

MANNATECH INC  
Form 10-Q/A  
March 29, 2005

**2004**

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**FORM 10-Q/A**

**(Amendment No. 1)**

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended **March 31, 2004**.

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_.

Commission File No. **000-24657**

**MANNATECH, INCORPORATED**

(Exact Name of Registrant as Specified in its Charter)

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**Texas**  
**(State or other Jurisdiction of**  
**Incorporation or Organization)**

**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**

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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No "

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act). Yes x No "

As of March 23, 2005, the number of shares outstanding of the registrant's sole class of common stock, par value \$0.0001 per share was 27,112,627.

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**EXPLANATORY NOTE**

This Amendment No. 1 is solely for the purpose of re-filing Exhibit 10.1 of the Quarterly Report on Form 10-Q ( *Form 10-Q* ) of Mannatech, Incorporated, ( *Mannatech* or the *Company* ), originally filed with the United States Securities and Exchange Commission (the *Commission* ) on May 10, 2004. Exhibit 10.1 is being refiled in response to comments received from the Commission as a result of the Commission's review of Mannatech's confidential treatment request covering certain portions of Exhibit 10.1.

Pursuant to Rule 12b-15 under the Securities Exchange Act of 1934, as amended, the complete text of Item 6 as amended is set forth below. The remainder of the Form 10-Q originally filed on May 10, 2004 is unchanged and is not reproduced in this Amendment No. 1. This Amendment No. 1 speaks as of the original filing date of the Form 10-Q and reflects only the changes discussed above. This Amendment No. 1 on Form 10-Q/A does not reflect any events occurring after the date of filing of the Form 10-Q as filed with the Commission on May 10, 2004, or otherwise modify or update any of the information contained therein.

**Item 6. Exhibits and Reports on Form 8-K**

**(a) Exhibits required by Item 601 of Regulation S-K**

- 10.1\* Supply Agreement by and between Mannatech and a supplier, dated March 29, 2004. (Portions of this exhibit have been omitted pursuant to a confidential treatment request submitted pursuant to Rule 24b-2.)
  - 31.1\* Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, of the Chief Executive Officer of Mannatech.
  - 31.2\* Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, of the Chief Financial Officer of Mannatech
  - 32.1\* Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, of the Chief Executive Officer of Mannatech.
  - 32.2\* Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, of the Chief Financial Officer of Mannatech.
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\* filed herewith.

**SIGNATURES**

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 thereunto duly authorized.

**March 29, 2005**

**MANNATECH, INCORPORATED**

/S/ SAMUEL L. CASTER

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**Samuel L. Caster**

Chief Executive Officer and Chairman of the Board

(Principal executive officer)

**March 29, 2005**

/S/ STEPHEN D. FENSTERMACHER

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**Stephen D. Fenstermacher**

Senior Vice President and Chief Financial Officer

(Principal financial officer)

**INDEX OF EXHIBITS**

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