



**Item 8.01 Other Events.**

On November 4, 2008, Mannatech, Incorporated ( Mannatech ) issued a press release announcing that the staff of the United States Securities and Exchange Commission (the SEC ) has notified Mannatech that it has completed its investigation of Mannatech and will not recommend enforcement action against Mannatech relating to the timing and completeness of Mannatech s October 2007 Form 8-K disclosure regarding its dismissal of Grant Thornton LLP as its independent registered public accountants.

Mannatech also announced that it was informed that the staff has terminated its investigation and will not recommend enforcement action against Mannatech s Chief Financial Officer and the Chairman of the Audit Committee.

Mannatech previously disclosed in September 2008 the receipt of a Wells Notice from the staff of the SEC relating to the SEC investigation.

A copy of the press release is attached hereto as Exhibit 99.1, the text of which is incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits.**

**Exhibit**

**Number**

99.1\*

**Exhibit**

Press Release dated November 4, 2008 entitled Mannatech Receives Notice of Termination of SEC Investigation.

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\*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: November 4, 2008

/s/ Stephen D. Fenstermacher

Stephen D. Fenstermacher

Chief Financial Officer

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**EXHIBIT INDEX**

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