

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

SCHEDULE TO

(Amendment No. 1)

**TENDER OFFER STATEMENT UNDER SECTION 14(D)(1) OR 13(E)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934**

MANNATECH, INCORPORATED

(Name Of Subject Company (Issuer) And Filing Person (Offeror))

Common Stock, par value \$0.0001 per share
(Title of Class of Securities)

563771203
(CUSIP Number of Common Stock)

Erin Barta, Esq.
General Counsel and Corporate Secretary
1410 Lakeside Parkway, Suite 200
Flower Mound, Texas 75028
(972) 471-7400

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing persons)

With a copy to:

Matthew D. Bivona
Akin Gump Strauss Hauer & Feld LLP
2300 N. Field Street, Suite 1800
Dallas, Texas 75201
(214) 969-2702

CALCULATION OF FILING FEE

Transaction Valuation*	Amount Of Filing Fee**
\$5,499,988	\$601

* The transaction value is estimated only for purposes of calculating the filing fee. This amount is based on the offer to purchase up to \$5,499,988 in value of shares of the common stock, par value \$0.0001 per share.

** The amount of the filing fee, calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, equals \$109.10 per million dollars of the value of the transaction.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid:	\$601	Filing Party:	Mannatech, Incorporated
Form or Registration No.:	Schedule TO-I	Date Filed:	May 28, 2021

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Rule 14d-1(d) (Cross-Border Third Party Tender Offer)

Explanatory Note

This Amendment No. 1 (this "Amendment No. 1") amends and supplements the Tender Offer Statement on Schedule TO filed with the United States Securities and Exchange Commission (the "SEC") by Mannatech, Incorporated, a Texas corporation ("Mannatech" or the "Company"), on May 28, 2021 (together with any amendments and supplements hereto, the "Schedule TO"). This Schedule TO relates to the offer by the Company to purchase up to 211,538 shares of its common stock, par value \$0.0001 per share (the "Shares"), at a price of \$26.00 per Share, to each seller in cash, less any applicable withholding taxes and without interest.

Only those items amended or supplemented are reported in this Amendment No. 1. Except as specifically provided herein, the information contained in the Schedule TO remains unchanged and this Amendment No. 1 does not modify any of the information previously reported on the Schedule TO. You should read this Amendment No. 1 together with the Schedule TO, the Offer to Purchase, dated May 28, 2021, and the related Letter of Transmittal.

ITEMS 11. ADDITIONAL INFORMATION

Item 11 is hereby amended and supplemented as follows:

On June 28, 2021, the Company issued a press release announcing the preliminary results of the tender offer, which expired at 12:00 midnight, New York City time, at the end of Friday, June 25, 2021. A copy of such press release is filed as Exhibit (a)(5)(v) to this Schedule TO and is incorporated herein by reference.

ITEM 12. EXHIBITS

Item 12 of the Schedule TO is hereby amended and restated as follows:

- (a)(1)(i)* Offer to Purchase, dated May 28, 2021.
- (a)(1)(ii)* Letter of Transmittal (including IRS Form W-9).
- (a)(1)(iii)* Notice of Guaranteed Delivery.
- (a)(1)(iv)* Letter to Brokers, Dealers, Banks, Trust Companies and Other Nominees.
- (a)(1)(v)* Letter to Clients for Use by Brokers, Dealers, Banks, Trust Companies and Other Nominees.
- (a)(2) Not applicable.
- (a)(3) Not applicable.
- (a)(4) Not applicable.
- (a)(5)(i)** Press Release, dated May 27, 2021, titled "Mannatech Announces Intent to Commence a Cash Tender Offer to Purchase up to 211,538 Shares of its Common Stock at a Purchase Price of \$26.00 per Share."
- (a)(5)(ii)** Email to Associates, dated May 28, 2021, titled "Mannatech Announces Cash Tender Offer to Purchase up to 211,538 Shares of its Common Stock at a Cash Purchase Price of \$26.00 per Share."
- (a)(5)(iii)* Press Release, dated May 28, 2021, titled "Mannatech Commences Cash Tender Offer to Purchase up to 211,538 Shares of its Common Stock at a Cash Purchase Price of \$26.00 per Share."
- (a)(5)(iv)* Email to Employees, dated May 28, 2021, regarding "Mannatech announces Cash Tender Offer to Purchase up to 211,538 Shares of Its Common Stock at a Cash Purchase Price of \$26.00 per Share."
- (a)(5)(v)** Press Release, dated June 28, 2021, titled "Mannatech Announces Preliminary Results of Tender Offer."
- (b) Not applicable.
- (c) Not applicable.

- (d)(1) Mannatech, Incorporated 2017 Stock Incentive Plan. (Filed as Exhibit 4.1 to Form S-8, filed on August 22, 2019 and incorporated herein by reference).
- (d)(2) First Amendment to Mannatech, Incorporated 2017 Stock Incentive Plan (Filed as Exhibit 10.1 to Form 10-Q for the quarter ended June 30, 2019, filed on August 7, 2019 and incorporated herein by reference).
- (d)(3) Form of Performance Stock Unit Award Agreement. (Filed as Exhibit 10.2 to Form 10-Q for the quarter ended June 30, 2017, filed on August 8, 2017 and incorporated herein by reference).
- (d)(4) Form of Stock Option Award Agreement. (Filed as Exhibit 10.3 to Form 10-Q for the quarter ended June 30, 2017, filed on August 8, 2017 and incorporated herein by reference).
- (d)(5) Form of Restricted Stock Unit Award Agreement. (Filed as Exhibit 10.4 to Form 10-Q for the quarter ended June 30, 2017, filed on August 8, 2017 and incorporated herein by reference).
- (d)(6) Form of Stock Appreciation Rights Award Agreement. (Filed as Exhibit 10.5 to Form 10-Q for the quarter ended June 30, 2017, filed on August 8, 2017 and incorporated herein by reference).
- (d)(7) Form of Restricted Stock Award Agreement. (Filed as Exhibit 10.6 to Form 10-Q for the quarter ended June 30, 2017, filed on August 8, 2017 and incorporated herein by reference).
- (d)(8) Form of Performance Stock Award Agreement. (Filed as Exhibit 10.7 to Form 10-Q for the quarter ended June 30, 2017, filed on August 8, 2017 and incorporated herein by reference).
- (d)(9) Form of Stock Award Certificate. (Filed as Exhibit 10.3 to Form S-8, filed on August 26, 2008 and incorporated herein by reference).
- (g) Not applicable.
- (h) Not applicable.
- * Previously filed
- ** Filed herewith

ITEM 13. INFORMATION REQUIRED BY SCHEDULE 13E-3

Not applicable.

SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Schedule TO is true, complete and correct.

MANNATECH, INCORPORATED

Dated: June 28, 2021

By: /s/ *Alfredo Bala*

Alfredo Bala
Chief Executive Officer
(principal executive officer)



Mannatech Announces Intent to Commence a Cash Tender Offer to Purchase up to 211,538 Shares of Its Common Stock at a Purchase Price of \$26.00 per Share

(Flower Mound, Texas) May 27, 2021 – [Mannatech, Incorporated](#) ("Mannatech" or the "Company") (NASDAQ: [MTEX](#)), a global health and wellness company committed to transforming lives to make a better world, intends to conduct a cash tender offer to purchase up to 211,538 shares of its outstanding common stock, par value \$0.0001 per share, at a purchase price of \$26.00 per share.

The Company anticipates that Georgeson Securities Corporation will be the dealer manager for the tender offer, Georgeson LLC will serve as the information agent for the tender offer, and Computershare Trust Company, N.A. will serve as the depository for the tender offer.

Important Additional Information

This communication is for informational purposes only, is not a recommendation to buy or sell the Company's common stock, and does not constitute an offer to buy or the solicitation to sell shares of the Company's common stock. The tender offer described in this communication has not yet commenced, and there can be no assurances that the Company will commence the tender offer on the terms described in this communication or at all. The tender offer will be made only pursuant to the tender offer statement on Schedule TO, including an Offer to Purchase, Letter of Transmittal and related materials that the Company expects to file with the Securities and Exchange Commission ("SEC") upon commencement of the tender offer.

SHAREHOLDERS AND HOLDERS OF AWARDS GRANTED UNDER THE COMPANY'S EQUITY INCENTIVE PLANS ARE URGED TO CAREFULLY READ THE TENDER OFFER STATEMENT, THE OFFER TO PURCHASE, LETTER OF TRANSMITTAL AND RELATED MATERIALS WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION, INCLUDING THE VARIOUS TERMS OF, AND CONDITIONS TO, THE TENDER OFFER, THAT SHAREHOLDERS AND AWARD HOLDERS SHOULD CONSIDER BEFORE MAKING ANY DECISION REGARDING TENDERING THEIR SHARES.

Once the tender offer is commenced, shareholders will be able to obtain a free copy of the tender offer statement on Schedule TO, the Offer to Purchase, Letter of Transmittal and other related documents that the Company will be filing with the SEC at the SEC's website at www.sec.gov. Additional copies of these materials may be obtained for free by contacting the Company at ir@mannatech.com or 1410 Lakeside Pkwy, Ste 200, Flower Mound, TX 75028, Attn: Investor Relations, or Georgeson LLC, the information agent for the tender offer, at (877) 278-4751.

Other Disclosures

None of the Company, its directors, the dealer manager, the information agent or the depository for the tender offer will make any recommendation to the shareholders as to whether to tender their shares or refrain from tendering their shares.

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 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.

Contact

Mannatech, Incorporated
Donna Giordano, 972-471-7849
Manager, Executive Office Administration
ir@mannatech.com
www.mannatech.com

EMAIL TO ASSOCIATES:

Subject: Mannatech Announces Cash Tender Offer to Purchase up to 211,538 Shares of Its Common Stock at a Cash Purchase Price of \$26.00 per Share

Today Mannatech announced that it commenced a cash tender offer to purchase up to 211,538 shares of its outstanding common stock, par value \$0.0001 per share, at a price of \$26.00 per share (the "tender offer"). A copy of the press release announcing the tender offer is attached. The use of excess cash for the tender offer reflects the confidence we have in our business and advances our ongoing strategy of returning value to our shareholders. We will continue to evaluate other ways to utilize our balance of cash to invest in our business.

You may participate in the tender offer if you hold any shares of Mannatech's common stock outright (whether you hold the shares through a broker or by holding a stock certificate). The tender offer expires at 12:00 midnight, New York City time, at the end of Friday, June 25, 2021.

Each individual will need to come to his or her own determination as to whether to participate in the tender offer. Although Mannatech's Board of Directors approved making the tender offer, neither Mannatech nor its Board of Directors is making any recommendation as to whether holders should participate. You should carefully review the offer materials and discuss the offer with your tax and other personal advisors before deciding whether to participate. In addition, Mannatech is not rendering any tax advice in connection with the tender offer.

Information about the tender offer, including the procedures you must follow to participate, is available as described below.

SHAREHOLDERS

If you hold shares of Mannatech's common stock in a brokerage account, you may wish to contact the broker to make sure you get a copy of the tender offer documents and any other forms your broker may require you to complete. If you hold shares by holding a stock certificate, our transfer agent will be sending you the tender offer documents. In either case, you may request copies from the information agent for the tender offer as described below. If you hold restricted (unvested) shares of Mannatech's common stock that will vest during the pendency of the tender offer and you are considering participating in the tender offer, you should contact the information agent.

Important Additional Information

This communication is for informational purposes only, is not a recommendation to buy or sell shares of Mannatech's common stock, and does not constitute an offer to buy or the solicitation to sell shares of Mannatech's common stock. The tender offer is being made only pursuant to the tender offer statement on Schedule TO, including an Offer to Purchase, Letter of Transmittal and related materials that Mannatech has filed with the Securities and Exchange Commission (the "SEC").

SHAREHOLDERS AND HOLDERS OF AWARDS GRANTED UNDER MANNATECH'S EQUITY INCENTIVE PLANS ARE URGED TO CAREFULLY READ THE TENDER OFFER STATEMENT, THE OFFER TO PURCHASE, LETTER OF TRANSMITTAL AND RELATED MATERIALS FILED WITH THE SEC BECAUSE THEY CONTAIN IMPORTANT INFORMATION, INCLUDING THE VARIOUS TERMS OF, AND CONDITIONS TO, THE TENDER OFFER, THAT SHAREHOLDERS AND AWARD HOLDERS SHOULD CONSIDER BEFORE MAKING ANY DECISION REGARDING TENDERING THEIR SHARES.

Shareholders can obtain a free copy of the tender offer statement on Schedule TO, the Offer to Purchase, Letter of Transmittal and other related documents that the Company has filed or will file with the SEC at the SEC's website at www.sec.gov. Additional copies of these materials may be obtained for free by contacting Mannatech at ir@mannatech.com or 1410 Lakeside Pkwy, Ste 200, Flower Mound, TX 75028, Attn: Investor Relations, or Georgeson LLC, the information agent for the tender offer, at (877) 278-4751.

Other Disclosures

None of Mannatech, its directors, the dealer manager, the information agent or the depository for the tender offer will make any recommendation to the shareholders as to whether to tender all or a portion of their shares or refrain from tendering their shares.

Shareholders should carefully read the tender offer statement, offer to purchase, letter of transmittal and related materials, because they contain important information regarding the various terms of, and conditions to, the tender offer.

Forward-Looking Statements

Please Note: This communication 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 communication 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 tender offer in a timely manner or at all, the price of which shares of Mannatech’s common stock may trade on Nasdaq, which may be higher or lower than the purchase price in the 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 communication, 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 Mannatech’s ability to complete the tender offer in a timely manner or at all, the price of which shares of Mannatech’s common stock may trade on Nasdaq, which may be higher or lower than the purchase price in the 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 communication, 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 communication.



Mannatech Announces Preliminary Results of Tender Offer

(Flower Mound, Texas) June 28, 2021 – [Mannatech, Incorporated](#) ("Mannatech" or the "Company") (NASDAQ: *MTEX*), a global health and wellness company committed to transforming lives to make a better world, announced today the preliminary results of its cash tender offer, which expired at 12:00 midnight, New York City time, at the end of Friday, June 25, 2021, to purchase up to 211,538 shares of its outstanding common stock, par value \$0.0001 per share, at a per share price of \$26.00 (the "tender offer").

Based on the preliminary count by Computershare Trust Company, N.A., the depositary for the tender offer (the "Depositary"), a total of 169,622 shares of common stock of the Company were properly tendered and not properly withdrawn, excluding 4,627 shares that were tendered by notice of guaranteed delivery.

In accordance with the terms and conditions of the tender offer and based on a preliminary count by the Depositary, the Company expects to accept for payment a total of 174,249 shares of common stock of the Company at a cash purchase price of \$26.00 per share, for a total cash cost of approximately \$4,530,474, excluding fees and expenses relating to the tender offer. Such shares of common stock represented approximately 8.45% of the Company's total outstanding shares as of April 30, 2021.

The Company anticipates to fund the share purchase in the tender offer from cash on hand.

The number of shares expected to be purchased in the tender offer and the aggregate cash purchase price are preliminary and subject to change and are based on the assumption that all shares tendered through notice of guaranteed delivery will be delivered within the two trading day settlement period. The final number of shares to be purchased in the tender offer and the final aggregate cash purchase price will be announced following the expiration of the guaranteed delivery period and the completion of the confirmation process by the Depositary. Payment for the shares accepted for purchase pursuant to the tender offer will occur promptly thereafter.

The Company's tender offer was made pursuant to an Offer to Purchase and Letter of Transmittal, each dated May 28, 2021.

About Mannatech

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

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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.

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