

June 2010

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended: **June 30, 2010**

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)

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

(Address of Principal Executive Offices)

75019

(Zip Code)

Registrant's Telephone Number, including Area Code: **(972) 471-7400**

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 No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of "accelerated filer", "large accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
Yes No

As of July 31, 2010, the number of shares outstanding of the registrant's sole class of common stock, par value \$0.0001 per share, was 26,490,466.

MANNATECH, INCORPORATED

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Special Note Regarding Forward-Looking Statements

Certain disclosures and analysis in this Form 10-Q, including information incorporated by reference, may include forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, or the Securities Act, Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act, and the Private Securities Litigation Reform Act of 1995 that are subject to various risks and uncertainties. Opinions, forecasts, projections, guidance, or other statements other than statements of historical fact are considered forward-looking statements and reflect only current views about future events and financial performance. Some of these forward-looking statements include statements regarding:

- management's plans and objectives for future operations;
- existing cash flows being adequate to fund future operational needs;
- future plans related to budgets, future capital requirements, market share growth, and anticipated capital projects and obligations;
- the realization of net deferred tax assets;
- the ability to curtail operating expenditures;
- global statutory tax rates remaining unchanged;
- the impact of future market changes due to exposure to foreign currency translations;
- the possibility of certain policies, procedures, and internal processes minimizing exposure to market risk;
- the impact of new accounting pronouncements on financial condition, results of operations, or cash flows;
- the outcome of new or existing litigation matters;
- the outcome of new or existing regulatory inquiries or investigations; and
- other assumptions described in this report underlying such forward-looking statements.

Although we believe that the expectations included in these forward-looking statements are reasonable, these forward-looking statements are subject to certain events, risks, assumptions, and uncertainties, including those discussed below and in the "Risk Factors" section in Item 1A of this Form 10-Q, and elsewhere in this Form 10-Q and the documents incorporated by reference herein. If one or more of these risks or uncertainties materialize, or if our underlying assumptions prove to be incorrect, actual results and developments could materially differ from those expressed in or implied by such forward-looking statements. For example, any of the following factors could cause actual results to vary materially from our projections:

- overall growth or lack of growth in the nutritional supplements industry;
- plans for expected future product development;
- changes in manufacturing costs;
- shifts in the mix of packs and products;
- the future impact of any changes to global associate career and compensation plans or incentives;
- the ability to attract and retain independent associates and members;
- new regulatory changes that could affect operations and/or products;
- the competitive nature of our business with respect to products and pricing;
- publicity related to our products or network-marketing; and
- the political, social, and economic climate.

Forward-looking statements generally can be identified by use of phrases or terminology such as "may," "will," "should," "could," "would," "expects," "plans," "intends," "anticipates," "believes," "estimates," "approximates," "predicts," "projects," "potential," and "continues" or other similar words or the negative of such terms and other comparable terminology. Similarly, descriptions of Mannatech's objectives, strategies, plans, goals, or targets contained herein are also considered forward-looking statements. Readers are cautioned when considering these forward-looking statements to keep in mind these risks, assumptions, and uncertainties and any other cautionary statements in this report, as all of the forward-looking statements contained herein speak only as of the date of this report.

Unless stated otherwise, all financial information throughout this report and in the Consolidated Financial Statements and related Notes include Mannatech, Incorporated and all of its subsidiaries on a consolidated basis and may be referred to herein as "Mannatech," "the Company," "its," "we," "our," or "their."

Our products are not intended to diagnose, cure, treat, or prevent any disease and any statements about our products contained in this report have not been evaluated by the Food and Drug Administration, also referred to herein as the FDA.

PART I – FINANCIAL INFORMATION
Item 1. Financial Statements

MANNATECH, INCORPORATED AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

(in thousands, except share and per share amounts)

| | June 30, 2010 | December 31, 2009 |
|---|--------------------|----------------------|
| ASSETS | | |
| | <i>(unaudited)</i> | |
| Cash and cash equivalents | \$ 20,556 | \$ 17,367 |
| Restricted cash | 1,274 | 1,288 |
| Accounts receivable, net of allowance of \$21 and \$17 in 2010 and 2009, respectively | 105 | 664 |
| Income tax receivable | 661 | 8,075 |
| Inventories, net | 28,135 | 31,290 |
| Prepaid expenses and other current assets | 3,917 | 3,139 |
| Deferred tax assets | 3,113 | 2,662 |
| Total current assets | 57,761 | 64,485 |
| Property and equipment, net | 22,251 | 27,144 |
| Construction in progress | 385 | 317 |
| Long-term restricted cash | 5,731 | 7,201 |
| Other assets | 2,650 | 2,503 |
| Long-term deferred tax assets | 578 | 652 |
| Total assets | \$ 89,356 | \$ 102,302 |
| LIABILITIES AND SHAREHOLDERS' EQUITY | | |
| Current portion of capital leases | \$ 1,066 | \$ 847 |
| Accounts payable | 6,359 | 11,319 |
| Accrued expenses | 13,549 | 14,231 |
| Commissions and incentives payable | 8,258 | 10,624 |
| Taxes payable | 4,069 | 2,577 |
| Current deferred tax liability | 423 | 274 |
| Deferred revenue | 2,365 | 2,807 |
| Total current liabilities | 36,089 | 42,679 |
| Capital leases, excluding current portion | 839 | 1,068 |
| Long-term deferred tax liabilities | 2,423 | 3,923 |
| Other long-term liabilities | 5,061 | 3,348 |
| Total liabilities | 44,412 | 51,018 |
| Commitments and contingencies | | |
| Shareholders' equity: | | |
| Preferred stock, \$0.01 par value, 1,000,000 shares authorized, no shares issued or outstanding | — | — |
| Common stock, \$0.0001 par value, 99,000,000 shares authorized, 27,697,560 shares issued and 26,490,466 shares outstanding in 2010 and 27,687,882 shares issued and 26,480,788 shares outstanding in 2009 | 3 | 3 |
| Additional paid-in capital | 41,861 | 41,442 |
| Retained earnings | 19,147 | 25,743 |
| Accumulated other comprehensive loss | (1,276) | (1,113) |
| Less treasury stock, at cost, 1,207,094 shares in 2010 and 2009 | (14,791) | (14,791) |
| Total shareholders' equity | 44,944 | 51,284 |
| Total liabilities and shareholders' equity | \$ 89,356 | \$ 102,302 |

See accompanying notes to unaudited consolidated financial statements.

MANNATECH, INCORPORATED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS – (UNAUDITED)

(in thousands, except per share information)

| | Three months ended June 30, | | Six months ended June 30, | |
|--|--------------------------------|-------------------|------------------------------|--------------------|
| | 2010 | 2009 | 2010 | 2009 |
| Net sales | \$ 57,606 | \$ 77,644 | \$ 118,271 | \$ 148,345 |
| Cost of sales | 8,091 | 12,290 | 16,716 | 24,021 |
| Commissions and incentives | 24,509 | 46,419 | 51,508 | 80,145 |
| | <u>32,600</u> | <u>58,709</u> | <u>68,224</u> | <u>104,166</u> |
| Gross profit | 25,006 | 18,935 | 50,047 | 44,179 |
| Operating expenses: | | | | |
| Selling and administrative | 15,297 | 17,440 | 31,768 | 35,655 |
| Depreciation and amortization | 3,002 | 3,126 | 5,919 | 6,272 |
| Other operating costs | 8,836 | 9,427 | 17,381 | 18,989 |
| Total operating expenses | <u>27,135</u> | <u>29,993</u> | <u>55,068</u> | <u>60,916</u> |
| Loss from operations | (2,129) | (11,058) | (5,021) | (16,737) |
| Interest income (expense) | 10 | 69 | (19) | 143 |
| Other income (expense), net | (715) | 1,381 | (575) | (37) |
| Loss before income taxes | (2,834) | (9,608) | (5,615) | (16,631) |
| (Provision) benefit for income taxes | (981) | 4,071 | (981) | 6,319 |
| Net loss | \$ (3,815) | \$ (5,537) | \$ (6,596) | \$ (10,312) |
| Net loss per share: | | | | |
| Basic | <u>\$ (0.14)</u> | <u>\$ (0.21)</u> | <u>\$ (0.25)</u> | <u>\$ (0.39)</u> |
| Diluted | <u>\$ (0.14)</u> | <u>\$ (0.21)</u> | <u>\$ (0.25)</u> | <u>\$ (0.39)</u> |
| Weighted-average common shares outstanding: | | | | |
| Basic | <u>26,490</u> | <u>26,461</u> | <u>26,486</u> | <u>26,461</u> |
| Diluted | <u>26,490</u> | <u>26,461</u> | <u>26,486</u> | <u>26,461</u> |

See accompanying notes to unaudited consolidated financial statements.

MANNATECH, INCORPORATED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
AND COMPREHENSIVE INCOME (LOSS) – (UNAUDITED)
(in thousands, except per share information)

| | Common stock outstanding | | Additional paid in capital | Retained earnings | Accumulated other comprehensive loss | Treasury stock | | Total shareholders' equity |
|---|-----------------------------|--------------|----------------------------------|----------------------|---|----------------|--------------------|----------------------------------|
| | Shares | Par value | | | | Shares | Amounts | |
| Balance at December 31, 2009 | 26,481 | \$ 3 | \$ 41,442 | \$ 25,743 | \$ (1,113) | 1,207 | \$ (14,791) | \$ 51,284 |
| Charge related to stock-based compensation | — | — | 391 | — | — | — | — | 391 |
| Proceeds from stock options exercised | 9 | — | 28 | — | — | — | — | 28 |
| <i>Components of comprehensive loss:</i> | | | | | | | | |
| Foreign currency translations | — | — | — | — | (163) | — | — | (163) |
| Net loss | — | — | — | (6,596) | — | — | — | (6,596) |
| Total comprehensive loss | | | | | | | | (6,759) |
| Balance at June 30, 2010 | 26,490 | \$ 3 | \$ 41,861 | \$ 19,147 | \$ (1,276) | 1,207 | \$ (14,791) | \$ 44,944 |

See accompanying notes to unaudited consolidated financial statements.

MANNATECH, INCORPORATED ALL SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS – (UNAUDITED)
(in thousands)

| | Six months ended June 31, | |
|--|------------------------------|-------------------------|
| | 2010 | 2009 |
| CASH FLOWS FROM OPERATING ACTIVITIES: | | |
| Net loss | \$ (6,596) | \$ (10,312) |
| <i>Adjustments to reconcile net loss to net cash provided by (used) in operating activities:</i> | | |
| Depreciation and amortization | 5,919 | 6,272 |
| Provision for doubtful accounts | 24 | (7) |
| Provision for inventory losses | 945 | 398 |
| Loss on disposal of assets | 61 | 20 |
| Accounting charge related to stock-based compensation expense | 391 | 312 |
| Deferred income taxes | (1,629) | (3,525) |
| <i>Changes in operating assets and liabilities:</i> | | |
| Accounts receivable | 537 | (102) |
| Income tax receivable | 7,416 | (3,195) |
| Inventories | 2,115 | (227) |
| Prepaid expenses and other current assets | (387) | 1,853 |
| Other assets | (164) | (1,233) |
| Accounts payable | (4,959) | 1,156 |
| Accrued expenses | 968 | (2,897) |
| Taxes payable | 1,512 | 1,960 |
| Commissions and incentives payable | (2,424) | 5,358 |
| Deferred revenue | (438) | (664) |
| Net cash provided by (used in) operating activities | <u>3,291</u> | <u>(4,833)</u> |
| CASH FLOWS FROM INVESTING ACTIVITIES: | | |
| Purchases of property and equipment | (997) | (1,925) |
| Change in restricted cash | 1,255 | 294 |
| Net cash provided by (used in) investing activities | <u>258</u> | <u>(1,631)</u> |
| CASH FLOWS FROM FINANCING ACTIVITIES: | | |
| Payment of cash dividends | — | (1,059) |
| Proceeds from stock options exercised | 28 | — |
| Repayment of capital lease obligations | (603) | (69) |
| Net cash used in financing activities | <u>(575)</u> | <u>(1,128)</u> |
| Effect of currency exchange rate changes on cash and cash equivalents | 215 | 81 |
| Net increase (decrease) in cash and cash equivalents | <u>3,189</u> | <u>(7,511)</u> |
| Cash and cash equivalents at the beginning of period | 17,367 | 30,945 |
| Cash and cash equivalents at the end of period | <u>\$ 20,556</u> | <u>\$ 23,434</u> |
| SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION: | | |
| Income taxes received (paid), net | \$ 7,442 | \$ (585) |
| Interest paid on capital leases | \$ 43 | \$ 20 |

See accompanying notes to unaudited consolidated financial statements.

MANNATECH, INCORPORATED AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

NOTE 1: ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Mannatech, Incorporated (together with its subsidiaries, the “Company”), headquartered in Coppell, Texas, was incorporated in the state of Texas on November 4, 1993 and is listed on the NASDAQ Global Select Market under the symbol “MTEX”. The Company develops, markets, and sells high-quality, proprietary nutritional supplements, topical and skin care products, and weight-management products that are primarily sold to independent associates and members located in the United States, Canada, Australia, the United Kingdom, Japan, New Zealand, the Republic of Korea, Taiwan, Denmark, Germany, South Africa, Singapore, Austria, the Netherlands, Norway, and Sweden.

Independent associates purchase the Company’s products at published wholesale prices to either sell to retail customers or consume personally. Members purchase the Company’s products at a discount from published retail prices primarily for personal consumption. The Company cannot distinguish its personal consumption sales from its other sales because it has no involvement in its products after delivery, other than usual and customary product warranties and returns. Only independent associates are eligible to earn commissions and incentives.

The accompanying unaudited consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and with instructions for Form 10-Q and Rule 10-01 of Regulation S-X. Accordingly, the Company’s consolidated financial statements and footnotes contained herein do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America (“GAAP”) to be considered “complete financial statements”. However, in the opinion of the Company’s management, the accompanying unaudited consolidated financial statements and footnotes contain all adjustments, including normal recurring adjustments, considered necessary for a fair presentation of the Company’s consolidated financial information as of, and for, the periods presented. The Company cautions that its consolidated results of operations for an interim period are not necessarily indicative of its consolidated results of operations to be expected for its fiscal year. The December 31, 2009 consolidated balance sheet was included in the audited consolidated financial statements in the Company’s annual report on Form 10-K for the year ended December 31, 2009 and filed with the United States Securities and Exchange Commission on March 11, 2010 (the “2009 Annual Report”), which includes all disclosures required by GAAP. Therefore, these unaudited consolidated financial statements should be read in conjunction with the consolidated financial statements of the Company included in the 2009 Annual Report.

Principles of Consolidation

The consolidated financial statements and footnotes include the accounts of the Company and its wholly-owned subsidiaries. All intercompany balances and transactions have been eliminated in consolidation.

Use of Estimates

The preparation of the Company’s consolidated financial statements in accordance with GAAP requires the use of estimates that affect the reported value of assets, liabilities, revenues and expenses. These estimates are based on historical experience and various other factors. The Company continually evaluates the information used to make these estimates as the business and economic environment changes. Historically, actual results have not varied materially from the Company’s estimates and the Company does not currently anticipate a significant change in its assumptions related to these estimates. Actual results may differ from these estimates under different assumptions or conditions.

The use of estimates is pervasive throughout the consolidated financial statements, but the accounting policies and estimates considered to be the most significant are described in this note to the consolidated financial statements, *Organization and Summary of Significant Accounting Policies*.

Cash and Cash Equivalents

The Company considers all highly liquid investments with original maturities of three months or less to be cash equivalents. The Company includes in its cash and cash equivalents credit card receivables due from its credit card processor, as the cash proceeds from credit card receivables are generally received within 24 to 72 hours. As of June 30, 2010 and December 31, 2009, credit card receivables were \$2.4 million and \$2.8 million, respectively. Additionally, as of June 30, 2010 and December 31, 2009, cash and cash equivalents held in bank accounts in foreign countries totaled \$10.7 million and \$10.2 million, respectively.

MANNATECH, INCORPORATED AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

Restricted Cash

The Company is required to restrict cash for (i) direct selling insurance premiums and credit card sales in the Republic of Korea, (ii) a reserve on credit card sales in the United States and Canada, and (iii) the Australia building lease collateral. As of June 30, 2010 and December 31, 2009, our total restricted cash was \$7.0 million and \$8.5 million, respectively. The decrease in restricted cash was primarily related to the partial refund of direct selling insurance premiums in Korea.

Accounts Receivable

Accounts receivable are carried at their estimated collectible amounts. Receivables are created upon shipment of an order if the credit card payment is rejected or does not match the order total. Receivables consist primarily of amounts due from members and independent associates. The Company periodically evaluates its receivables for collectability based on historical experience, recent account activities, and the length of time they are past due, and writes-off receivables when they become uncollectible. At June 30, 2010 and December 31, 2009, the Company held an allowance for doubtful accounts of less than \$0.1 million.

Inventories

Inventories consist of raw materials, finished goods, and promotional materials that are stated at the lower of cost (using standard costs that approximate average costs) or market. The Company periodically reviews inventories for obsolescence and any inventories identified as obsolete are reserved or written off.

Other Assets

As of June 30, 2010 and December 31, 2009, other assets of \$2.7 million and \$2.5 million primarily consisted of deposits for building leases in various locations and certain intangible assets.

Commissions and Incentives

Independent associates earn commissions and incentives based on their direct and indirect commissionable net sales over 13 business periods. Each business period equals 28 days. The Company accrues commissions and incentives when earned by independent associates and pays commissions on product sales three weeks following the business period end and pays commissions on its pack sales five weeks following the business period end.

Other Long-Term Liabilities

In August 2003, the Company entered into a Long-Term Post-Employment Royalty Agreement with Dr. Bill McAnalley, the Company's former Chief Science Officer, pursuant to which the Company is required to pay Dr. McAnalley, or his heirs, royalties for ten years beginning September 2005 and continuing through August 2015. Quarterly payments related to this Long-Term Post-Employment Royalty Agreement are based on certain applicable annual global product sales by the Company in excess of \$105.4 million. At the time the Company entered into this royalty agreement, it was considered a post-employment benefit and the Company was required to measure and accrue the present value of the estimated future royalty payments related to this benefit, and recognize it over the life of Dr. McAnalley's employment agreement, which was two years. As of June 30, 2010, the Company's liability related to this royalty agreement was \$1.4 million, of which \$0.3 million was currently due and included in accrued expenses. As of December 31, 2009, the Company's long-term liability related to this royalty agreement was \$1.6 million, of which \$0.3 million was currently due and included in accrued expenses.

Certain operating leases for the Company's regional office facilities contain a restoration clause that requires the Company to restore the premises to its original condition. As of June 30, 2010 and December 31, 2009, accrued restoration costs related to these leases amounted to \$0.3 million and \$0.4 million, respectively. At June 30, 2010 and December 31, 2009, the Company also recorded a long-term liability for an estimated deferred benefit obligation related to a deferred benefit plan for its Japan operations of \$1.0 million and \$0.8 million, respectively.

MANNATECH, INCORPORATED AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

Comprehensive Income (loss) and Accumulated Other Comprehensive Income (loss)

Comprehensive income (loss) is defined as the change in equity of a business enterprise during a period from transactions and other events and circumstances from non-owner sources and includes all changes in equity during a period except those resulting from investments by owners and distributions to owners. The Company's comprehensive income (loss) consists of the Company's net income (loss), foreign currency translation adjustments from its Japan, Republic of Korea, Taiwan, Norway, and Sweden operations, and changes in the pension obligation for its Japanese employees.

Revenue Recognition

The Company's revenue is derived from sales of individual products, sales of its starter and renewal packs, and shipping fees. Substantially all of the Company's product and pack sales are made to independent associates at published wholesale prices and to members at discounted published retail prices. The Company records revenue net of any sales taxes and records a reserve for expected sales returns based on its historical experience.

The Company recognizes revenue from shipped packs and products upon receipt by the customer. Corporate-sponsored event revenue is recognized when the event is held. The Company defers certain components of its revenue. At June 30, 2010 and December 31, 2009, the Company's deferred revenue was \$2.4 million and \$2.8 million, respectively, and consisted primarily of revenue received from: (i) sales of packs and products shipped but not received by the customers by period end; and (ii) prepaid registration fees from customers planning to attend a future corporate-sponsored event.

We estimate a sales return reserve for expected sales refunds based on our historical experience over a rolling six-month period. If actual results differ from our estimated sales return reserve due to various factors, the amount of revenue recorded each period could be materially affected. Historically, our sales returns have not materially changed through the years, as the majority of our customers who return their merchandise do so within the first 90 days after the original sale. Sales returns have averaged 1.5% or less of our gross sales. For the six months ended June 30, 2010 our sales return reserve was composed of the following (*in thousands*):

| | June 30, 2010 |
|---|----------------------|
| Sales reserve as of January 1, 2010 | \$ 595 |
| Provision related to sales made in current period | 1,151 |
| Provision related to sales made in prior periods | 111 |
| Actual returns or credits related to current period | (621) |
| Actual returns or credits related to prior periods | (707) |
| Sales reserve as of June 30, 2010 | \$ 529 |

Shipping and Handling Costs

The Company records freight and shipping fees collected from its customers as revenue. The Company records inbound freight as cost of sales and records shipping and handling costs associated with shipping products to customers as selling and administrative expenses. Total shipping and handling costs included in selling and administrative expenses were approximately \$3.0 million and \$3.5 million for the three months ended June 30, 2010 and 2009, respectively, and \$6.1 and \$7.0 million for the six months ended June 30, 2010 and 2009, respectively.

Reclassifications

Certain reclassifications have been made to the financial statements for prior periods to conform to the current period presentation.

MANNATECH, INCORPORATED AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

NOTE 2: INVENTORIES

Inventories consist of raw materials and finished goods, including promotional materials. The Company provides an allowance for any slow-moving or obsolete inventories. Inventories at June 30, 2010 and December 31, 2009, consisted of the following (*in thousands*):

| | June 30, 2010 | December 31, 2009 |
|-------------------------------------|------------------|-------------------|
| Raw materials | \$ 9,576 | \$ 10,819 |
| Finished goods | 20,247 | 21,844 |
| Inventory reserves for obsolescence | (1,688) | (1,373) |
| | <u>\$ 28,135</u> | <u>\$ 31,290</u> |

NOTE 3: INCOME TAXES

For the three and six months ended June 30, 2010, the Company's effective tax rate was (34.6)% and (17.5)%, respectively. For the three and six months ended June 30, 2009, the Company's effective tax rate was 42.4% and 38.0%, respectively. For the three and six months ended June 30, 2010 and 2009, the Company's effective income tax rate was determined based on the estimated annual effective income tax rate.

The effective tax rate for the three and six months ended June 30, 2010 was lower than what would have been expected if the federal statutory rate were applied to income before taxes. Items reducing the effective income tax rate included reductions due to changes to management's estimates for 2010 annual operating results, including the mix of income between tax jurisdictions, the change in the valuation allowances associated with certain deferred tax assets, and the change in reserves related to uncertain income tax positions.

NOTE 4: LOSS PER SHARE

Basic Earnings (Loss) Per Share ("EPS") calculations are based on the weighted-average number of the Company's common shares outstanding during the period. Diluted EPS calculations are based on the calculated weighted-average number of common shares and dilutive common share equivalents outstanding during each period.

The following data shows the amounts used in computing the Company's EPS and their effect on the Company's weighted-average number of common shares and dilutive common share equivalents for the three months ended June 30, 2010 and 2009. For the three months ended June 30, 2010, approximately 1.7 million shares of the Company's common stock subject to options were excluded from diluted EPS calculations using an average closing price of \$3.09 per share, as their effect was antidilutive. For the three months ended June 30, 2009, approximately 1.5 million shares of the Company's common stock subject to options were excluded from diluted EPS calculations using an average close price of \$3.55 per share, as their effect was antidilutive. The amounts below are rounded to the nearest thousands, except for per share amounts.

| | For the three months ended June 30, | | | | | |
|--|-------------------------------------|-------------------------|---------------------|---------------------|-------------------------|---------------------|
| | 2010 | | | 2009 | | |
| | Loss (numerator) | Shares (denominator) | Per share amount | Loss (numerator) | Shares (denominator) | Per share amount |
| Basic EPS: | | | | | | |
| Net loss available to common shareholders | \$ (3,815) | 26,490 | \$ (0.14) | \$ (5,537) | 26,461 | \$ (0.21) |
| Effect of dilutive securities: | | | | | | |
| Stock options | — | — | — | — | — | — |
| Diluted EPS: | | | | | | |
| Net loss available to common shareholders plus assumed conversions | <u>\$ (3,815)</u> | <u>26,490</u> | <u>\$ (0.14)</u> | <u>\$ (5,537)</u> | <u>26,461</u> | <u>\$ (0.21)</u> |

MANNATECH, INCORPORATED AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

The following data shows the amounts used in computing the Company's EPS and their effect on the Company's weighted-average number of common shares and dilutive common share equivalents for the six months ended June 30, 2010 and 2009. For the six months ended June 30, 2010, approximately 1.6 million shares of the Company's common stock subject to options were excluded from diluted EPS calculations using an average close price of \$3.20 per share, as their effect was antidilutive. For the six months ended June 30, 2009, approximately 1.5 million shares of the Company's common stock subject to options were excluded from diluted EPS calculations using an average close price of \$3.35 per share, as their effect was antidilutive. The amounts below are rounded to the nearest thousands, except for per share amounts.

| | For the six months ended June 30, | | | | | |
|--|-----------------------------------|---------------------------------|-----------------------------|-----------------------------|---------------------------------|-----------------------------|
| | 2010 | | | 2009 | | |
| | <u>Loss (numerator)</u> | <u>Shares (denominator)</u> | <u>Per share amount</u> | <u>Loss (numerator)</u> | <u>Shares (denominator)</u> | <u>Per share amount</u> |
| Basic EPS: | | | | | | |
| Net loss available to common shareholders | \$ (6,596) | 26,486 | \$ (0.25) | \$ (10,312) | 26,461 | \$ (0.39) |
| Effect of dilutive securities: | | | | | | |
| Stock options | — | — | — | — | — | — |
| Diluted EPS: | | | | | | |
| Net loss available to common shareholders plus assumed conversions | <u>\$ (6,596)</u> | <u>26,486</u> | <u>\$ (0.25)</u> | <u>\$ (10,312)</u> | <u>26,461</u> | <u>\$ (0.39)</u> |

NOTE 5: STOCK-BASED COMPENSATION

The Company currently has one active stock-based compensation plan, which was approved by shareholders. The Company generally grants stock options to employees, consultants, and board members at the fair market value of its common stock, on the date of grant, with a term no greater than ten years. The stock options generally vest over two or three years. Shareholders who own 10% or more of the Company's outstanding stock are granted incentive stock options at an exercise price that may not be less than 110% of the fair market value of the Company's common stock on the date of grant and have a term no greater than five years.

In February 2008, the Company's Board of Directors approved the Mannatech, Incorporated 2008 Stock Incentive Plan (the "2008 Plan"), which reserved, for issuance of stock options and restricted stock to employees, board members, and consultants, up to 1,000,000 shares of common stock plus any shares reserved under the Company's then-existing, unexpired stock plan for which options had not yet been issued plus any shares underlying outstanding options under the then-existing stock option plan that terminate without having been exercised in full. The 2008 Plan was approved by the Company's shareholders at the 2008 Annual Shareholders' Meeting held on June 18, 2008. As of June 30, 2010, the 2008 Plan had 132,433 stock options available for grant before the plan expires on February 20, 2018.

At the 2010 Annual Shareholders' Meeting, held on June 9, 2010, the Company obtained approval from the Company's shareholders for an amendment to the 2008 Plan to permit a one-time stock option exchange program (the "Exchange Offer"). On July 16, 2010, the Exchange Offer commenced and is expected to expire on August 13, 2010. Employees (including officers), directors, and consultants can elect to exchange their "out of the money" stock options for fewer options at a lower exercise price in the Exchange Offer. The Company filed a "Tender Offer Statement" on Schedule TO for this Exchange Offer with the Securities and Exchange Commission on July 16, 2010. Please see Note 10 "Subsequent Event" in these Notes to our Unaudited Consolidated Financial Statement for additional details regarding the Exchange Offer.

The Company records stock-based compensation expense related to granting stock options in selling and administrative expenses. During the three months ended June 30, 2010 and 2009, the Company granted 169,836 and 150,000 stock options, respectively. During the six months ended June 30, 2010 and 2009, the Company granted 306,336 and 275,000 stock options, respectively. The fair value of stock options granted during the six months ended June 30, 2010 ranged from \$1.18 to \$2.03 per share. The fair values of stock options granted during the six months ended June 30, 2009

MANNATECH, INCORPORATED AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

ranged from \$1.24 to \$1.64 per share. The Company recognized compensation expense as follows for the periods ended June 30 (*in thousands*):

| | Three months | | Six months | |
|--|--------------|--------|------------|--------|
| | 2010 | 2009 | 2010 | 2009 |
| Total gross compensation expense | \$ 182 | \$ 173 | \$ 391 | \$ 312 |
| Total tax benefit associated with compensation expense | 38 | 49 | 57 | 75 |
| Total net compensation expense | \$ 144 | \$ 124 | \$ 334 | \$ 237 |

In the second quarter of 2010, 139,536 stock options were granted to two non-employee directors that were re-elected to the Company's Board of Directors by its shareholders at the 2010 Annual Shareholders' Meeting held on June 9, 2010. One-third of these stock options vested on the date of grant, another one-third vests on the first anniversary date of the grant, and the remaining one-third vests on the second anniversary of the date of grant.

As of June 30, 2010, the Company expects to record compensation expense in the future as follows:

| | Six months ending December 31, 2010 | Year ending December 31, | | |
|---|--|--------------------------|-------|------|
| | | 2011 | 2012 | 2013 |
| Total gross unrecognized compensation expense | \$ 259 | \$ 401 | \$ 98 | \$ 7 |
| Tax benefit associated with unrecognized compensation expense | 39 | 62 | 11 | — |
| Total net unrecognized compensation expense | \$ 220 | \$ 339 | \$ 87 | \$ 7 |

NOTE 6: LITIGATION

Patent Infringement Litigation

Mannatech, Inc. v. Country Life, LLC, et al., Case No. 3:10-cv-00533-O, United States District Court, Northern District of Texas, Dallas Division

On March 16, 2010, Mannatech, Inc. filed a patent infringement lawsuit against Country Life, LLC; Country Life Manufacturing, LLC; EvenBetterNow, LLC; Micro Health Solutions, LLC; New Sun, Inc.; Oasis Advanced Wellness, LLC; Roex, Inc.; VDF FutureCeuticals, Inc.; and John Does 1-20, alleging the defendants infringe United States Patent Nos. 6,929,807, 7,157,431, 7,196,064, 7,199,104, and 7,202,220, all entitled "Compositions of Plant Carbohydrates as Dietary Supplements" ("Patents-in-Suit"), and seeking to stop their manufacture, offer, and sale of infringing glyconutritional dietary supplement products. On May 14, 2010, Mannatech amended its complaint to add patent infringement claims against Angel Care USA, Inc.; Florida Nutri Labs, LLC; and Wy's Enterprises of Springfield, Inc.

Agreed Judgments have been entered against seven of the eleven defendants: EvenBetterNow, Oasis Advanced Wellness, Micro Health Solutions, Wy's Enterprises of Springfield, Florida Nutri Labs, Angel Care, USA, and New Sun. In each of the Agreed Judgments, the defendant is enjoined, for the term of the Patents-in-Suit, from making, using, offering to sell, or otherwise distributing the accused infringing products or colorable imitations thereof (the "Enjoined Products"); inducing infringement of the patents by encouraging or assisting others in selling the Enjoined Products; and supplying or causing to be supplied all or a substantial portion of the components of the Enjoined Products.

On June 25, 2010, Mannatech filed an unopposed motion to drop defendant Country Life Manufacturing, LLC because Mannatech discovered that Country Life Manufacturing, LLC was no longer active or associated with Country Life, LLC. On June 29, 2010, Mannatech's motion was granted and Country Life Manufacturing, LLC was dismissed from the lawsuit without prejudice.

The lawsuit is now proceeding against the remaining three defendants: Country Life, Roex, and VDF FutureCeuticals. All three defendants have filed answers, and two of the defendants, Roex and VDF FutureCeuticals, have filed counterclaims challenging the validity of Mannatech's patents and seeking recovery of their attorneys' fees. In addition, on June 25, 2010, Roex filed a motion to sever and motion to transfer venue to its home district of the Central

MANNATECH, INCORPORATED AND SUBSIDIARIES

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

District of California. On July 16, 2010, Mannatech filed its response in opposition, after which VDF FutureCeuticals filed a motion to join Roex's motion to transfer. On July 21, 2010, Mannatech filed a motion to strike VDF's improper joinder.

On July 16, 2010, the court entered a Scheduling Order, setting trial for November 1, 2011. This lawsuit continues Mannatech's enforcement of its patent rights, and Mannatech intends to vigorously prosecute this matter. Based on the previous successful patent infringement lawsuits against Glycobiotics International, Inc., Techmedica Health, Inc., IonX Holdings, Inc., Boston Mountain Laboratories, Inc., Green Life, LLC, and Xiong Lo, Mannatech believes it will be successful in obtaining permanent injunctions against the manufacture and sale of any infringing products for the duration of Mannatech's Patents-in-Suit.

Business Arbitration and Litigation

Marinova Pty. Limited v. Mannatech, Incorporated & Mannatech (International) Limited, Case No. 50-122-T-00635-09, International Centre for Dispute Resolution, a division of the American Arbitration Association

On December 10, 2009, Marinova Pty. Limited ("Marinova"), a company duly organized and operating under the laws of Australia, filed a Notice of Arbitration and Statement of Claim with the International Centre for Dispute Resolution, which is a division of the American Arbitration Association, against Mannatech Incorporated and Mannatech (International) Limited (collectively, "Mannatech"). Marinova's claims stem from the parties' April 27, 2007 Purchase Agreement, which was entered into between Marinova and Mannatech (International) Limited and executed by Marinova and Mannatech, Incorporated. Through the Purchase Agreement, Marinova agreed to sell and Mannatech agreed to buy set quantities of glyconutrient powder that Mannatech uses in the manufacturing of some its products. Marinova claims that Mannatech breached the Purchase Agreement by not buying certain quantities of Marinova's product. Marinova alternatively claims that Mannatech, Incorporated tortiously interfered with the Purchase Agreement. Finally, Marinova claims that Mannatech, Incorporated made fraudulent representations to Marinova upon which Marinova claims it relied in executing the Purchase Agreement. Marinova claims that Mannatech's actions have caused them over \$5,000,000 in damages, as well as attorneys' fees and costs.

On January 15, 2010, Mannatech filed its Answering Statement and Counterclaims, through which Mannatech asserted affirmative defenses in response to Marinova's claims, including that Marinova's own actions or omissions contributed to or caused Marinova's alleged injury. Mannatech also filed a counterclaim for breach of contract, through which Mannatech alleges that Marinova sold Mannatech non-conforming powder and then refused to reimburse Mannatech the amount it paid for the non-conforming powder, thereby breaching the Purchase Agreement. Mannatech further alleges that Marinova separately breached the Purchase Agreement by marketing its powder to one or more of Mannatech's competitors in violation of an amendment to the Purchase Agreement's exclusivity clause. Finally, Mannatech requested declaratory judgments from the arbitration panel, including a judgment that Mannatech is not obligated to purchase any additional product from Marinova because Marinova breached the Purchase Agreement. Mannatech is seeking damages in the amount it paid for the non-conforming product, as well as damages from Marinova's breach of the parties' exclusivity agreement, attorneys' fees, and costs.

A panel of three arbitrators has been constituted and a preliminary hearing has been scheduled for August 25, 2010. Mannatech intends to vigorously prosecute the case.

Litigation in General

The Company has several pending claims incurred in the normal course of business. In the Company's opinion, such claims can be resolved without any material adverse effect on its consolidated financial position, results of operations, or cash flows.

The Company maintains certain liability insurance; however, certain costs of defending lawsuits, such as those below the insurance deductible amount, are not covered by or only partially covered by its insurance policies. Additionally, insurance carriers could refuse to cover certain of these claims in whole or in part. The Company accrues costs to defend itself from litigation as incurred or as they become determinable.

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NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

The outcome of litigation may not be assured, and despite management's views of the merits of any litigation, or the reasonableness of the Company's estimates and reserves, the Company's financial statements could nonetheless be materially affected by an adverse judgment. The Company believes it has adequately reserved for the contingencies arising from the above legal matters where an outcome was deemed to be probable, and the loss amount could be reasonably estimated. While it is not possible to predict with certainty what liability or damages the Company might incur in connection with any of the above-described lawsuits, based on the advice of counsel and a management review of the existing facts and circumstances related to these lawsuits, and related legal fees, the Company has accrued \$1.7 million as of June 30, 2010 for these matters, which is included in accrued expenses in its Consolidated Balance Sheet.

NOTE 7: RECENT ACCOUNTING PRONOUNCEMENTS

In January 2010, the FASB issued Accounting Standards Update No 2010-06, *“Improving Disclosures about Fair Value Measurements”* (“ASU 2010-06”), which amended FASB ASC Topic 820, Fair Value Measurements and Disclosures (“ASC Topic 820”), to require a number of additional disclosures regarding fair value measurements, including the amount of transfers between Levels 1 and 2 of the fair value hierarchy, the reasons for transfers in or out of Level 3 of the fair value hierarchy and activity for recurring Level 3 measures. ASU 2010-06 also clarifies certain existing disclosure requirements related to the level at which fair value disclosures should be disaggregated and the requirement to provide disclosures about the valuation techniques and inputs used in determining the fair value of assets or liabilities classified as Levels 2 or 3. The ASU 2010-06 is effective for interim and annual reporting periods beginning after December 15, 2009, except for the disclosures related to the activity in Level 3 fair value measurements which are effective for fiscal years beginning after December 15, 2010 and for interim periods within those fiscal years. The adoption of the new guidance did not have a material impact on the Company's consolidated financial statements and disclosures.

In October 2009, the FASB issued Accounting Standards Update No. 2009-13, *“Revenue Recognition—Multiple Deliverable Revenue Arrangements”* (“ASU 2009-13”). ASU 2009-13 updates the existing multiple-element revenue arrangements guidance currently included in FASB ASC 605-25. The revised guidance provides for two significant changes to the existing multiple element revenue arrangements guidance. The first change relates to the determination of when the individual deliverables included in a multiple-element arrangement may be treated as separate units of accounting. The second change modifies the manner in which the transaction consideration is allocated across the separately identified deliverables. The revised guidance also expands the disclosures required for multiple-element revenue arrangements. The revised multiple-element revenue arrangements guidance will be effective for the first annual reporting period beginning on or after June 15, 2010. The adoption of ASU 2009-13 is not expected to have a material impact on the Company's financial position or results of operations.

In May 2009, the FASB issued ASC Topic 855, *“Subsequent Events”*, which establishes general standards of accounting for disclosure of events that occur after the balance sheet date but before financial statements are issued or available to be issued. In February 2010, the FASB issued amended guidance to Topic 855 which no longer requires that an SEC filer disclose the date through which subsequent events have been evaluated. The amended guidance did not change the requirement to evaluate subsequent events through the filing dates. The adoption of the new guidance did not have a material impact on the Company's consolidated financial statements and disclosures.

In January 2009, the Securities and Exchange Commission issued Release No. 33-9002, *“Interactive Data to Improve Financial Reporting.”* The final rule requires companies to provide their financial statements and financial statement schedules to the Securities and Exchange Commission in interactive data format using the eXtensible Business Reporting Language (“XBRL”). The rule was adopted by the Securities and Exchange Commission to improve the ability of financial statement users to access and analyze financial data. The Securities and Exchange Commission adopted a phase-in schedule indicating when registrants must furnish interactive data. Under this schedule, the Company will be required to submit filings with financial statement information using XBRL commencing with our June 30, 2011 quarterly report on Form 10-Q. We began furnishing financial information in XBRL format starting with our quarterly report on Form 10-Q for the period ended September 30, 2009. As an early XBRL adopter, the Company may choose to discontinue furnishing XBRL data in the future until the required compliance date of June 30, 2011.

MANNATECH, INCORPORATED AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

NOTE 8: FAIR VALUE

Fair Value Measurements and Disclosure Topic of the FASB ASC establishes a fair value hierarchy that requires the use of observable market data, when available, and prioritizes the inputs to valuation techniques used to measure fair value in the following categories:

- Level 1 – Quoted unadjusted prices for identical instruments in active markets.
- Level 2 – Quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active and model-derived valuations in which all observable inputs and significant value drivers are observable in active markets.
- Level 3 – Model-derived valuations in which one or more significant inputs or significant value drivers are unobservable, including assumptions developed by the Company.

The primary objective of the Company's investment activities is to preserve principal while maximizing yields without significantly increasing risk. The investment instruments held by the Company are money market funds and interest bearing deposits for which quoted market prices are readily available. The Company considers these highly liquid investments to be cash equivalents. These investments are classified within Level 1 of the fair value hierarchy because they are valued based on quoted market prices in active markets. The table below presents the recorded amount of financial assets measured at fair value (*in thousands*) on a recurring basis as of June 30, 2010. The Company does not have any material financial liabilities that were required to be measured at fair value on a recurring basis at June 30, 2010.

| Asset | Level 1 | Level 2 | Level 3 | Total |
|--|------------------|-------------|-------------|------------------|
| Money Market Funds – Fidelity, US | \$ 6,025 | \$ — | \$ — | \$ 6,025 |
| Interest bearing deposits – various banks, Korea | 4,839 | — | — | 4,839 |
| Total assets | <u>\$ 10,864</u> | <u>\$ —</u> | <u>\$ —</u> | <u>\$ 10,864</u> |
| Amounts included in: | | | | |
| Cash and cash equivalents | \$ 6,038 | \$ — | \$ — | \$ 6,038 |
| Long-term restricted cash | 4,826 | — | — | 4,826 |
| Total | <u>\$ 10,864</u> | <u>\$ —</u> | <u>\$ —</u> | <u>\$ 10,864</u> |

NOTE 9: SEGMENT INFORMATION

The Company conducts its business as a single operating segment, consolidating all of its business units into a single reportable entity, as a seller of proprietary nutritional supplements, topical and skin care products, and weight-management products through its network marketing distribution channels operating in sixteen countries. Each of the Company's business units sells similar packs and products and possesses similar economic characteristics, such as selling prices and gross margins. In each country, the Company markets its products and pays commissions and incentives in similar market environments. The Company's management reviews its financial performance by country and analyzes consolidated revenues by packs and product sales. The Company sells its products through its independent associates and distributes its products through similar distribution channels in each country. No single independent associate has ever accounted for more than 10% of the Company's consolidated net sales.

The Company operates in nine physical locations and sells products in sixteen different countries around the world. The nine physical locations are the United States, Canada, Switzerland, Australia, the United Kingdom, Japan, the Republic of Korea (South Korea), Taiwan, and South Africa. Each of the Company's physical locations services different geographic areas. The United States, Canada, Australia, United Kingdom, Japan, and South Africa offices provide administrative support to their respective local markets and serve as meeting locations for independent associates. The United States location processes orders for the United States, Canada, and South Africa. The Australian location processes orders for Australia, New Zealand, and Singapore. The United Kingdom location processes orders for the United Kingdom, Denmark, Germany, Austria, the Netherlands, Norway, and Sweden. The Japan, Republic of Korea, and Taiwan locations process orders for their local markets only. The Switzerland office was created to manage certain day-to-day

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NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

business needs of certain international markets and coordinates our continued global expansion.

Consolidated net sales shipped to customers in these locations, along with pack and product information for the three and six months ended June 30, 2010 and 2009 are as follows (*in millions, except percentages*):

| Country | Three months | | | | Six months | | | |
|--------------------------------|----------------|--------------|----------------|--------------|-----------------|--------------|-----------------|--------------|
| | 2010 | | 2009 | | 2010 | | 2009 | |
| United States | \$ 26.0 | 45.1 % | \$ 39.2 | 50.4 % | \$ 53.8 | 45.5 % | \$ 75.7 | 50.9 % |
| Japan | 8.2 | 14.2 % | 10.6 | 13.7 % | 16.9 | 14.3 % | 21.5 | 14.5 % |
| Republic of Korea | 5.7 | 9.9 % | 6.8 | 8.9 % | 11.1 | 9.4 % | 12.3 | 8.3 % |
| Canada | 5.0 | 8.7 % | 6.4 | 8.2 % | 9.4 | 7.9 % | 11.7 | 7.9 % |
| Australia | 4.8 | 8.3 % | 5.8 | 7.5 % | 10.1 | 8.5 % | 11.0 | 7.4 % |
| South Africa | 2.9 | 5.0 % | 3.3 | 4.3 % | 6.1 | 5.2 % | 5.6 | 3.8 % |
| Taiwan | 1.4 | 2.4 % | 1.8 | 2.3 % | 3.6 | 3.0 % | 3.4 | 2.3 % |
| New Zealand | 0.9 | 1.7 % | 1.2 | 1.5 % | 1.8 | 1.5 % | 2.2 | 1.5 % |
| Germany | 0.6 | 1.0 % | 0.9 | 1.2 % | 1.2 | 1.0 % | 1.7 | 1.2 % |
| United Kingdom | 0.6 | 1.0 % | 0.8 | 1.0 % | 1.2 | 1.0 % | 1.6 | 1.1 % |
| Denmark | 0.1 | 0.2 % | 0.5 | 0.6 % | 0.3 | 0.3 % | 1.0 | 0.7 % |
| Singapore | 0.4 | 0.7 % | 0.3 | 0.4 % | 1.0 | 0.8 % | 0.6 | 0.4 % |
| Austria ⁽¹⁾ | 0.3 | 0.5 % | — | — | 0.6 | 0.5 % | — | — |
| Norway ⁽¹⁾ | 0.4 | 0.7 % | — | — | 0.7 | 0.6 % | — | — |
| The Netherlands ⁽¹⁾ | 0.2 | 0.4 % | — | — | 0.3 | 0.3 % | — | — |
| Sweden ⁽¹⁾ | 0.1 | 0.2 % | — | — | 0.2 | 0.2 % | — | — |
| Totals | \$ 57.6 | 100 % | \$ 77.6 | 100 % | \$ 118.3 | 100 % | \$ 148.3 | 100 % |

⁽¹⁾ Austria, Norway, the Netherlands, and Sweden began operations in September 2009.

| | Three months | | Six months | |
|---------------------------------------|----------------|----------------|-----------------|-----------------|
| | 2010 | 2009 | 2010 | 2009 |
| Consolidated product sales | \$ 46.9 | \$ 52.7 | \$ 95.4 | \$ 106.8 |
| Consolidated pack sales | 8.4 | 21.5 | 18.1 | 34.7 |
| Consolidated other, including freight | 2.3 | 3.4 | 4.8 | 6.8 |
| Consolidated total net sales | \$ 57.6 | \$ 77.6 | \$ 118.3 | \$ 148.3 |

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Long-lived assets, which include property and equipment and construction in progress for the Company and its subsidiaries, reside in the following countries, as follows (*in millions*):

| Country | June 30, 2010 | December 31, 2009 |
|-------------------|------------------|----------------------|
| Australia | \$ 0.3 | \$ 0.3 |
| Canada | 0.1 | 0.1 |
| Japan | 0.2 | 0.3 |
| Republic of Korea | 0.7 | 0.6 |
| Switzerland | 0.4 | 0.5 |
| Taiwan | 0.1 | 0.1 |
| United Kingdom | 0.1 | 0.1 |
| United States | 20.7 | 25.5 |
| Totals | \$ 22.6 | \$ 27.5 |

NOTE 10: SUBSEQUENT EVENT

Exchange Offer

On July 16, 2010, the Company filed a “Tender Offer Statement” on Schedule TO with the Securities and Exchange Commission, which relates to an offer by the Company to its employees (including officers), directors and consultants to exchange their “out-of-the money” stock options for fewer options at a lower exercise price (the “Exchange Offer”).

Below are the requirements to participate in the Exchange Offer:

- All optionholders are eligible to participate.
- All unexercised stock options that have an exercise price per share greater than \$2.46, the average closing sale price of the common stock on the NASDAQ Global Market for the twenty five trading days ending on June 22, 2010 are eligible for the Exchange Offer.
- To be eligible, individuals must continue to be an employee, director or consultant of Mannatech or any of its subsidiaries through the end of the election period, which the Company expects will occur on August 13, 2010.
- Optionholders must exchange all or none of their options from a particular stock option grant.

As of July 16, 2010, approximately 1,621,997 stock options were outstanding and eligible for exchange pursuant to the Exchange Offer. The actual number of shares subject to the stock options to be exchanged in the Exchange Offer will depend upon the number of shares of common stock subject to eligible options surrendered by employees and accepted for exchange. The Company is making the Exchange Offer upon the terms and subject to the conditions set forth in the “Offer to Exchange Certain Outstanding Stock Options for Replacement Stock Options” and the related exhibits filed with the Schedule TO referred to above.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion is intended to assist in the understanding of our consolidated financial position and results of operations for the six months ended June 30, 2010 as compared to the same period in 2009, and should be read in conjunction with Item I "Financial Statements" in Part I of this quarterly report on Form 10-Q. Unless stated otherwise, all financial information presented below, throughout this report, and in the consolidated financial statements and related notes includes Mannatech, Incorporated and all of our subsidiaries on a consolidated basis.

COMPANY OVERVIEW

Since November 1993, we have continued to develop innovative, high-quality, proprietary nutritional supplements, topical and skin care products, and weight-management products that are sold through a global network marketing system operating in the United States, Canada, Australia, the United Kingdom, Japan, New Zealand, the Republic of Korea, Taiwan, Denmark, Germany, South Africa, Singapore, Austria, the Netherlands, Norway, and Sweden. The United States, Canada, Australia, United Kingdom Japan, and South Africa offices provide administrative support to its local markets and act as meeting locations for independent associates. The United States location processes orders for the United States, Canada, and South Africa. The Australian location processes orders for Australia, New Zealand, and Singapore. The United Kingdom location processes orders for the United Kingdom, Denmark, Germany, Austria, the Netherlands, Norway, and Sweden. The Japan, Republic of Korea, and Taiwan locations process orders for their local markets only. The Switzerland office was created to manage certain day-to-day business needs of non-North American markets and coordinates our continued global expansion. We review and analyze net sales by geographical location and by packs and products on a consolidated basis. Each of our subsidiaries sells the same types of products and exhibits similar economic characteristics, such as selling prices and gross margins.

We conduct our business as a single operating segment and primarily sell our products through a network of approximately 450,000 independent associates and members who have purchased our products and/or packs within the last 12 months, which we refer to as *current independent associates and members*. New recruits and pack sales are regarded as leading indicators for the long-term success of our business. New recruits include new independent associates and members purchasing our packs and products for the first time.

Because we sell our products through network marketing distribution channels, the opportunities and challenges that affect us most are: recruitment of new and retention of existing independent associates and members, entry into new markets and growth of existing markets, niche market development, new product introduction, maintaining competitive compensation plans, and investment in our infrastructure.

During calendar year 2008, the U.S. and foreign economies slowed dramatically because of the global financial crisis. The difficult conditions affecting the overall macro-economic environment continued to impact our business in 2009 and the first half of 2010. Significant reduction in consumers' disposable income impacted our customers' spending practices, causing a decline in our revenues.

During 2008 and 2009, in response to adverse market conditions, we implemented various initiatives to reduce expenses, including the temporary suspension of matching contributions under our 401(k) employee savings plan through June 30, 2010, reduction in our workforce, and reduction in other discretionary costs such as outside services, travel and overtime. We also suspended our quarterly cash dividend in August of 2009. By establishing a culture of expense control and accountability, we achieved a decrease in operating expenses and maintained that level of expense control through the first half of 2010. Our intent is to systematically review all expenditures with the goal of prudently managing our business. At the same time, we remain committed to our strategic plan of developing new, innovative, and scientifically-validated products, international expansion, strengthening financial results, and adding value to our shareholders and independent associates.

We continue expansion into new international markets and are scheduled to begin selling products in Mexico in early 2011. Our expansion into Mexico will complement our existing presence in North America while highlighting our continued focus on global expansion.

We continue to focus on new product development. In the first quarter of 2010, we launched our newest product, the Simply Delicious snack bar. The Simply Delicious bar is USDA (United States Department of Agriculture) Organic certified and is offered in two flavors – cherry pie and chocolate raspberry truffle. We are also scheduled to launch a new skin care line by the end of 2010.

In addition to our innovative product development, we continue to invest in research for our existing products. Recent results of a randomized, double-blind, placebo-controlled study validated that Ambrotose[®] has beneficial effects on cognitive functioning. Additional preclinical studies suggest that Ambrotose[®] can exert positive effects on the immune system and the digestive tract. Ambrotose[®], a glyconutrient product originally launched in 1996, is still our best-selling product.

We believe our aggressive cost reduction, new product introduction, international expansion, and financial discipline will enable us to effectively manage through the challenging economy. We believe these recent changes will position us to support future long-term profitable growth.

MannaRelief and Mannatech have partnered together to launch the new Give for RealSM program. This “donation-through-consumption” initiative was designed to allow consumers and social entrepreneurs to help underprivileged children around the world. For every purchase on an automatic order containing Ambrotose[®] complex powder, Advanced Ambrotose[®] powder, MannaBearsTM gummies, PhytoMatrix[®] caplets, PhytoBurst[®] nutritional chews or Optimal Support Packets, a donation of Mannatech’s nutritional supplements is provided through MannaRelief to children in need worldwide. MannaRelief and Mannatech’s goal is to connect one million sponsors to one million underprivileged children.

Subsequent to second quarter end of 2010, the board of directors of the International Sport Karate Association (ISKA) certified Mannatech as its official dietary supplement provider. Several of our products will be the only dietary supplements on the market to receive this “ISKA Certified for Elite Athletes” seal featured on its packaging. The certification program was developed by ISKA to recognize high-quality dietary supplements. Mannatech was selected by ISKA as the only supplement provider for this program. ISKA and Mannatech’s exclusive initial partnership will last until 2012, with an option to renew.

RESULTS OF OPERATIONS

The table below summarizes our consolidated operating results in dollars and as a percentage of net sales for the three months ended June 30, 2010 and 2009 (*in thousands, except percentages*).

| | 2010 | | 2009 | | Change from 2010 to 2009 | |
|--------------------------------------|-------------------|-------------------|-------------------|-------------------|-----------------------------|-----------------|
| | Total dollars | % of net sales | Total dollars | % of net sales | Dollar | Percentage |
| Net sales | \$ 57,606 | 100 % | \$ 77,644 | 100 % | \$ (20,038) | (25.8) % |
| Cost of sales | 8,091 | 14.0 % | 12,290 | 15.8 % | (4,199) | (34.2) % |
| Commissions and incentives | 24,509 | 42.5 % | 46,419 | 59.8 % | (21,910) | (47.2) % |
| | 32,600 | 56.6 % | 58,709 | 75.6 % | (26,109) | (44.5) % |
| Gross profit | 25,006 | 43.4 % | 18,935 | 24.4 % | 6,071 | 32.1 % |
| Operating expenses: | | | | | | |
| Selling and administrative expenses | 15,297 | 26.6 % | 17,440 | 22.5 % | (2,143) | (12.3) % |
| Depreciation and amortization | 3,002 | 5.2 % | 3,126 | 4.0 % | (124) | (4.0) % |
| Other operating costs | 8,836 | 15.3 % | 9,427 | 12.1 % | (591) | (6.3) % |
| Total operating expenses | 27,135 | 47.1 % | 29,993 | 38.6 % | (2,858) | (9.5) % |
| Loss from operations | (2,129) | (3.7) % | (11,058) | (14.2) % | 8,929 | 80.7 % |
| Interest income (expense) | 10 | 0.0 % | 69 | 0.1 % | (59) | (85.5) % |
| Other income (expense), net | (715) | (1.2) % | 1,381 | 1.8 % | (2,096) | (151.8) % |
| Loss before income taxes | (2,834) | (4.9) % | (9,608) | (12.4) % | 6,774 | 70.5 % |
| (Provision) benefit for income taxes | (981) | (1.7) % | 4,071 | 5.2 % | (5,052) | (124.1) % |
| Net loss | \$ (3,815) | (6.6) % | \$ (5,537) | (7.1) % | \$ 1,722 | 31.1 % |

The table below summarizes our consolidated operating results in dollars and as a percentage of net sales for the six months ended June 30, 2010 and 2009 (in thousands, except percentages).

| | 2010 | | 2009 | | Change from 2010 to 2009 | |
|--------------------------------------|-------------------|-------------------|--------------------|-------------------|-----------------------------|-----------------|
| | Total dollars | % of net sales | Total dollars | % of net sales | Dollar | Percentage |
| Net sales | \$ 118,271 | 100 % | \$ 148,345 | 100 % | \$ (30,074) | (20.3) % |
| Cost of sales | 16,716 | 14.1 % | 24,021 | 16.2 % | (7,305) | (30.4) % |
| Commissions and incentives | 51,508 | 43.6 % | 80,145 | 54.0 % | (28,637) | (35.7) % |
| | 68,224 | 57.7 % | 104,166 | 70.2 % | (35,942) | (34.5) % |
| Gross profit | 50,047 | 42.3 % | 44,179 | 29.8 % | 5,868 | 13.3 % |
| Operating expenses: | | | | | | |
| Selling and administrative expenses | 31,768 | 26.9 % | 35,655 | 24.0 % | (3,887) | (10.9) % |
| Depreciation and amortization | 5,919 | 5.0 % | 6,272 | 4.2 % | (353) | (5.6) % |
| Other operating costs | 17,381 | 14.7 % | 18,989 | 12.8 % | (1,608) | (8.5) % |
| Total operating expenses | 55,068 | 46.6 % | 60,916 | 41.0 % | (5,848) | (9.6) % |
| Loss from operations | (5,021) | (4.2) % | (16,737) | (11.3) % | 11,716 | 70.0 % |
| Interest income (expense) | (19) | 0.0 % | 143 | 0.1 % | (162) | (113.3) % |
| Other income (expense), net | (575) | (0.5) % | (37) | 0.0 % | (538) | (1,454.1) % |
| Loss before income taxes | (5,615) | (4.7) % | (16,631) | (11.2) % | 11,016 | 66.2 % |
| (Provision) benefit for income taxes | (981) | (0.8) % | 6,319 | 4.3 % | (7,300) | (115.5) % |
| Net loss | \$ (6,596) | (5.6) % | \$ (10,312) | (7.0) % | \$ 3,716 | 36.0 % |

Consolidated net sales shipped to customers by location for the three months ended June 30, 2010 and 2009 were as follows (in millions, except percentages):

Net Sales in Dollars and as a Percentage of Consolidated Net Sales

| Country | 2010 | | 2009 | |
|--------------------------------|----------------|--------------|----------------|--------------|
| | \$ | % | \$ | % |
| United States | 26.0 | 45.1 % | 39.2 | 50.4 % |
| Japan | 8.2 | 14.2 % | 10.6 | 13.7 % |
| Republic of Korea | 5.7 | 9.9 % | 6.8 | 8.9 % |
| Canada | 5.0 | 8.7 % | 6.4 | 8.2 % |
| Australia | 4.8 | 8.3 % | 5.8 | 7.5 % |
| South Africa | 2.9 | 5.0 % | 3.3 | 4.3 % |
| Taiwan | 1.4 | 2.4 % | 1.8 | 2.3 % |
| New Zealand | 0.9 | 1.7 % | 1.2 | 1.5 % |
| Germany | 0.6 | 1.0 % | 0.9 | 1.2 % |
| United Kingdom | 0.6 | 1.0 % | 0.8 | 1.0 % |
| Denmark | 0.1 | 0.2 % | 0.5 | 0.6 % |
| Singapore | 0.4 | 0.7 % | 0.3 | 0.4 % |
| Austria ⁽¹⁾ | 0.3 | 0.5 % | — | — |
| Norway ⁽¹⁾ | 0.4 | 0.7 % | — | — |
| The Netherlands ⁽¹⁾ | 0.2 | 0.4 % | — | — |
| Sweden ⁽¹⁾ | 0.1 | 0.2 % | — | — |
| Totals | \$ 57.6 | 100 % | \$ 77.6 | 100 % |

⁽¹⁾ Austria, Norway, the Netherlands, and Sweden began operations in September 2009.

Consolidated net sales shipped to customers by location for the six months ended June 30, 2010 and 2009 were as follows (in millions, except percentages):

| Country | 2010 | | 2009 | |
|--------------------------------|-----------------|-------------|-----------------|-------------|
| | \$ | % | \$ | % |
| United States | 53.8 | 45.5% | 75.7 | 50.9% |
| Japan | 16.9 | 14.3% | 21.5 | 14.5% |
| Republic of Korea | 11.1 | 9.4% | 12.3 | 8.3% |
| Canada | 9.4 | 7.9% | 11.7 | 7.9% |
| Australia | 10.1 | 8.5% | 11.0 | 7.4% |
| South Africa | 6.1 | 5.2% | 5.6 | 3.8% |
| Taiwan | 3.6 | 3.0% | 3.4 | 2.3% |
| New Zealand | 1.8 | 1.5% | 2.2 | 1.5% |
| Germany | 1.2 | 1.0% | 1.7 | 1.2% |
| United Kingdom | 1.2 | 1.0% | 1.6 | 1.1% |
| Denmark | 0.3 | 0.3% | 1.0 | 0.7% |
| Singapore | 1.0 | 0.8% | 0.6 | 0.4% |
| Austria ⁽¹⁾ | 0.6 | 0.5% | — | — |
| Norway ⁽¹⁾ | 0.7 | 0.6% | — | — |
| The Netherlands ⁽¹⁾ | 0.3 | 0.3% | — | — |
| Sweden ⁽¹⁾ | 0.2 | 0.2% | — | — |
| Totals | \$ 118.3 | 100% | \$ 148.3 | 100% |

⁽¹⁾ Austria, Norway, the Netherlands, and Sweden began operations in September 2009.

Net Sales

For the three and six months ended June 30, 2010, our operations outside of the United States accounted for approximately 54.9% and 54.5%, respectively, of our consolidated net sales, whereas in the same period in 2009, our operations outside of the United States accounted for approximately 49.6% and 49.1%, respectively, of our consolidated net sales.

Consolidated net sales for the three months ended June 30, 2010 decreased by \$20.0 million, or 25.8%, to \$57.6 million as compared to the same period in 2009. This change in consolidated net sales was comprised of a decrease in domestic sales of \$13.2 million and a decrease in international sales of \$6.8 million.

Consolidated net sales for the six months ended June 30, 2010 decreased by \$30.0 million, or 20.3%, to \$118.3 million, as compared to the same period in 2009. This change in consolidated net sales was comprised of a decrease in domestic sales of \$21.9 million and a decrease of international sales of \$8.1 million.

The global financial crisis continues to be a major factor for the decline in both our domestic and international sales. Sales in certain international markets have also been adversely affected as a result of direct competition.

Fluctuation in foreign currency exchange rates had an overall favorable impact on our net sales of approximately \$2.1 million and \$6.0 million for the three and six months ended June 30, 2010, respectively. The net sales impact is calculated as the difference between (1) the current period's net sales in USD and (2) the current period's net sales in local currencies converted to USD by applying average exchange rates for the same periods ended June 30, 2009.

Net sales by country in local currency for the three and six months ended June 30, 2010 and 2009 are as follows (in millions, except percentages):

| Country | Currency | Three months | | | |
|--|----------|--------------|---------|----------------|------------|
| | | 2010 | 2009 | Change | |
| | | | | Local currency | Percentage |
| Australia and Singapore | AUD | 5.9 | 8.1 | (2.2) | (27.2)% |
| Austria, Germany, the Netherlands ⁽¹⁾ | EUR | 0.8 | 0.6 | 0.2 | 33.3% |
| Denmark | DKK | 0.9 | 2.8 | (1.9) | (67.9)% |
| Japan | JPY | 747.4 | 1,018.1 | (270.7) | (26.6)% |
| Republic of Korea | KRW | 6,619.9 | 8,802.0 | (2,182.1) | (24.8)% |
| New Zealand | NZD | 1.2 | 2.0 | (0.8) | (40.0)% |
| Norway ⁽¹⁾ | NOK | 2.0 | — | — | — |
| South Africa | ZAR | 21.8 | 27.7 | (5.9) | (21.3)% |
| Sweden ⁽¹⁾ | SEK | 0.8 | — | — | — |
| Taiwan | TWD | 45.2 | 59.3 | (14.1) | (23.8)% |
| United Kingdom | GBP | 0.4 | 0.6 | (0.2) | (33.3)% |

⁽¹⁾ Austria, the Netherlands, Norway, and Sweden began operations in September 2009.

| Country | Currency | Six months | | | |
|--|----------|------------|----------|----------------|------------|
| | | 2010 | 2009 | Change | |
| | | | | Local currency | Percentage |
| Australia and Singapore | AUD | 12.4 | 16.3 | (3.9) | (23.9)% |
| Austria, Germany, the Netherlands ⁽¹⁾ | EUR | 1.5 | 1.3 | 0.2 | 15.4% |
| Denmark | DKK | 1.7 | 5.2 | (3.5) | (67.3)% |
| Japan | JPY | 1,526.3 | 2,024.3 | (498.0) | (24.6)% |
| Republic of Korea | KRW | 12,816.4 | 16,472.6 | (3,656.2) | (22.2)% |
| New Zealand | NZD | 2.6 | 3.9 | (1.3) | (33.3)% |
| Norway ⁽¹⁾ | NOK | 3.7 | — | — | — |
| South Africa | ZAR | 45.4 | 50.5 | (5.1) | (10.1)% |
| Sweden ⁽¹⁾ | SEK | 1.4 | — | — | — |
| Taiwan | TWD | 114.3 | 113.0 | 1.3 | 1.2% |
| United Kingdom | GBP | 0.9 | 1.1 | (0.2) | (18.2)% |

⁽¹⁾ Austria, the Netherlands, Norway, and Sweden began operations in September 2009.

Our total sales and sales mix can be influenced by any of the following:

- changes in our sales prices;
- changes in consumer demand;
- changes in the number of independent associates and members;
- changes in competitors' products;
- changes in economic conditions;
- changes in regulations;
- announcements of new scientific studies and breakthroughs;
- introduction of new products;

- discontinuation of existing products;
- adverse publicity;
- changes in our commissions and incentives programs;
- direct competition; and
- fluctuations in foreign currency exchange rates.

Our sales mix for the three and six months ended June 30, was as follows (*in millions, except percentages*):

| | Three Months | | | | Six Months | | | |
|--------------------------|----------------|----------------|------------------|----------------|-----------------|-----------------|------------------|----------------|
| | 2010 | 2009 | Change | | 2010 | 2009 | Change | |
| | | | Dollar | Percentage | | | Dollar | Percentage |
| Product sales | \$ 46.9 | \$ 52.7 | \$ (5.8) | (11.0)% | \$ 95.4 | \$ 106.8 | \$ (11.4) | (10.7)% |
| Pack sales | 8.4 | 21.5 | (13.1) | (60.9)% | 18.1 | 34.7 | (16.6) | (47.8)% |
| Other, including freight | 2.3 | 3.4 | (1.1) | (32.4)% | 4.8 | 6.8 | (2.0) | (29.4)% |
| Total net sales | <u>\$ 57.6</u> | <u>\$ 77.6</u> | <u>\$ (20.0)</u> | <u>(25.8)%</u> | <u>\$ 118.3</u> | <u>\$ 148.3</u> | <u>\$ (30.0)</u> | <u>(20.3)%</u> |

For the three and six months ended June 30, 2010 compared to the same periods in 2009, the decrease in our pack sales was primarily a result of fewer new associates. Pack sales generally correlate to new independent associates who purchase starter packs and continuing independent associates who purchase upgrade or renewal packs. However, there is no direct correlation between product sales and the number of new and continuing independent associates and members because independent associates and members utilize products at different volumes.

Product Sales

In order to evaluate new product sales as compared to existing product sales, we calculate our product sales that are either (i) newly developed products, or (ii) existing products that are newly introduced to a country within the last twelve months as of quarter end. We then compare this total to our existing product line, or products that have been available in a country over twelve months. This analysis is a valuable tool to help determine the success of our new products, as well as the timely expansion of our existing products.

Product sales for the three months ended June 30, 2010 decreased \$5.8 million, or 11.0%, as compared to the same period in 2009. This change in product sales was comprised of a decrease of new product sales of \$1.4 million and a decrease of existing product sales of \$4.4 million.

Product sales for the six months ended June 30, 2010 decreased \$11.4 million, or 10.7%, as compared to the same period in 2009. This change in product sales was comprised of a decrease of new product sales of \$3.2 million and a decrease of existing product sales of \$8.2 million.

We implemented a 2-5% price increase in most countries in late January 2010. We believe the decrease in product sales for the second quarter ended June 30, 2010 as compared to the same period in 2009 was primarily due to the macro-economic factors negatively impacting our company.

We have introduced the following new products since June 30, 2009:

- Simply Delicious™ Snack Bars in the United States and Canada;
- Essential Source™ Omega 3 in the United States and all of our international markets;
- PhytoBurst® Nutritional Chews in the United States and South Africa;
- Health Solutions Starter packs in several international markets;
- GlycoSlim® drink mix in certain international markets;
- BounceBack® capsules in Japan;

- GI-Pro Balance™ powder in South Korea;
- Mannatech Optimal Skin Care System™ products in South Africa;
- Immunostart® tablets in the United Kingdom, Germany, Denmark, New Zealand, Australia, Austria, the Netherlands, Norway, Sweden;
- Various promotional packages in the United States and international markets; and
- Various Optimal Health, Weight and Fitness products in Austria, the Netherlands, Norway and Sweden;

Pack Sales

Packs may be purchased by our independent associates who wish to build a Mannatech business. These packs are offered to our independent associates at a discount from published retail prices. There are several pack options available to our independent associates. In certain markets, pack sales are concluded during the associate registration process and can provide new independent associates with valuable training and promotional materials, as well as products for resale to retail customers, demonstration purposes, and personal consumption. Business-building independent associates can also choose to purchase an upgrade pack, which provides the associate with additional promotional materials and eligibility for additional commissions and incentives. Many of our business-building independent associates also choose to purchase renewal packs to satisfy annual renewal requirements to continue to earn various commissions.

Pack sales associated with the number of independent associates and members can be further analyzed as follows, for the three and six months ended June 30 (*in millions, except percentages*):

| | Three Months | | | |
|--------------|---------------------|----------------|------------------|-------------------|
| | 2010 | 2009 | Change | |
| | | | Dollar | Percentage |
| New | \$ 5.9 | \$ 13.7 | \$ (7.8) | (56.9)% |
| Continuing | 2.5 | 7.8 | (5.3) | (67.9)% |
| Total | \$ 8.4 | \$ 21.5 | \$ (13.1) | (60.9)% |

| | Six Months | | | |
|--------------|-------------------|----------------|------------------|-------------------|
| | 2010 | 2009 | Change | |
| | | | Dollar | Percentage |
| New | \$ 12.1 | \$ 21.1 | \$ (9.0) | (42.7)% |
| Continuing | 6.0 | 13.6 | (7.6) | (55.9)% |
| Total | \$ 18.1 | \$ 34.7 | \$ (16.6) | (47.8)% |

Total pack sales for the three months ended June 30, 2010 decreased by \$13.1 million, or 60.9%, to \$8.4 million, as compared to the same period in 2009. This reduction in pack sales was comprised of a decrease of \$7.8 million related to fewer new independent associates purchasing starter packs, and a decrease of \$5.3 million related to a decline in the number of continuing associates purchasing renewal and upgrade packs.

Total pack sales for the six months ended June 30, 2010 decreased by \$16.6 million, or 47.8%, to \$18.1 million, as compared to the same period in 2009. This reduction in pack sales was comprised of a decrease of \$9.0 million related to fewer new independent associates purchasing starter packs, and a decrease of \$7.6 million related to a decline in the number of continuing associates purchasing renewal and upgrade packs.

The number of new and continuing independent associates and members who purchased our packs or products during the twelve months ended June 30, 2010 and 2009 were as follows:

| | 2010 | | 2009 | |
|--------------|----------------|--------------|----------------|--------------|
| New | 108,000 | 24.0 % | 144,000 | 27.0 % |
| Continuing | 342,000 | 76.0 % | 388,000 | 73.0 % |
| Total | 450,000 | 100 % | 532,000 | 100 % |

There was an overall decrease of 82,000 associates and members in the net trailing 12-months as compared to the twelve months ended June 30, 2009. We are experiencing increased competition in certain international markets where competitors have launched operations, and in some cases have made attempts to attract some of our independent associate field leaders. We will continue to address new independent associate recruiting and associate retainment through additional incentives, new promotional support materials, and cause-related charitable activities.

During 2009 and 2010, we took the following actions to help increase the number of, and retain our existing, independent associates and members:

- registered our most popular products with the appropriate regulatory agencies in all countries of operations;
- focused on new product development;
- explored new international markets;
- launched an aggressive marketing and educational campaign;
- strengthened compliance initiatives;
- concentrated on publishing results of research studies and clinical trials related to our products;
- initiated additional incentives;
- explored new advertising and educational tools to broaden name recognition;
- implemented changes to our global associate career and compensation plan;
- introduced new products in many of our global markets;
- introduced the \$499 Premium-All-Star pack into United States, Canada, and South Africa in January 2009;
- introduced similar All-Star Packs into all other markets in January 2010; and
- expanded into four new international markets in early fall of 2009.

Other Sales

Other sales consisted of (i) sales of promotional materials; (ii) training and event registration fees; (iii) monthly fees collected for the SuccessTracker tool, a customized electronic business-building and educational materials database for our independent associates that helps stimulate product sales and provide business management; (iv) freight revenue charged to our independent associates and members; and (v) a reserve for estimated sales refunds and returns.

Other sales for the three months ended June 30, 2010 decreased by \$1.1 million to \$2.3 million as compared to \$3.4 million for the same period in 2009. Other sales for the six months ended June 30, 2010 decreased by \$2.0 million to \$4.8 million as compared to \$6.8 million for the same period in 2009. The decrease in both periods was primarily due to a decrease in freight fees for product and pack shipments.

Gross Profit

Gross profit for the three months ended June 30, 2010 increased by \$6.1 million, or 32.1%, to \$25.0 million as compared to \$18.9 million for the same period in 2009. Gross profit as a percentage of net sales increased to 43.4% as compared to 24.4% for the same period in 2009.

Gross profit for the six months ended June 30, 2010 increased by \$5.9 million, or 13.3%, to \$50.0 million as compared to \$44.1 million for the same period in 2009. Gross profit as a percentage of net sales increased to 42.3% as compared to 29.8% for the same period in 2009.

The increase in gross profit for the three and six months ended June 30, 2010 compared to the same periods in 2009 was primarily due to the modification of our bonus structure associated with the \$499 Premium-All Star pack. This alteration in the bonus structure allowed commission and incentive rates to return to more historical levels.

Cost of sales during the three months ended June 30, 2010 decreased by \$4.2 million, or 34.2%, to \$8.1 million as compared to \$12.3 million for the same period in 2009. Cost of sales as a percentage of net sales for the three months ended June 30, 2010 decreased to 14.0% as compared to 15.8% for the same period in 2009.

Cost of sales during the six months ended June 30, 2010 decreased \$7.3 million, or 30.4%, to \$16.7 million as compared to \$24.0 million for the same period in 2009. Cost of sales as a percentage of net sales for the six months ended June 30, 2010 decreased to 14.1 % as compared to 16.2% for the same period in 2009.

The decrease in cost of sales for the three and six months ended June 30, 2010 compared to the same periods in 2009 was primarily due to a decrease in the cost of associate sign up and upgrade packs. It was also a result of a decrease in the cost of finished products sold to associates. The decrease in cost of sales as a percentage of net sales for the three and six months ended June 30, 2010 was a result of the modification of pack components in certain international markets.

Commission costs for the three months ended June 30, 2010 decreased by 43.9%, or \$18.4 million, to \$23.6 million as compared to \$42.0 million for the same period in 2009. Commissions as a percentage of net sales for the three months ended June 30, 2010 decreased to 41.0% from 54.1% for the same period in 2009.

Commission costs for the six months ended June 30, 2010 decreased by 33.2%, or \$24.4 million, to \$49.0 million as compared to \$73.4 million for the same period in 2009. Commissions as a percentage of net sales for the six months ended June 30, 2010 decreased to 41.4% from 49.5% for the same period in 2009.

Incentive costs for the three months ended June 30, 2010 decreased by 79.5%, or \$3.5 million, to \$0.9 million as compared to \$4.4 million for the same period in 2009. The costs of incentives as a percentage of net sales for the three months ended June 30, 2010 decreased to 1.6% from 5.7% for the same period in 2009.

Incentive costs for the six months ended June 30, 2010 decreased by 62.7%, or \$4.2 million, to \$2.5 million as compared to \$6.7 million for the same period in 2009. The costs of incentives as a percentage of net sales for the six months ended June 30, 2010 decreased to 2.1% from 4.5 % for the same period in 2009.

The decrease in commission and incentive costs for the three and six months ended June 30, 2010 compared to the same periods in 2009 was due to the modification of our bonus structure and commission rates associated with the \$499 Premium-All Star pack, as well as a decrease in the number of new and continuing independent associates and members who purchased our packs or products. As a result, there was a decrease in the number of independent associates who qualified for the annual incentives to 750 as compared to 2,243 in 2009. The alteration in the bonus structure allowed commission and incentive rates to return to more historical levels.

Selling and Administrative Expenses

Selling and administrative expenses include a combination of both fixed and variable expenses. These expenses consist of compensation and benefits for employees, temporary and contract labor, outbound shipping and freight expenses, and marketing-related expenses, such as monthly magazine development costs and costs related to hosting our corporate-sponsored events.

Selling and administrative expenses for the three months ended June 30, 2010 decreased by \$2.1 million, or 12.3%, to \$15.3 million as compared to \$17.4 million for the same period in 2009. The decrease in selling and administrative expenses consisted primarily of a \$1.1 million decrease in contract labor, payroll and payroll-related costs, a \$0.5 million decrease in marketing costs, and a \$0.5 million decrease in freight costs. As a percentage of net sales, selling and administrative expenses increased to 26.6% from 22.5% for the same period in 2009.

Selling and administrative expenses for the six months ended June 30, 2010 decreased by \$3.9 million, or 10.9%, to \$31.8 million as compared to \$35.6 million for the same period in 2009. The decrease in selling and administrative expenses consisted primarily of a \$1.9 million decrease in contract labor, payroll and payroll-related costs, a \$1.0 million decrease in marketing costs and costs related to corporate-sponsored events, and a \$0.9 million decrease in freight costs. As a percentage of net sales, selling and administrative expenses increased to 26.9% from 24.0% for the same period in 2009.

Depreciation and Amortization Expense

Depreciation and amortization expense for the three months ended June 30, 2010 decreased by 4.0%, or \$0.1 million, to \$3.0 million as compared to the same period in 2009. As a percentage of net sales, depreciation and amortization expense increased to 5.2% from 4.0% for the same period in 2009.

Depreciation and amortization expense for the six months ended June 30, 2010 decreased by 5.6%, or \$0.4 million, to \$5.9 million as compared to the same period in 2009. As a percentage of net sales, depreciation and amortization expense increased slightly to 5.0% from 4.2% for the same period in 2009.

Other Operating Costs

Other operating costs generally include travel, accounting/legal/consulting fees, royalties, credit card processing fees, banking fees, off-site storage fees, utilities, and other miscellaneous operating expenses. Generally, changes in other operating costs are associated with changes in our net sales.

Other operating costs for the three months ended June 30, 2010 decreased by \$0.6 million, or 6.3%, to \$8.8 million as compared to \$9.4 million for the same period in 2009. This decrease was due to a \$0.2 million reduction in accounting and consulting fees, a decrease of \$0.2 million in credit card fees, and a \$0.2 million decrease in other miscellaneous operating costs, such as license fees, mailing services, office supplies, telephone, insurance, and lease/rental costs. As a percentage of net sales, other operating costs increased to 15.3% from 12.1% for the same period in 2009.

Other operating costs for the six months ended June 30, 2010 decreased by \$1.6 million, or 8.5%, to \$17.4 million as compared to \$19.0 million for the same period in 2009. This decrease was due to a \$0.1 million decrease in research and development costs, a \$0.8 million decrease in accounting and consulting fees, a \$0.4 million decrease in credit card fees, a \$0.4 million decrease in travel expenses, a \$0.7 million decrease in miscellaneous operating costs, partially offset by a \$0.8 million increase in legal fees. As a percentage of net sales, other operating costs increased to 14.7% from 12.8% for the same period in 2009.

Other Income (Expense), Net

Other income (expense), net primarily consists of foreign currency gains and losses related to translating our foreign subsidiaries' assets, liabilities, revenues, and expenses to the United States dollar and revaluing monetary accounts in United States, Switzerland, Japan, and the Republic of Korea, using current and weighted-average currency exchange rates. Net foreign currency transaction gains and losses are the result of the United States dollar fluctuating in value against foreign currencies.

Other expense, net for the three months ended June 30, 2010 was \$0.7 million, as compared to other income, net of \$1.4 million for the same period in 2009.

Other expense, net for the six months ended June 30, 2010 was \$0.6 million, as compared to less than \$0.1 million for the same period in 2009.

(Provision) Benefit for Income Taxes

(Provision) benefit for income taxes includes current and deferred income taxes for both our domestic and foreign operations. Our statutory income tax rates by jurisdiction are as follows, for the three and six months ended June 30:

| Country | 2010 | 2009 |
|-------------------|-------|-------|
| Australia | 30.0% | 30.0% |
| Canada | 33.0% | 33.0% |
| Denmark | 25.0% | 25.0% |
| Japan | 42.0% | 42.0% |
| Norway | 28.0% | 28.0% |
| Republic of Korea | 22.0% | 24.2% |
| Singapore | 17.0% | 17.0% |
| South Africa | 28.0% | 28.0% |
| Sweden | 26.3% | 26.3% |
| Switzerland | 16.2% | 16.2% |
| Taiwan | 17.0% | 25.0% |
| United Kingdom | 28.0% | 28.0% |
| United States | 37.5% | 37.5% |

Income from our international operations is subject to taxation in the countries in which we operate. Although we may receive foreign income tax credits that would reduce the total amount of income taxes owed in the United States, we may not be able to fully utilize our foreign income tax credits in the United States.

We use the recognition and measurement provisions of FASB ASC Topic 740, Income Taxes, to account for income taxes. The provisions of the Income Tax Topic require a company to record a valuation allowance when the “*more likely than not*” criterion for realizing net deferred tax assets cannot be met. Furthermore, the weight given to the potential effect of such evidence should be commensurate with the extent to which it can be objectively verified. As a result, we reviewed the operating results, as well as all of the positive and negative evidence related to realization of such deferred tax assets to evaluate the need for a valuation allowance in each tax jurisdiction. As of June 30, 2010 and December 31, 2009, we maintained our valuation allowance for deferred tax assets totaling \$2.4 million and \$2.3 million, respectively, as we believe the “*more likely than not*” criterion for recognition and realization purposes, as defined in FASB ASC Topic 740, cannot be met.

| Country | June 30, 2010 | December 31, 2009 |
|---------------|------------------|----------------------|
| Switzerland | \$ 0.5 | \$ 0.3 |
| Taiwan | 0.7 | 0.9 |
| United States | 1.2 | 1.1 |
| Total | \$ 2.4 | \$ 2.3 |

The dollar amount of the provisions for income taxes is directly related to our profitability and changes in taxable income among countries. For the three months ended June 30, 2010, our effective income tax rate decreased to (34.6%) from 42.4% for the same period in 2009. For the six months ended June 30, 2010, our effective income tax rate decreased to (17.5%) from 38.0% for the same period in 2009. For the three and six months ended June 30, 2010 and 2009, the Company’s effective income tax rate was determined based on the estimated annual effective income tax rate.

The effective tax rate for the three and six months ended June 30, 2010 was lower than what would have been expected if the federal statutory rate were applied to income before taxes. Items reducing the effective income tax rate included reductions due to changes to management’s estimates for 2010 annual operating results, including the mix of income between tax jurisdictions, the change in the valuation allowances associated with certain deferred tax assets, and the change in reserves related to uncertain income tax positions.

LIQUIDITY AND CAPITAL RESOURCES

Our principal use of cash is to pay for operating expenses, including commissions and incentives, capital assets, inventory purchases, international expansion, and to pay quarterly cash dividends. In August 2009, the quarterly cash dividend was suspended and remained suspended as of June 30, 2010. At June 30, 2010, we had \$20.6 million in cash and cash equivalents that can be used, along with normal cash flows from operations, to fund any unanticipated shortfalls in future cash flows. Although our cash has been impacted by net losses for most of 2009 and the first half of 2010, we saw our costs, particularly commissions and incentives, return to more historical levels. Although we are contemplating alternative liquidity sources, remaining at these historical cost levels will be a key factor in our ability to generate sufficient cash from operations. In addition, in April 2010, we received a federal income tax refund of \$8.1 million.

Cash and Cash Equivalents and Investments

As of June 30, 2010, our cash and cash equivalents increased by 18.4%, or \$3.2 million, to \$20.6 million from \$17.4 million as of December 31, 2009. The increase in cash and cash equivalents is related to the federal income tax refund of \$8.1 million we received in April 2010 which is offset by the current period loss, adjusted for noncash items, purchases of property and equipment, and decreases of payables due to the timing of payments.

Working Capital

Working capital represents total current assets less total current liabilities. At June 30, 2010, our working capital remained relatively flat with a decrease of \$0.1 million, or 0.6%, to \$21.7 million from \$21.8 million at December 31, 2009. The change in working capital primarily relates to an increase in cash and cash equivalents, a decrease in short-term tax accounts, a decrease in inventories, partially offset by a decrease in operating liabilities.

Net Cash Flows

Our net consolidated cash flows consisted of the following, for the six months ended June 30 (*in millions*):

| Provided by (used in): | 2010 | 2009 |
|-------------------------------|-------------|-------------|
| Operating activities | \$ 3.3 | \$ (4.8) |
| Investing activities | \$ 0.3 | \$ (1.6) |
| Financing activities | \$ (0.6) | \$ (1.1) |

Operating Activities

For the six months ended June 30, 2010, our operating activities provided cash of \$3.3 million compared to using cash of \$4.8 million for the same period in 2009. This increase in cash is due to the \$8.1 million federal income tax refund received in April 2010, as well as the significant decrease in operating costs that we achieved through establishing a culture of expense control and accountability.

We expect that our net operating cash flows in 2010 will be sufficient to fund our current operations. There can be no assurance, however, that we will continue to generate cash flows at or above current levels. Certain events, such as the uncertainty of the worldwide economic environment, could impact our available cash or our ability to generate cash flows from operations.

Investing Activities

For the six months ended June 30, 2010, our net investing activities provided cash of \$0.3 million compared to using cash of \$1.6 million for the same period of 2009. For the first half of 2010, we used cash of \$1.0 million to purchase capital assets as compared to purchasing \$1.9 million in capital assets for the same period in 2009. In 2010, we had a decrease in restricted cash of \$1.3 million as compared to a decrease of \$0.3 million for the same period in 2009.

Financing Activities

For the six months ended June 30, 2010, we used cash of \$0.6 million for repayment of capital lease obligations as compared to \$1.1 million to fund the payment of cash dividends to our shareholders for the same period in 2009. In August 2009, the quarterly cash dividend was suspended.

Our quarterly cash dividends were \$0.02 per share for the first and second quarters of 2009. In 2009, we declared and paid the following dividends:

| <u>Declared date</u> | <u>Date of record</u> | <u>Date paid</u> | <u>Total amount of dividends</u> | <u>Dollar amount paid per common share</u> |
|----------------------|-----------------------|------------------|----------------------------------|--|
| May 20, 2009 | June 3, 2009 | June 29, 2009 | \$ 0.5 million | \$ 0.02 |
| February 18, 2009 | March 9, 2009 | March 26, 2009 | \$ 0.5 million | \$ 0.02 |

See “Risk Factors—We are not required to pay dividends, and our Board of Directors could decide not to declare a dividend or could reduce the amount of the dividend at any time” in item 1A of our annual report on Form 10-K for the year ended December 31, 2009, for further discussion related to future payment of dividends.

General Liquidity and Cash Flows

We believe our existing liquidity and cash flows from operations are adequate to fund our normal expected future business operations and possible international expansion costs for the next 12 to 24 months. However, if our existing capital resources or cash flows become insufficient to meet current business plans, projections, and existing capital requirements, we may be required to raise additional funds, which may not be available on favorable terms, if at all.

Contractual Obligations. The following summarizes our future commitments and obligations associated with various agreements and contracts as of June 30, 2010, for the years ending December 31 (*in thousands*):

| | <u>Remaining 2010</u> | <u>2011</u> | <u>2012</u> | <u>2013</u> | <u>2014</u> | <u>2015</u> | <u>Thereafter</u> | <u>Total</u> |
|--|-----------------------|-----------------|-----------------|-----------------|-----------------|-----------------|-------------------|------------------|
| Capital lease obligations | \$ 687 | \$ 852 | \$ 410 | \$ 43 | \$ 14 | \$ 1 | \$ — | \$ 2,007 |
| Purchase obligations ⁽¹⁾ | 9,802 | 4,956 | 2,535 | 1,050 | 1,050 | 1,050 | — | 20,443 |
| Operating leases | 1,596 | 2,012 | 1,880 | 1,477 | 887 | 813 | 955 | 9,620 |
| Post-employment royalty | 277 | 492 | 492 | 492 | 369 | — | — | 2,122 |
| Employment agreements | 1,101 | 456 | — | — | — | — | — | 1,557 |
| Texas Attorney General Settlement | 1,000 | — | — | — | — | — | — | 1,000 |
| Total commitments and obligations | \$ 14,463 | \$ 8,768 | \$ 5,317 | \$ 3,062 | \$ 2,320 | \$ 1,864 | \$ 955 | \$ 36,749 |

⁽¹⁾ Purchase obligations for the years 2010, 2011, and 2012 include \$4.7 million, \$2.1 million, and \$1.5 million, respectively, of purchase commitments under a contract terminated by the Company for an asserted breach. Pursuant to the terms of the contract, we are engaged in the arbitration process with the supplier.

We have maintained purchase commitments with certain raw material suppliers to purchase minimum quantities and to ensure exclusivity of our raw materials and the proprietary nature of our products. Currently, we have four supply agreements that require minimum purchase commitments. We terminated one of these contracts for an asserted breach in 2009 and are now engaged in the arbitration process with the supplier. We also maintain other supply agreements and manufacturing agreements to protect our products, regulate product costs, and help ensure quality control standards. These agreements do not require us to purchase any set minimums. We have no present commitments or agreements with respect to acquisitions or purchases of any manufacturing facilities; however, management from time to time explores the possibility of the benefits of purchasing a raw material manufacturing facility to help control costs of our raw materials and help ensure quality control standards.

Off-Balance Sheet Arrangements

We do not have any special-purpose entity arrangements, nor do we have any off-balance sheet arrangements.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Our consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”). The application of GAAP requires us to make estimates and assumptions that affect the reported values of assets and liabilities at the date of our financial statements, the reported amounts of revenues and expenses during the reporting period, and the related disclosures of contingent assets and liabilities. We use estimates throughout our financial statements, which are influenced by management’s judgment and uncertainties. Our estimates are based on historical trends, industry standards, and various other assumptions that we believe are applicable and reasonable under the circumstances at the time the consolidated financial statements are prepared. Our Audit Committee reviews our critical accounting policies and estimates. We continually evaluate and review our policies related to the portrayal of our consolidated financial position and consolidated results of operations that require the application of significant judgment by our management. We also analyze the need for certain estimates, including the need for such items as allowance for doubtful accounts, inventory reserves, long-lived fixed assets and capitalization of internal-use software development costs, reserve for uncertain income tax positions and tax valuation allowances, revenue recognition, sales returns, and deferred revenues, accounting for stock-based compensation, and contingencies and litigation. Historically, actual results have not materially deviated from our estimates. However, we caution readers that actual results could differ from our estimates and assumptions applied in the preparation of our consolidated financial statements. If circumstances change relating to the various assumptions or conditions used in our estimates, we could experience an adverse effect on our financial position, results of operations, and cash flows. We have identified the following applicable critical accounting policies and estimates as of June 30, 2010:

Allowance for Doubtful Accounts

Accounts receivable is carried at estimated collectible amounts and primarily consists of receivables from independent associates and members. As of June 30, 2010, net accounts receivable totaled \$0.1 million. We simultaneously receive payment for an order when the order ships. If the payment is rejected or if it does not match the order total, a receivable is created. We periodically review receivables for realizability and base collectability upon assumptions, historical trends, and recent account activities. If our estimates regarding estimated collectability are inaccurate or consumer trends change in an unforeseen manner, we may be exposed to additional write-offs or bad debts. As of June 30, 2010, we had an allowance for doubtful accounts of less than \$0.1 million.

Inventory Reserves

Inventory consists of raw materials, finished goods, and promotional materials that are stated at the lower of cost (using standard costs that approximate average costs) or market. We record the amounts charged by vendors as the costs of inventory. Typically, the net realizable value of our inventory is higher than the aggregate cost. Determination of net realizable value can be complex and, therefore, requires a high degree of judgment. In order for management to make the appropriate determination of net realizable value, the following items are considered: inventory turnover statistics, current selling prices, seasonality factors, consumer demand, regulatory changes, competitive pricing, and performance of similar products. If we determine the carrying value of inventory is in excess of estimated net realizable value, we write down the value of inventory to the estimated net realizable value.

We also review inventory for obsolescence in a similar manner and any inventory identified as obsolete is reserved or written off. Our determination of obsolescence is based on assumptions about the demand for our products, product expiration dates, estimated future sales, and general future plans. We monitor actual sales compared to original projections, and if actual sales are less favorable than those originally projected by us, we record an additional inventory reserve or write-down. Historically, our estimates have been close to our actual reported amounts. However, if our estimates regarding fair market value or obsolescence are inaccurate or consumer demand for our products changes in an unforeseen manner, we may be exposed to additional material losses or gains in excess of our established estimated inventory reserves.

Long Lived Fixed Assets and Capitalization of Software Development Costs

In addition to capitalizing long lived fixed asset costs, we also capitalize costs associated with internally-developed software projects (collectively “fixed assets”) and amortize such costs over the estimated useful lives of such fixed assets. Fixed assets are carried at cost, less accumulated depreciation computed using the straight-line method over the assets’ estimated useful lives. Leasehold improvements are amortized over the shorter of the remaining lease terms or

the estimated useful lives of the improvements. Expenditures for maintenance and repairs are charged to operations as incurred. If a fixed asset is sold or otherwise retired or disposed of, the cost of the fixed asset and the related accumulated depreciation or amortization is written off and any resulting gain or loss is recorded in other operating costs in our consolidated statement of operations.

We review our fixed assets for impairment whenever an event or change in circumstances indicates the carrying amount of an asset or group of assets may not be recoverable, such as plans to dispose of an asset before the end of its previously estimated useful life. Our impairment review includes a comparison of future projected cash flows generated by the asset, or group of assets, with its associated net carrying value. If the net carrying value of the asset or group of assets exceeds expected cash flows (undiscounted and without interest charges), an impairment loss is recognized to the extent the carrying amount exceeds the fair value. The fair value is determined by calculating the discounted expected future cash flows using an estimated risk-free rate of interest. Any identified impairment losses are recorded in the period in which the impairment occurs. The carrying value of the fixed asset is adjusted to the new carrying value and any subsequent increases in fair value of the fixed asset are not recorded. In addition, if we determine the estimated remaining useful life of the asset should be reduced from our original estimate, at that time the periodic depreciation expense is adjusted prospectively, based on the new remaining useful life of the fixed asset.

The impairment calculation requires us to apply judgment and estimates concerning future cash flows, strategic plans, useful lives, and discount rates. If actual results are not consistent with our estimates and assumptions, we may be exposed to an additional impairment charge, which could be material to our results of operations. In addition, if accounting standards change, or if fixed assets become obsolete, we may be required to write off any unamortized costs of fixed assets; or if estimated useful lives change, we would be required to accelerate depreciation or amortization periods and recognize additional depreciation expense in our consolidated statement of operations.

Historically, our estimates and assumptions related to the carrying value and the estimated useful lives of our fixed assets have not materially deviated from actual results. As of June 30, 2010, the estimated useful lives and net carrying values of fixed assets were as follows:

| | Estimated useful life | Net carrying value at June 30, 2010 |
|--|------------------------------|--|
| Office furniture and equipment | 5 to 7 years | \$ 2.1 million |
| Computer hardware | 3 to 5 years | 4.4 million |
| Computer software | 3 to 5 years | 12.5 million |
| Automobiles | 3 to 5 years | 0.1 million |
| Leasehold improvements | 2 to 10 years ⁽¹⁾ | 3.2 million |
| Construction in progress | 2 to 10 years ⁽²⁾ | 0.3 million |
| Total net carrying value at June 30, 2010 | | \$ 22.6 million |

⁽¹⁾ We amortize leasehold improvements over the shorter of the useful estimated life of the leased asset or the lease term.

⁽²⁾ Construction in progress includes leasehold improvements and internally-developed software costs. Once placed in service, leasehold improvements will be amortized over the shorter of an asset's useful life or the remaining lease term. Once the internally-developed software is placed in service, it will be amortized over three to five years.

The net carrying costs of fixed assets and construction in progress are exposed to impairment losses if our assumptions and estimates of their carrying values change, there is a change in estimated future cash flow, or there is a change in the estimated useful life of the fixed asset. We determined that no impairment indicators existed for the six months ended June 30, 2010.

Uncertain Income Tax Positions and Tax Valuation Allowances

As of June 30, 2010, we recorded \$2.0 million in other long-term liabilities on our consolidated balance sheet related to uncertain income tax positions. As required by FASB ASC Topic 740, Income Taxes, we use judgments and make estimates and assumptions related to evaluating the probability of uncertain income tax positions. We base our estimates and assumptions on the potential liability related to an assessment of whether the income tax position will "more likely than not" be sustained in an income tax audit. We are also subject to periodic audits from multiple domestic and foreign tax authorities related to income tax and other forms of taxation. These audits examine our tax positions, timing of income and deductions, and allocation procedures across multiple jurisdictions. As part of our evaluation of these tax

issues, we establish reserves in our consolidated financial statements based on our estimate of current probable tax exposures. Depending on the nature of the tax issue, we could be subject to audit over several years. Therefore, our estimated reserve balances and liability related to uncertain income tax positions may exist for multiple years before the applicable statute of limitations expires or before an issue is resolved by the taxing authority. We believe our tax liabilities related to uncertain tax positions are based upon reasonable judgment and estimates; however, if actual results materially differ, our effective income tax rate and cash flows could be affected in the period of discovery or resolution.

We also review the estimates and assumptions used in evaluating the probability of realizing the future benefits of our deferred tax assets and record a valuation allowance when we believe that a portion or all of the deferred tax assets may not be realized. If we are unable to realize the expected future benefits of our deferred tax assets, we are required to provide a valuation allowance. We use our past history and experience, overall profitability, future management plans, and current economic information to evaluate the amount of valuation allowance to record. As of June 30, 2010, we maintained a valuation allowance for deferred tax assets arising from our operations in various jurisdictions because they did not meet the “*more likely than not*” criteria as defined by the recognition and measurement provisions of FASB ASC Topic 740, Income Taxes. In addition, as of June 30, 2010, we had deferred tax assets, after valuation allowance, totaling \$6.5 million, which may not be realized if our assumptions and estimates change, which would affect our effective income tax rate and cash flows in the period of discovery or resolution.

Revenue Recognition and Deferred Revenue

We derive revenues from sales of our products, sales of our starter and renewal packs, shipping fees, and corporate-sponsored events. Substantially all of our product and pack sales are made to independent associates at published wholesale prices. We also sell products to independent members at discounted published retail prices. We record revenue net of any transaction taxes. We recognize revenue from shipped packs and products upon receipt by the customer. We recognize revenue related to future corporate-sponsored events when the event is held. Our deferred revenue primarily consists of (i) revenue received from sales of packs and products shipped but not received by the customers at period end; and (ii) revenue received from prepaid registration fees from customers planning to attend a future corporate-sponsored event. At June 30, 2010, total deferred revenue was \$2.4 million. Significant changes in our shipping methods could result in additional revenue deferrals.

Product Return Policy

We stand behind our packs and products and believe we offer a reasonable and industry-standard product return policy to all of our customers. We do not resell returned product. Refunds are not processed until proper approval is obtained. All refunds must be processed and returned in the same form of payment that was originally used in the sale. Each country in which we operate has specific product return guidelines. However, we generally allow our independent associates and members to exchange products as long as the products are unopened and in good condition. In addition, in August 2007, we changed our sales return policy from 90% to a 100% satisfaction guarantee policy. Our return policies for our retail customers and our independent associates and members are as follows:

- ***Retail Customer Product Return Policy.*** This policy allows a retail customer to return any of our products to the original independent associate who sold the product and receive a full cash refund by the independent associate for the first 180 days following the product’s purchase if located in the United States, Canada, and South Africa, and for the first 90 days following the product’s purchase for the remaining countries. The independent associate may then return or exchange the product based on the independent associate product return policy.
- ***Independent Associate and Member Product Return Policy.*** This policy allows the independent associate or member to return an order within one year of the purchase date upon terminating their account. If an independent associate or member returns a product unopened and in good condition, he/she may receive a full refund minus a 10% restocking fee. We may also allow the independent associate or member to receive a full Satisfaction Guarantee refund if they have tried the product and are not satisfied for any reason, excluding promotional materials. This Satisfaction Guarantee refund applies in the United States, Canada, and South Africa only for the first 180 days following the product’s purchase, and applies to the remaining countries for the first 90 days following the product’s purchase; however, any commissions earned by an independent associate will be deducted from the refund. If we discover abuse of the refund policy, we may terminate the independent associate’s or member’s account.

Historically, sales returns estimates have not materially deviated from actual sales returns. Based upon our return policies, we estimate a sales return reserve for expected sales refunds based on our historical experience over a rolling six-month period. If actual results differ from our estimated sales returns reserves due to various factors, the amount of revenue recorded each period could be materially affected. Historically, our sales returns have not materially changed through the years, as the majority of our customers who return their merchandise do so within the first 90 days after the original sale. Sales returns have averaged 1.5% or less of our gross sales.

Accounting for Stock-Based Compensation

We grant stock options to our employees and board members. At the date of grant, we determine the fair value of a stock option award and recognize compensation expense over the requisite service period, which is generally two to four years – the vesting period of such stock option award. The fair value of the stock option award is calculated using the Black-Scholes option-pricing model, (“calculated fair value”). The Black-Scholes option-pricing model requires us to apply judgment and use highly subjective assumptions, including expected stock option life, expected volatility, expected average risk-free interest rates, and expected forfeiture rates. For the six months ended June 30, 2010, our assumptions and estimates used for the calculated fair value of stock options granted in 2010 were as follows:

| | February 2010 grant | May 2010 grant | June 2010 grant #1 | June 2010 grant #2 |
|--|---------------------------|----------------------|--------------------------|--------------------------|
| Estimated fair value per share of options granted: | \$ 2.03 | \$ 1.86 | \$ 1.23 | \$ 1.18 |
| Assumptions: | | | | |
| Annualized dividend yield | 0.00% | 0.00% | 0.00% | 0.00% |
| Risk-free rate of return | 2.16% | 2.07% | 1.91% | 1.91% |
| Common stock price volatility | 71.1% | 70.8% | 71.5% | 71.5% |
| Expected average life of stock options (in years) | 4.5 | 4.5 | 4.5 | 4.5 |

The assumptions we use are based on our best estimates and involve inherent uncertainties based on market conditions that are outside of our control. Therefore, the stock-based compensation expense reported in our consolidated financial statements may not be representative of the actual economic cost of stock-based compensation. For example, if actual employee forfeitures significantly differ from our estimated forfeitures, we may be required to make an adjustment to our consolidated financial statements in future periods. As of June 30, 2010, using our current assumptions and estimates, we anticipate recognizing \$0.8 million in gross compensation expense through 2013 related to unvested stock options outstanding.

If we grant additional stock options in the future, we would be required to recognize additional compensation expense over the vesting period of such stock options in our consolidated statement of operations. Gross compensation expense would equal the calculated fair value of such stock options, which is dependent on the assumptions used to calculate such fair value, but generally ranges between 34% to 69% of the exercise price multiplied by the number of stock options awarded. As of June 30, 2010, we had 132,433 shares available for grant in the future.

Contingencies and Litigation

Each quarter, we evaluate the need to establish a reserve for any legal claims or assessments. We base our evaluation on our best estimates of the potential liability in such matters. The legal reserve includes an estimated amount for any damages and the probability of losing any threatened legal claims or assessments. The legal reserve is developed in consultation with our general and outside counsel and is based upon a combination of litigation and settlement strategies. Although we believe that our legal reserves and accruals are based on reasonable judgments and estimates, actual results could differ, which may expose us to material gains or losses in future periods. If actual results differ, if circumstances change, or if we experience an unanticipated adverse outcome of any legal action, including any claim or assessment, we would be required to recognize the estimated amount which could reduce net income, earnings per share, and cash flows.

RECENT ACCOUNTING PRONOUNCEMENTS

See “Recent Accounting Pronouncements” in Note 7 of the Notes to our Consolidated Financial Statements, which is incorporated herein by reference.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

We do not engage in trading market risk sensitive instruments and do not purchase investments as hedges or for purposes “other than trading” that are likely to expose us to certain types of market risk, including interest rate, commodity price, or equity price risk. Although we have investments, we believe there has been no material change in our exposure to interest rate risk. We have not issued any debt instruments, entered into any forward or futures contracts, purchased any options, or entered into any swap agreements.

We are exposed, however, to other market risks, including changes in currency exchange rates as measured against the United States dollar. Because the change in value of the United States dollar measured against foreign currency may affect our consolidated financial results, changes in foreign currency exchange rates could positively or negatively affect our results as expressed in United States dollars. For example, when the United States dollar strengthens against foreign currencies in which our products are sold or weakens against foreign currencies in which we may incur costs, our consolidated net sales or related costs and expenses could be adversely affected.

We believe inflation has not had a material impact on our consolidated operations or profitability. We expanded into Canada in 1996, into Australia in 1998, into the United Kingdom in 1999, into Japan in 2000, into New Zealand in 2002, into the Republic of Korea in 2004, into Taiwan and Denmark in 2005, into Germany in 2006, into South Africa and Singapore in 2008, and into Austria, the Netherlands, Norway, and Sweden in September 2009. Our United States location processes orders for the United States, Canada, and South Africa. The Australian location processes orders for Australia, New Zealand, and Singapore. The United Kingdom location processes orders for the United Kingdom, Denmark, Germany, Austria, the Netherlands, Norway, and Sweden. The Japan, Republic of Korea, and Taiwan locations process orders for their local markets only. We translate our revenues and expenses in foreign markets using an average rate.

We maintain policies, procedures, and internal processes in an effort to help monitor any significant market risks and we do not use any financial instruments to manage our exposure to such risks. We assess the anticipated foreign currency working capital requirements of our foreign operations and maintain a portion of our cash and cash equivalents denominated in foreign currencies sufficient to satisfy most of these anticipated requirements.

We caution that we cannot predict with any certainty our future exposure to such currency exchange rate fluctuations or the impact, if any, such fluctuations may have on our future business, product pricing, operating expenses, and on our consolidated financial position, results of operations, or cash flows. However, to combat such market risk, we closely monitor our exposure to currency fluctuations. The foreign currencies in which we currently have exposure to foreign currency exchange rate risk include the currencies of Canada, Australia, the United Kingdom, Japan, New Zealand, the Republic of Korea, Taiwan, Denmark, Germany, South Africa, Singapore, Austria, the Netherlands, Norway, and Sweden. The current (spot) rate, average currency exchange rates, and the low and high of such currency exchange rates as compared to the United States dollar, for each of these countries as of and for the six months ended June 30, 2010 were as follows:

| Country (foreign currency name) | Low | High | Average | Spot |
|--|---------|---------|---------|---------|
| Australia (Dollar) | 0.81520 | 0.93410 | 0.89417 | 0.85670 |
| Austria, Germany, the Netherlands (Euro) | 1.19440 | 1.45130 | 1.33052 | 1.22080 |
| Canada (Dollar) | 0.92880 | 1.00340 | 0.96728 | 0.95420 |
| Denmark (Krone) | 0.16060 | 0.19520 | 0.17875 | 0.16390 |
| Japan (Yen) | 0.01057 | 0.01128 | 0.01094 | 0.01128 |
| New Zealand (Dollar) | 0.66310 | 0.74190 | 0.70546 | 0.69640 |
| Norway (Krone) | 0.14970 | 0.17800 | 0.16598 | 0.15000 |
| Republic of Korea (Won) | 0.00080 | 0.00092 | 0.00087 | 0.00082 |
| Singapore (Dollar) | 0.70340 | 0.73120 | 0.71589 | 0.71530 |
| South Africa (Rand) | 0.12600 | 0.13900 | 0.13330 | 0.13100 |
| Sweden (Krona) | 0.12370 | 0.14250 | 0.13578 | 0.12820 |
| Switzerland (Franc) | 0.86000 | 0.98300 | 0.92500 | 0.92170 |
| Taiwan (Dollar) | 0.03074 | 0.03214 | 0.03137 | 0.03213 |
| United Kingdom (British Pound) | 1.43380 | 1.63820 | 1.52646 | 1.50710 |

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our Co-Chief Executive Officers (principal executive officer) and our Chief Financial Officer (principal financial officer), have concluded, based on their evaluation as of the end of the period covered by this report, that our disclosure controls and procedures are effective to ensure that information required to be disclosed by us in reports filed or submitted under the Securities Exchange Act of 1934, as amended (as defined in Exchange Act Rules 13(a) and 15(d)-15(e)), is recorded, processed, summarized, and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and include controls and procedures designed to ensure that information required to be disclosed by us in such reports is accumulated and communicated to our management, including our principal executive and financial officers, as appropriate, to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

During the quarter ended June 30, 2010, there were no changes in our internal control over our financial reporting that we believe materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

See “Litigation” in Note 6 of the Notes to our Unaudited Consolidated Financial Statement, which is incorporated herein by reference.

Item 1A. Risk Factors

In addition to the other information set forth in this report, you should carefully consider the factors discussed in Part I, “Item 1A. Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2009, which could materially affect our business or our consolidated financial position, results of operations, and cash flows. The risks described in our Annual Report on Form 10-K are not the only risks we face. Additional risks and uncertainties not currently known to us or that we currently deem to be insignificant also may become materially adverse or may affect our business in the future or our consolidated financial position, results of operations, or cash flows.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

None.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Removed and Reserved

~~Item 5. Other Information~~

None.

Item 6. Exhibits

See Index to Exhibits following the signature page of this Quarterly Report on Form 10-Q.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

Mannatech, Incorporated

Dated: August 5, 2010

By: /s/ **Stephen D. Fenstermacher**

Stephen D. Fenstermacher
Co-Chief Executive Officer and Chief Financial Officer
(principal financial and accounting officer)

Dated: August 5, 2010

By: /s/ **Robert A. Sinnott**

Robert A. Sinnott
Co-Chief Executive Officer and Chief Science Officer
(principal executive officer)

INDEX TO EXHIBITS

| Exhibit Number | Exhibit Description | Incorporated by Reference | | | |
|----------------|--|---------------------------|-----------|-------------|------------------|
| | | Form | File No. | Exhibit (s) | Filing Date |
| 3.1 | Amended and Restated Articles of Incorporation of Mannatech, dated May 19, 1998. | S-1 | 333-63133 | 3.1 | October 28, 1998 |
| 3.2 | Fourth Amended and Restated Bylaws of Mannatech, dated August 8, 2001 (Corrected). | 10-K | 000-24657 | 3.2 | March 16, 2007 |
| 3.3 | First Amendment to the Fourth Amended and Restated Bylaws of Mannatech, effective November 30, 2007. | 8-K | 000-24657 | 3.1 | December 6, 2007 |
| 4.1 | Specimen Certificate representing Mannatech's common stock, par value \$0.0001 per share. | S-1 | 333-63133 | 4.1 | October 28, 1998 |
| 10.1 | Amendment to Stock Incentive Plan | 8-K | 000-24657 | 99.1 | June 11, 2010 |
| 31.1* | Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, of the Co-Chief Executive Officer of Mannatech. | * | * | * | * |
| 31.2* | Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, of the Co-Chief Executive Officer of Mannatech. | * | * | * | * |
| 32.1* | Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, of the Co-Chief Executive Officer of Mannatech. | * | * | * | * |
| 32.2* | Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, of the Co-Chief Executive Officer of Mannatech. | * | * | * | * |
| 101.INS** | XBRL Instance Document | ** | ** | ** | ** |
| 101.SCH** | XBRL Taxonomy Extension Schema Document | ** | ** | ** | ** |
| 101.CAL** | XBRL Taxonomy Extension Calculation Linkbase Document | ** | ** | ** | ** |
| 101.LAB** | XBRL Taxonomy Extension Label Linkbase Document | ** | ** | ** | ** |
| 101.PRE** | XBRL Taxonomy Extension Presentation Linkbase Document | ** | ** | ** | ** |
| 101.DEF** | XBRL Taxonomy Extension Definition Linkbase Document | ** | ** | ** | ** |

* Filed herewith.

** Furnished herewith. In accordance with Rule 406T of Regulation S-T, the information in these exhibits shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to liability under that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, except as expressly set forth by specific reference in such filing.