

MANNATECH INC  
Form 8-K  
June 10, 2011

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 9, 2011

MANNATECH, INCORPORATED

(Exact Name of Registrant as Specified in its Charter)

|                  |                  |                     |
|------------------|------------------|---------------------|
| Texas            | 000-24657        | 75-2508900          |
| (State or other  | (Commission File | (I.R.S. Employer    |
| Jurisdiction of  | Number)          | Identification No.) |
| Incorporation or |                  |                     |
| Organization)    |                  |                     |

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

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(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))



Item 5.07. Submission of Matters to a Vote of Security Holders.

The Company held its 2011 Annual Shareholders' Meeting on June 9, 2011. The Company's shareholders considered two proposals, each of which is described in the Proxy Statement for the meeting. A total of 21,615,979 shares were represented in person or by proxy, or 81.6% of the total shares outstanding. The final results of votes with respect to the proposals submitted for shareholder vote at the 2011 Annual Shareholders' Meeting are set forth below.

Proposal 1 – Election of Directors

Shareholders elected Alan D. Kennedy and Robert A. Toth as Class III Directors.

| Director        | For        | Withheld | Broker<br>Non-Votes |
|-----------------|------------|----------|---------------------|
| Alan D. Kennedy | 14,458,993 | 71,486   | 7,085,500           |
| Robert A. Toth  | 14,469,271 | 61,208   | 7,085,500           |

Proposal 2 – Ratification of the Appointment of the Company's Independent Registered Public Accounting Firm

Shareholders ratified the appointment of BDO USA, LLP as the Company's independent public accounting firm for the fiscal year ending December 31, 2011.

| For        | Against | Abstain |
|------------|---------|---------|
| 21,525,737 | 71,117  | 19,125  |

The Company's press release related to the foregoing events is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit<br>Number | Exhibit   |
|-------------------|---|
| 99.1*             | Press Release dated June 10, 2011 entitled "Mannatech Announces Results of Annual 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 10, 2011

By: /s/ Stephen D.  
Fenstermacher  
Stephen D.  
Fenstermacher  
Co-Chief Executive  
Officer  
and Chief Financial  
Officer

EXHIBIT INDEX

Exhibit

Number Exhibit

99.1\* Press Release dated June 10, 2011 entitled "Mannatech Announces Results of Annual Shareholders' Meeting."

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