

Bancino Randy Scott  
 Form 3/A  
 March 06, 2009

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

|   |         |   |  |   |
|---|---------|---|--|---|
| 1. Name and Address of Reporting Person * |         | 2. Date of Event Requiring Statement                  | 3. Issuer Name and Ticker or Trading Symbol              |   |
| Â Bancino Randy Scott                     |         | (Month/Day/Year)                                      | MANNATECH INC [MTEX]                                     |   |
| (Last)                                    | (First) | (Middle)  | 03/02/2009   |   |
| 600 S. ROYAL LANE,Â SUITE 200             |         |   | 4. Relationship of Reporting Person(s) to Issuer         |   |
| (Street)                                  |         |   | (Check all applicable)                                   |   |
| COPPELL,Â TXÂ 75019                       |         |   | 5. If Amendment, Date Original Filed(Month/Day/Year)     |   |
| (City)                                    | (State) | (Zip)   | 03/04/2009   |   |
| 1. Title of Security (Instr. 4)           |         | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|   |         |   |  |   |

|                                 |  |   |  |   |
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|                                 |  |   |  |   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

|  |  |   |  |  |   |
|--|--|---|--|--|---|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|  | Date Exercisable      Expiration Date                    | Title      Amount or Number of Shares                                       |  |  |   |

(Instr. 5)

|                                    |       |            | Common<br>Stock, Par<br>Value   |         |  |   |   |
|------------------------------------|-------|------------|---------------------------------|---------|--|---|---|
| Right to Purchase<br>Common Stock  | Â (1) | 11/19/2018 | 10,000<br>\$0.0001<br>per share | \$ 2.5  |  | D | Â |
| Right to Purchase<br>Common Shares | Â (1) | 03/01/2019 | 30,000<br>\$0.0001<br>per share | \$ 2.79 |  | D | Â |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                  |       |
|--|---------------|-----------|----------------------------------|-------|
|  | Director      | 10% Owner | Officer                          | Other |
| Bancino Randy Scott<br>600 S. ROYAL LANE<br>SUITE 200<br>COPPELL, TX 75019 | Â             | Â         | Â Sr.VP-Global Business Operatio | Â     |

## Signatures

Stephen D. Fenstermacher, CFO, by Power of Attorney 03/06/2009

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) The stock options will vest 1/3 shares on each anniversary of the grant over the next three years

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.