

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

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**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): May 12, 2005**

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**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 May 12, 2005, Mannatech, Incorporated (the "Company") issued a press release, furnished as Exhibit 99.1 and incorporated herein by reference, announcing that its Board of Directors authorized the Company to immediately begin the repurchase of the Company's common shares from time to time in the open market through block trades or otherwise, pursuant to the Company's existing share repurchase program.

The information disclosed under this Item 8.01, including Exhibit 99.1, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act.

**Item 9.01 Financial Statements and Exhibits.**

(a) *Financial Statements or Business Acquired.*

None.

(b) *Pro Forma Financial Information.*

None.

(c) *Exhibits.*

<u>Exhibit Number</u>	<u>Exhibit</u>
99.1*	Press release dated May 12, 2005 entitled "Mannatech, Inc. Announces Share Repurchase."

\*Filed herewith.

**[SIGNATURE PAGE TO FOLLOW]**

**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: May 16, 2005

**MANNATECH, INCORPORATED**

By: /s/ Stephen D. Fenstermacher

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

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**EXHIBIT INDEX**

<u>Exhibit Number</u>	<u>Exhibit</u>
99.1*	Press release dated May 12, 2005 entitled "Mannatech, Inc. Announces Share Repurchase."

\*Filed herewith.

**Mannatech Inc. Announces Share Repurchase**

Coppell, TX May 12, 2005—Mannatech Inc. (NASDAQ: MTEX) today announced that its Board of Directors has authorized the Company to immediately begin the repurchase of the company's common shares from time to time in the open market through block trades or otherwise. The specific timing of all repurchases will be within management's discretion. The share repurchase will be funded internally and will be pursuant to the company's existing share repurchase program.

On June 30, 2004 the company's Board of Directors approved a program to repurchase up to 1.3 million of the company's outstanding common shares. However, the company has not engaged in any buyback activity since such date.

Repurchases will be subject to market conditions and other factors, including our company's black-out periods during which the company and its insiders are prohibited from trading in the company's common shares. While black-out periods typically occur after the end of a fiscal quarter in anticipation of the public release of quarterly earnings, the company may impose a black-out period at any time without advance public notice.

As of April 30, 2005, Mannatech had 27,177,907 common shares outstanding.

**About Mannatech**

Based in Coppell, Texas, Mannatech, Inc. is a 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 throughout the United States and the international markets of Canada, Australia, the United Kingdom, Japan, New Zealand, and South Korea.

*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," "estimates," "projects," 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 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 Securities and Exchange Commission, including its current reports*

**Contact Information:**

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