

MANNATECH INC
Form 8-K
February 27, 2015

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): February 27, 2015

MANNATECH, INCORPORATED

(Exact Name of Registrant as Specified in its Charter)

Texas	000-24657	75-2508900
(State or other Jurisdiction of Incorporation or Organization)	(Commission File Number)	(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))

Item 5.02(b). Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangement of Certain Officers.

Effective February 27, 2015, Alan D. Kennedy retired from Mannatech's Board of Directors. Mr. Kennedy served as Chairman of Mannatech's Science Committee and served on Mannatech's Audit Committee, Compensation & Stock Option Plan Committee, and Nominating/Governance and Compliance Committee. Mr. Kennedy's retirement is not the result of any disagreement with Mannatech relating to its operations, policies or procedures.

In recognition of Mr. Kennedy's service, the Board of Directors accelerated the vesting of any unvested nonqualified stock options previously awarded to Mr. Kennedy and extended the terms of the outstanding options from three months following Mr. Kennedy's retirement to the original terms of the options.

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: February 27, 2015 By: /s/ S. Mark Nicholls

S. Mark Nicholls
Chief Financial Officer

rm displays a currently valid OMB control number. SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option ⁽⁵⁾	\$ 26.765	07/19/2005		M	24,000	⁽⁶⁾ 06/12/2011	06/12/2011	Common	24,000
Employee Stock Option ⁽⁵⁾	\$ 25.8281	07/19/2005		M	14,132	⁽⁶⁾ 06/10/2007	06/10/2007	Common	14,132

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WESTERN DONALD G 100 N.E. ADAMS STREET PEORIA, IL 61629-3485			Vice President	

Signatures

Donald G. Western; L.J. Huxtable, POA 07/20/2005

⁽⁵⁾Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) This amount includes 534 shares in 401K and 6780 shares in SEIP.
- (2) Reporting person disclaims beneficial ownership.
- (3) On July 14, 2005, the common stock of Caterpillar Inc. split 2-for-1, resulting in the reporting person's acquisition of 21,404 additional shares of common stock.
- (4) On July 14, 2005, the common stock of Caterpillar Inc. split 2-for-1, resulting in the reporting person's acquisition of 8499 additional shares of common stock.
- (5) (Right to buy) with tandem tax withholding rights.
- (6) Exercisable in thirds - 1/3 after 1 yr.; 1/3 after 2 yrs.; 1/3 after 3 yrs.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.