

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

FORM S-8

**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)
600 S. Royal Lane, Suite 200
Coppell, Texas
(Address of Principal
Executive Offices)

75-2508900
(I.R.S. Employer
Identification Number)
75019
(Zip Code)

**MANNATECH, INCORPORATED
2000 Stock Option Plan**

(Full title of the plan)

Robert M. Henry
600 S. Royal Lane, Suite 200
Coppell, Texas 75019
(Name and address of agent for service)

(972) 471-7400
(Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
Common stock, par value \$0.0001 per share.	2,000,000	\$2.34375	\$4,687,500	\$1,238

- (1) Represents 2,000,000 shares of our common stock subject to options issued under the 2000 Stock Option Plan.
(2) Estimated solely for the purpose of computing the registration fee pursuant to Rule 457(c) under the Securities Act of 1933, as amended (the "Securities Act"), and calculated based on the average of the high and low price of our common stock, as reported on the Nasdaq National Market System on October 6, 2000.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The documents constituting Part I of this Registration Statement on Form S-8 (this "Registration Statement") will be sent or given to employees and directors of Mannatech, Incorporated ("Mannatech") as specified by Rule 428(b)(1)(i) promulgated under the Securities Act of 1933 as amended (the "Securities Act").

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents, previously filed by Mannatech with the Securities and Exchange Commission (the "Commission"), are incorporated by reference in this Registration Statement:

- a) Mannatech's Annual Report on Form 10-K (File No. 000-24657) for the fiscal

year ended December 31, 1999 as filed with the Commission on March 30, 2000, which contains audited financial statements for the fiscal year ended December 31, 1999.

- b) Mannatech's Proxy Statement (File No. 000-24657) as filed with the Commission on May 10, 2000.
- c) Mannatech's Current Report on Form 8-K (File No. 000-24657) as filed with the Commission on May 12, 2000.
- d) Mannatech's Quarterly Report on Form 10-Q (File No. 000-24657) for the fiscal quarter ended March 31, 2000 filed with the Commission on May 15, 2000.
- e) Mannatech's Quarterly Report on Form 10-Q (File No. 000-24657) for the fiscal quarter ended June 30, 2000 filed with the Commission on August 14, 2000.
- e) The description of our common stock contained in Part I, Item 9 of our Registration Statement on Form S-1 (No. 333-78359) filed with the Commission on May 13, 1999, as amended by Amendment No. 1 thereto filed with the Commission on August 10, 1999.

No other reports pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), have been due or filed since the end of the fiscal year covered by the Form 10-K referred to in (a) above. All documents subsequently filed by Mannatech pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment to this Registration Statement that indicates that all securities offered hereby have been sold or that deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Mannatech, a Texas corporation, is empowered by Article 2.02-1 of the Texas Business Corporation Act (the "TBCA"), subject to certain procedures and limitations, to indemnify certain persons, including any person who was, is or is threatened to be made a named defendant or respondent in a threatened, pending, or completed action, suit or proceeding because the person is or was a director or officer, against judgments, penalties (including excise or similar taxes), fines, settlements and reasonable expenses (including court costs and attorney' fees) actually incurred by the person in connection with the threatened, pending, or completed action, suit or proceeding. Mannatech is required by Article 2.02-1 to indemnify a director or officer against reasonable expense (including court costs and attorneys' fees) incurred by him in connection with a threatened, pending, or completed action, suit or proceeding in which he is a named defendant or respondent because he is or was a director or officer if he has been wholly successful, on the merits or otherwise, in the defense of the action, suit or proceeding. Article 2.02-1 provides that indemnification to this provision is not exclusive of other rights of indemnification to which a person may be entitled under Mannatech's Articles of Incorporation or any bylaw, agreement, vote of shareholders or disinterested directors, or otherwise. Mannatech's amended and restated Bylaws provide for indemnification by Mannatech of its directors and officers to the fullest extent permitted by the TBCA. In addition according to Articles 1302-7.06 of the Texas Miscellaneous Corporation Laws Act, Mannatech has provided in its Articles that, a director of Mannatech shall not be liable to Mannatech or its shareholders for monetary damages for an act or omission in a director's capacity as a director of Mannatech.

Furthermore, Mannatech has entered into individual indemnification agreements with each of its directors that contractually obligates them to provide indemnification to the directors for liabilities that may be incurred in the performance of their duties and insurance or self-insurance in lieu thereof.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

See Index to Exhibits, attached hereto on page I-1.

Item 9. Undertakings.

- a.) Mannatech, the undersigned hereby undertakes:
1. To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement.
 2. That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
 3. To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- b.) Mannatech, the undersigned, hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of Mannatech's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934, as amended, that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- c.) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of Mannatech pursuant to the foregoing provisions, or otherwise, Mannatech has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by Mannatech of expenses incurred or paid by a director, officer or controlling person of Mannatech in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, Mannatech will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Mannatech certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas on this 9th day of October, 2000.

MANNATECH, INCORPORATED

By: /s/ Robert M. Henry

Robert M. Henry
Chief Executive Officer

POWER OF ATTORNEY

The undersigned directors and officers of Mannatech, Incorporated hereby constitute and appoint Robert M. Henry, our true and lawful attorney-in-fact and agent with full power of substitution and resubstitution to execute in our name and behalf in the capacities indicated below any and all amendments (including post-effective amendments and amendments thereto) to this Registration Statement and to file the same, with all exhibits thereto and other documents in connection therewith the Commission and hereby ratify and confirm all that such attorney-in-fact or his substitute shall lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Robert M. Henry</u> Robert M. Henry	Chief Executive Officer (Principal Executive Officer) and Director	October 9, 2000
<u>/s/ Charles E. Fioretti</u> Charles E. Fioretti	Chairman of the Board	October 9, 2000
<u>/s/ Terry L. Persinger</u> Terry L. Persinger	President and Director	October 9, 2000
<u>/s/ Stephen D. Fenstermacher</u> Stephen D. Fenstermacher	Senior Vice President and Chief Financial Officer (Principal Accounting and Financial Officer)	October 9, 2000
<u>/s/ Samuel L. Caster</u> Samuel L. Caster	Director	October 9, 2000
<u>/s/ Steven A. Barker</u> Steven A. Barker	Director	October 9, 2000
<u>/s/ James M. Doyle Jr.</u> James M. Doyle Jr.	Director	October 9, 2000
<u>/s/ Anthony E. Canale</u> Anthony E. Canale	Director	October 9, 2000

INDEX TO EXHIBITS

<u>Exhibit Number</u>	<u>Description of Exhibits</u>
4.1	- 2000 Stock Option Plan dated June 19, 2000, incorporated herein by reference to Appendix A to Mannatech's Form DEF 14A (File No. 000-24657) filed with the Commission on May 10, 2000.
4.2	- Specimen Certificate representing shares of our common stock, par value \$0.0001 per share, incorporated herein by reference to Exhibit 4.1 to Mannatech's Amendment No. 1 to Form S-1 (File No. 333-63133) filed with the Commission on October 28, 1998.
5*	- Opinion and Consent of Akin, Gump, Strauss, Hauer & Feld, L.L.P.
23.1*	- Consent of PricewaterhouseCoopers LLP.
23.3*	- Consent of Akin, Gump, Strauss, Hauer & Feld L.L.P. (included in its opinion filed as Exhibit 5 to this Registration Statement).
24*	- Power of Attorney (included on signature page of this Registration Statement).

* Filed herewith

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 29, 2000 relating to the financial statements of Mannatech, Incorporated, which appears in Mannatech's Annual Report on Form 10-K for the year ended December 31, 1999.

PricewaterhouseCoopers LLP

Dallas, Texas
October 6, 2000

Akin, Gump, Strauss, Hauer & Feld,
l.l.p.

Exhibit 5

AUSTIN
BRUSSELS
DALLAS
HOUSTON
LONDON
LOS ANGELES
MOSCOW
NEW YORK
PHILADELPHIA
SAN ANTONIO
WASHINGTON, D.C.

ATTORNEYS AT LAW

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including professional corporations

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RIYADH - IN AFFILIATION WITH THE
LAW OFFICE OF ABDULAZIZ H.
FAHAD

October 11, 2000

Mannatech, Incorporated
600 S. Royal Lane, Suite 200
Coppell, Texas 75019

Ladies and Gentlemen:

We have acted as counsel to Mannatech, Incorporated, a Texas corporation (the "Company"), in connection with the registration, pursuant to a registration statement on Form S-8 (the "Registration Statement"), filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Act"), of up to 2,000,000 shares (the "Company Shares") of the Company's common stock, par value \$0.0001 per share ("Common Stock"), to be issued under the Company's 2000 Stock Option Plan (the "Plan").

We have examined originals or certified copies of such corporate records of the Company and other certificates and documents of officials of the Company, public officials and others as we have deemed appropriate for purposes of this letter. We have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to authentic original documents of all copies submitted to us as conformed and certified or reproduced copies.

Based upon the foregoing and subject to the assumptions, exceptions, qualifications and limitations set forth hereinafter, we are of the opinion that when the Company Shares are issued and delivered as described in the Plan, the Company Shares will be duly authorized, validly issued, fully paid and non-assessable.

The opinions and other matters in this letter are qualified in their entirety and subject to the following:

- A. We express no opinion as to the laws of any jurisdiction other than any published constitutions, treaties, laws, rules or regulations or judicial or administrative decisions ("**Laws**") of (i) the Federal Laws of the United States of America or (ii) the Laws of the State of Texas.
- B. This law firm is a registered limited liability partnership organized under the laws of the State of Texas.

We hereby consent to the filing of this opinion as Exhibit 5 to the Registration Statement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Act and the rules and regulations thereunder.

Sincerely,

/S/ AKIN, GUMP, STRAUSS, HAUER & FELD,
L.L.P.

AKIN, GUMP, STRAUSS, HAUER & FELD, L.L.P.