

Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On September 26, 2024, the Nasdaq Listing Qualifications Department of the Nasdaq Stock Market (the "Nasdaq") notified Mannatech Inc. (the "Company") in writing (the "Notice") that its application to transfer the listing of its common stock (the "Securities") to The Nasdaq Capital Market has been approved as allowed under Listing Rule 5810(c)(3)(A).

The Company's common stock will begin trading on The Nasdaq Capital Market effective at the start of trading on September 30, 2024. The Company's common stock will continue to trade under the symbol "MTEX" and trading of its common stock will be unaffected by this transfer. The Nasdaq Capital Market is a continuous trading market that operates in substantially the same manner as The Nasdaq Global Market. All companies listed on The Nasdaq Capital Market must meet certain financial requirements and adhere to Nasdaq's corporate governance standards. Upon transfer to The Nasdaq Capital Market the Company will meet all of the continued listing criteria of The Nasdaq Capital Market. As previously disclosed, on August 19, 2024, the Company received a notice from the Listing Qualifications Department of Nasdaq indicating that the Company was not in compliance with the minimum net equity requirement of \$10.0 million under the Nasdaq Listing Rules.

Nasdaq's decision to approve the Company's application to transfer to The Nasdaq Capital Market was based on the Company meeting the listing requirements of The Nasdaq Capital Market.

Item 8.01 Other Events.

The following risk factor is provided to supplement the risk factors of the Company previously disclosed in periodic reports filed with the Securities and Exchange Commission, including its Annual Report on Form 10-K for the year ended December 31, 2023 and its Quarterly Report on Form 10-Q for the quarter ended June 30, 2024:

As of September 26, 2024, the Company's application to transfer from the Nasdaq Global Market to the Nasdaq Capital Market was approved.

As previously reported on our Current Report on Form 8-K filed on September 27, 2024, on September 26, 2024, the Nasdaq Listing Qualifications Department of the Nasdaq Stock Market (the "Nasdaq") notified Mannatech Inc. (the "Company") in writing (the "Notice") that its application to transfer the listing of its common stock (the "Securities") to The Nasdaq Capital Market has been approved as allowed under Listing Rule 5810(c)(3)(A).

The Company's common stock will begin trading on The Nasdaq Capital Market effective at the start of trading on September 30, 2024. The Company's common stock will continue to trade under the symbol "MTEX" and trading of its common stock will be unaffected by this transfer. The Nasdaq Capital Market is a continuous trading market that operates in substantially the same manner as The Nasdaq Global Market. All companies listed on The Nasdaq Capital Market must meet certain financial requirements and adhere to Nasdaq's corporate governance standards. Upon transfer to The Nasdaq Capital Market the Company will meet all of the continued listing criteria of The Nasdaq Capital Market. As previously disclosed, on August 19, 2024, the Company received a notice from the Listing Qualifications Department of Nasdaq indicating that the Company was not in compliance with the minimum net equity requirement of \$10.0 million under the Nasdaq Listing Rules.

Nasdaq's decision to approve the Company's application to transfer to The Nasdaq Capital Market was based on the Company meeting the listing requirements of The Nasdaq Capital Market.

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: September 27, 2024

MANNATECH, INCORPORATED

By: /s/ James Clavijo

James Clavijo

Chief Financial Officer