

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): October 4, 2010

**MANNATECH, INCORPORATED**

(Exact Name of Registrant as Specified in its Charter)

<b>Texas</b> (State or other Jurisdiction of Incorporation or Organization)	<b>000-24657</b> (Commission File Number)	<b>75-2508900</b> (I.R.S. Employer Identification No.)
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**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**

**(Former name or former address, if change 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:

- 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))
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**Item 1.01. Entry Into a Material Definitive Agreement.**

On October 4, 2010, Mannatech, Incorporated, a Texas corporation (the “*Company*”), and Dutchess Opportunity Fund, II, LP, a Delaware limited partnership (the “*Investor*”), entered into an Amendment to Investment Agreement (the “*Amendment*”) to amend that certain Investment Agreement, dated as of September 16, 2010, by and between the Company and the Investor (the “*Investment Agreement*”). The Amendment amends the Investment Agreement to prohibit any assignment of the parties’ rights and obligations thereunder.

The foregoing description of the Amendment is qualified in its entirety by reference to the full text of the Amendment which is attached as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated into this Item 1.01 by reference.

**Item 9.01. Financial Statements and Exhibits.**

Exhibits

<u>Exhibit Number</u>	<u>Exhibit</u>
10.1	Amendment to Investment Agreement, dated as of October 4, 2010, by and between Mannatech, Incorporated and Dutchess Opportunity Fund, II, LP.

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**SIGNATURE**

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.

Dated: October 5, 2010

**MANNATECH, INCORPORATED**

By: /s/ *Stephen D. Fenstermacher*

Stephen D. Fenstermacher  
Co-Chief Executive Officer  
and Chief Financial Officer

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EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Exhibit</u>
10.1	Amendment to Investment Agreement, dated as of October 4, 2010, by and between Mannatech, Incorporated and Dutchess Opportunity Fund, II, LP.

**AMENDMENT TO INVESTMENT AGREEMENT**

THIS AMENDMENT TO INVESTMENT AGREEMENT (this "Amendment"), is entered into as of October 4, 2010, by and between Mannatech, Incorporated, a Texas corporation (the "Company"), and Dutchess Opportunity Fund, II, LP, a Delaware limited partnership (the "Investor").

WHEREAS, the Company and the Investor entered into that certain Investment Agreement, dated as of September 16, 2010 (the "Agreement"); and

WHEREAS, the Company and the Investor desire to amend the Agreement as set forth below.

NOW, THEREFORE, in consideration of the mutual covenants and agreements contained herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Company and the Investor hereby agree as follows:

1. Section 19 of the Agreement is hereby deleted in its entirety and replaced with the following:

"NO ASSIGNMENT. This Agreement and any rights, agreements or obligations hereunder may not be assigned, by operation of law, merger or otherwise, and any purported assignment by a party will be null and void."

2. Except to the extent modified hereby, the Agreement shall remain in full force and effect.
3. This Amendment shall be interpreted in accordance with the laws of the State of Texas (without regard to conflict of laws principles), all rights and remedies being governed by such laws.

[Signature Page Follows]

IN WITNESS WHEREOF, the parties hereto execute this Amendment effective as of the date first above written.

**DUTCHESS OPPORTUNITY FUND, II, LP**

By: /s/ Douglas H. Leighton

Douglas H. Leighton  
Managing Member of:  
Dutchess Capital Management, II, LLC  
General Partner to:  
Dutchess Opportunity Fund, II, LP

**MANNATECH, INCORPORATED**

By: /s/ Stephen D. Fenstermacher

Stephen D. Fenstermacher  
Co-CEO and CFO

*Signature Page to Amendment to Investment Agreement*

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