

MANNATECH INC  
Form DEFA14A  
April 21, 2017

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a)  
of the Securities Exchange Act of 1934  
(Amendment No. )

Filed by the Registrant   
Filed by a Party other than the Registrant  
Check the appropriate box:

Preliminary Proxy Statement  
Definitive Proxy Statement

Definitive Additional Materials  Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Soliciting Material Pursuant to  
§240.14a-12

Mannatech, Incorporated  
(Name of Registrant as Specified In Its Charter)  
(Name of Person(s) Filing Proxy Statement, if other than the Registrant)  
Payment of Filing Fee (Check the appropriate box):  
 No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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~ Mannatech. See the reverse side of this notice to obtain proxy materials and voting instructions. \*\*\* Exercise Your Right to Vote \*\*\* Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on <mtgdate>. You are receiving this communication because you hold shares in the above named company. This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at [www.proxyvote.com](http://www.proxyvote.com) or easily request a paper copy (see reverse side). We encourage you to access and review all of the important information contained in the proxy materials before voting. Meeting Information Meeting Type: <mtgtype> For holders as of: <reccdate> Date: Time: <mtgtime> Location: 0000329154\_1 R1.0.1.1 5 MANNATECH, INCORPORATED 600 S. ROYAL LANE SUITE 200 COPPELL, TX 75019 Annual Meeting April 13, 2017 June 08, 2017 June 08, 2017 9:00 AM CDT Grapevine Convention Center 1209 S. Main St. Grapevine, TX 76051

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xxxx xxxx xxxx xxxx    xxxx xxxx xxxx xxxx    xxxx xxxx xxxx xxxx    Please Choose One of the Following Voting Methods    Vote In Person: Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.    Vote By Internet: To vote now by Internet, go to [www.proxyvote.com](http://www.proxyvote.com). Have the information that is printed in the box marked by the arrow available and follow the instructions.    Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.    How To Vote Before You Vote    How to Access the Proxy Materials    Proxy Materials Available to VIEW or RECEIVE:    How to View Online:    Have the information that is printed in the box marked by the arrow (located on the following page) and visit: [www.proxyvote.com](http://www.proxyvote.com).    How to Request and Receive a PAPER or E-MAIL Copy:    If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:    1) BY INTERNET: [www.proxyvote.com](http://www.proxyvote.com)    2) BY TELEPHONE: 1-800-579-1639    3) BY E-MAIL\*: [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)    \* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.    0000329154\_2 R1.0.1.1    5    1. Proxy Statement 2. Annual Report Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 25, 2017 to facilitate timely delivery.

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Voting items 0000329154\_3 R1.0.1.1 5 The Board of Directors recommends you vote FOR the following: 1. Election of Directors Nominees 01 Robert A. Toth 02 Linda K. Ferrell, Ph.D The Board of Directors recommends you vote FOR proposals 2., 3. and 4.. 2. To ratify the appointment of BDO USA, LLP as our independent registered public accounting firm, for the year ending December 31, 2017. 3. To approve on an advisory basis executive compensation ("Say-on-Pay"). 4. To approve our 2017 Stock Incentive Plan. NOTE: The shares represented by this proxy, when properly executed, will be voted in the manner directed herein by the undersigned Shareholder(s). If no direction is made, this proxy will be voted FOR proposals 1, 2, 3 and 4. If any other matters properly come before the meeting, or if cumulative voting is required, the person named in this proxy will vote in his discretion.

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