

**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): February 18, 2007**

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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 1.01 Entry into a Material Definitive Agreement.**

Effective March 9, 2007, Mannatech extended the Letter of Understanding with Dr. John Axford, who has served on its Board of Directors as an independent Director since 2002. Dr. Axford is also the Chairman of Mannatech's Science Committee. Under the terms of the agreement, Mannatech agreed to pay Dr. Axford \$1,500 a day for fees associated with speaking or acting as a Company spokesman at any of its company-sponsored events. A copy of this Agreement is attached as Exhibit 99.1 to this Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits.**

<u>Exhibit Number</u>	<u>Exhibit</u>
99.1*	Extension of the Letter of Understanding Agreement between Mannatech and Dr. John Axford, dated February 18, 2007.

\*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

**/s/ Stephen D. Fenstermacher**

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Name: Stephen D. Fenstermacher

Title: Chief Financial Officer

Dated: February 21, 2007

**EXHIBIT INDEX**

**Exhibit  
Number**

**Exhibit**

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99.1\*      Extension of the Letter of Understanding Agreement between Mannatech and Dr. John Axford, dated February 18, 2007.

\*Filed herewith.

February 18, 2007  
Via Hand Delivery

Dr. John Axford  
Department of Biochemistry and Immunology  
St. George's Hospital Medical School  
Cramner Terrace  
London SW17 0RE  
United Kingdom

RE: First Amendment to Spokesperson Agreement dated March 9, 2006

Dear Dr. Axford,

We have determined that it is the Company's best interest to extend the Term of the Spokesperson Agreement dated March 9, 2006 (attached hereto as **Exhibit "A"**) for an additional twelve-month term, beginning March 9, 2007 and ending March 10, 2008. The extension to the Term notwithstanding, all other terms and conditions of the March 9, 2006 Spokesperson Agreement shall remain in full force and effect.

If the forgoing extension is acceptable to you, please execute and return a duplicate of the original of this letter, such to constitute the agreement between us.

Very Truly Yours,

/s/ Samuel L. Caster

Samuel L. Caster  
Chairman & CEO  
Mannatech, Inc.

ACCEPTED AND AGREED

/s/ Dr. John Axford

Dr. John Axford