

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 8, 2023

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 (see General Instruction A.2. below):

- 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))

Securities Registered Pursuant to Section 12(b) of the Act:

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

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 2023 Annual Shareholders' Meeting (the "Meeting") on June 6, 2023. The Company's shareholders considered three proposals, each of which is described in the Proxy Statement. A total of 1,270,511 shares were represented in person or by proxy at the Meeting, or approximately 67.9% 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 John A. Seifrick as Class III director.

| Director | For | Withheld | Broker Non-Votes |
|------------------|---------|----------|------------------|
| John A. Seifrick | 727,445 | 212,976 | 330,090 |

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, 2023.

| For | Against | Abstain |
|-----------|---------|---------|
| 1,251,033 | 16,410 | 3,068 |

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 |
|---------|---------|---------|------------------|
| 922,392 | 16,676 | 1,353 | 330,090 |

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 8, 2023, 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 8, 2023

MANNATECH, INCORPORATED

By: /s/ David Johnson

David Johnson
Chief Financial Officer



Mannatech Announces Results of Annual Shareholders' Meeting

FLOWER MOUND, Texas - June 8, 2023 - [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 6, 2023.

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 2022 and the first quarter of 2023.

There were 1,872,422 outstanding shares of Mannatech's common stock as of April 20, 2023 entitled to vote and 1,270,511 shares, or approximately 67.9% 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 one individual to the Board of Directors as Class III Directors to hold office until 2026 as set forth below:

| Name | Number of Shares For | Number of Shares Withheld | Broker Non-Votes |
|------------------|----------------------|---------------------------|------------------|
| John A. Seifrick | 727,445 | 212,976 | 330,090 |

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, 2023 as set forth below:

| Number of Shares For | Number of Shares Against | Number of Shares Abstaining |
|----------------------|--------------------------|-----------------------------|
| 1,251,033 | 16,410 | 3,068 |

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 |
|----------------------|--------------------------|-----------------------------|------------------|
| 922,392 | 16,676 | 1,353 | 330,090 |

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

About Mannatech

Mannatech, Incorporated, is committed to transforming lives through the development, marketing, and sales of high-quality, proprietary nutritional supplements, topical and skin care and anti-aging products, and weight-management products distributed through its global network of independent associates and members. The company has been operating for more than 25 years of experience with operations in 25 markets[^]. For more information, visit [Mannatech.com](#).

[^]Mannatech operates in China under a cross-border e-commerce platform that is separate from its network marketing model.

Please Note: This release contains "forward-looking statements." These forward-looking statements generally can be identified by use of phrases or terminology such as "may," "will," "should," "hope," "could," "would," "expects," "plans," "intends,"

“anticipates,” “believes,” “estimates,” “approximates,” “predicts,” “projects,” “potential,” and “continues” 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 ability to complete the anticipated tender offer in a timely manner or at all, the price at which shares of the Company’s common stock may trade on Nasdaq, which may be higher or lower than the purchase price in the anticipated tender offer, uncertainty as to the number of shares purchased in the tender offer, the impact of the outbreak of the novel coronavirus (“COVID-19”) pandemic, 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 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 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.
