement on Form S-1 but not
sold in the offering, which was
made under Rule 415 of the
Securities Act of 1933, as amended): 2,238,999 shares
Common Stock

Total amount of securities registered
after Amendment: 3,056,016 shares
Common Stock

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as
amended, and as authorized by Rule 478 of that Act, the Registrant has duly
caused this Post-effective Amendment No. 1 to Registration Statement on
Form S-1 to be signed on its behalf by the undersigned, its duly authorized
agent for service, in the City of Dallas, State of Texas, on February 19,
1999.

MANNATECH, INCORPORATED

By: /s/ Charles E. Fioretti

Charles E. Fioretti
Chairman and Chief Executive Officer