

**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 14, 2007

MANNATECH, INCORPORATED

(Exact Name of Registrant as Specified in its Charter)

Texas
(State or other Jurisdiction of
Incorporation or Organization)

000-24657
(Commission File Number)

75-2508900
(I.R.S. Employer
Identification No.)

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 (17CFR 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 8.01. Other Events.

On June 15, 2007, Mannatech, Incorporated issued a press release announcing that its Board of Directors declared a cash dividend on June 14, 2007 and the results of its annual shareholders' meeting held on June 14, 2007. The cash dividend is payable on Friday, July 20, 2007 to its shareholders of record at the close of business on Friday, June 29, 2007. *A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference into this Item 8.01.*

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits.*

Note: The information contained in this report (including all exhibits) is not to be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section.

| <u>Exhibit Number</u> | <u>Exhibit</u> |
|---------------------------|--|
| 99.1* | Press release dated June 15, 2007 entitled "Mannatech Declares Dividend and Announces Results of Shareholders' Meeting." |

* Filed herewith.

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.

MANNATECH, INCORPORATED

Dated: June 18, 2007

By: /s/ Stephen D. Fenstermacher
Name: Stephen D. Fenstermacher
Title: Senior Vice President and Chief Financial Officer

EXHIBIT INDEX

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* Filed herewith.

**MANNATECH DECLARES DIVIDEND AND
ANNOUNCES RESULTS OF SHAREHOLDERS' MEETING**

(SHAREHOLDERS APPROVED ALL PROPOSALS)

COPPELL, TX (NASDAQ—MTEX) June 15, 2007 – Mannatech, Incorporated announced that its Board of Directors declared a quarterly cash dividend of \$0.09 per common share, payable on Friday, July 20, 2007, to shareholders of record at the close of business on Friday, June 29, 2007. The dividend reflects a commitment to rewarding shareholders and encouraging long-term investment in Mannatech's common stock.

Sam Caster, Chairman and CEO of Mannatech, said, "The strong financial position of our company supports our continuing dividend program. Our commitment remains to continue to return value to our shareholders."

Mannatech's shareholders' passed all three proposals at the annual shareholder meeting held on Thursday, June 14, 2007. At the meeting, 81.2% of shareholders voting in person or by proxy approved, by an overwhelming majority, Mannatech's proposal to re-elect Messrs. Samuel L. Caster and J. Stanley Fredrick and Mrs. Patricia A. Wier as Class II Directors of its Board of Directors. On June 14, 2007, and as part of their compensation as Directors, the Board of Directors granted 12,000 stock options to Mr. Fredrick and 8,000 stock options to Mrs. Wier. The stock options were granted at an exercise price of \$15.13 per share, with one-third vesting immediately and the balance vesting over the next two years.

Approximately 80.1% of Mannatech's shareholders voting in person or by proxy also ratified, by an overwhelming majority, the appointment of Mannatech's independent registered public accounting firm, Grant Thornton LLP, for Mannatech's fiscal year ended December 31, 2007.

Approximately 57.7% of Mannatech's shareholders voting in person or by proxy also approved the 2007 Stock Incentive Plan.

At the shareholders' meeting, Mr. Caster and Mr. Fenstermacher, Chief Financial Officer and Senior Vice President, addressed the shareholders, employees, and visitors attending the meeting and discussed the Company's accomplishments over the past year, as well as recent achievements in 2007. Some of the highlights discussed at the meeting related to Mannatech's operations for the year ended 2006 and for the first quarter of 2007, recent management additions, record net sales, net income, and earnings per share.

About Mannatech

Mannatech, Incorporated is a global wellness solutions provider that develops innovative, high-quality, proprietary nutritional supplements, topical products, and weight management products, which are sold through a global network-marketing system operating throughout the United States and the international markets of Canada, Australia, the United Kingdom, Japan, New Zealand, the Republic of Korea, Taiwan, Denmark, and Germany.

Please Note: This release contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, Section 21E of the Securities Exchange Act of 1934, as amended, and the Private Securities Litigation Reform Act of 1995. These forward-looking statements generally can be identified by use of phrases or terminology such as "may," "believes," "enthusiastic," "demonstrates," "intends," "optimistic," and "plans" 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 United States Securities and Exchange Commission 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 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 its expectations, statements, and assumptions reflected in these forward-looking statements are reasonable, it cautions its 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 other filings filed with the United States Securities and Exchange Commission, 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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