

MANHATTAN ASSOCIATES INC
Form 10-K/A
March 15, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-K/A

(Amendment No. 1)

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2018

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 Number: 000-23999

Manhattan Associates, Inc.

(Exact name of registrant as specified in its charter)

Georgia	
(State or other jurisdiction of	58-2373424
incorporation or organization+)	(I.R.S. Employer
	Identification No.)
2300 Windy Ridge Parkway, Tenth Floor	
Atlanta, Georgia	30339

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(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (770) 955-7070

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Common Stock, \$.01 par value per share	The Nasdaq Stock Market LLC

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes No

Note – Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Exchange Act from their obligations under those Sections.

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 every Interactive Data File required to be submitted 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 such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

Large accelerated filer	Accelerated filer
Non-accelerated filer	Smaller reporting company
Emerging Growth Company	

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

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The aggregate market value of the voting and non-voting common equity held by non-affiliates of the Registrant as of June 30, 2018 was \$3,091,365,142, which was calculated based upon a closing sales price of \$47.01 per share of the Common Stock as reported by the Nasdaq Global Select Market on the same day. As of January 31, 2019, the Registrant had outstanding 65,017,683 shares of Common Stock.

DOCUMENTS INCORPORATED BY REFERENCE

The Registrant's definitive Proxy Statement for the Annual Meeting of Shareholders to be held May 14, 2019 is incorporated by reference in Part III of this Form 10-K to the extent stated herein.

EXPLANATORY NOTE

Manhattan Associates, Inc. (the “Company”) is filing this Amendment No. 1 on Form 10-K/A (this “Amendment”) to amend its Annual Report on Form 10-K for the year ended December 31, 2018 (the “Original Form 10-K”), which was filed with the Securities and Exchange Commission on February 8, 2019. The purpose of this Amendment is to amend the table included in the section titled “Purchase of Equity Securities” in Part II, “Item 5. Market for Registrant’s Common Equity, Related Shareholder Matters, and Issuer Purchases of Equity Securities” (“Item 5”) of the Company’s Original Form 10-K. In the table in the Original Form 10-K, the Company inadvertently presented the amounts paid on share repurchases instead of the number of shares repurchased in the column heading “Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs.” This Amendment amends such disclosure to present the number of shares repurchased.

In addition, this Amendment amends Item 15 of Part IV of the Original Form 10-K to include new certifications by the Company’s principal executive officer (Exhibit 31.1) and principal financial officer (Exhibit 31.2) under Section 302 of the Sarbanes-Oxley Act of 2002 as required by Rule 12b-15 under the Securities Exchange Act of 1934.

Except for the foregoing, this Amendment does not reflect events occurring after the filing of the Original Form 10-K, does not update disclosures contained in the Form 10-K and does not modify or amend the Form 10-K. Accordingly, this Amendment should be read in conjunction with the Original Form 10-K.

PART II

Item 5. Market for Registrant’s Common Equity, Related Shareholder Matters, and Issuer Purchases of Equity Securities

Market for Common Stock

Our common stock is traded on the Nasdaq Global Select Market under the symbol “MANH.” The number of registered shareholders of record of our common stock as of January 30, 2019 was approximately 13. The number of record holders does not include persons who held our common stock in nominee or “street name” accounts through brokers.

We do not intend to declare or pay cash dividends in the foreseeable future. Our management anticipates that all earnings and other cash resources, if any, will be retained for investment in our business.

Equity Compensation Plan Information

In the following table, we provide information regarding our current equity compensation plans as of December 31, 2018:

Plan Category	Number of securities to be issued upon exercise of outstanding rights	Weighted-average exercise price of outstanding rights	Number of securities remaining available for future issuance under equity compensation plans
Equity compensation plans approved by security holders	997,173	\$0.00	9,844,416
Equity compensation plans not approved by security holders	-	-	-
Total	997,173	\$0.00	9,844,416

You may find additional information regarding our equity compensation plans in Note 2 of the Notes to our Consolidated Financial Statements.

Purchase of Equity Securities

In the following table, we provide information regarding our common stock repurchases under our publicly-announced share repurchase program for the quarter ended December 31, 2018. All repurchases related to the share repurchase program were made on the open market.

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number (or Approximate Dollar Value) of Shares that May Yet Be Purchased Under the Plans or Programs
October 1 - October 31, 2018	66,024	\$45.39	66,024	\$47,002,916
November 1 - November 30, 2018	321,459	48.31	321,459	31,473,743
December 1 - December 31, 2018	131,065	47.53	131,065	25,244,020
Total	518,548		518,548	

In 2018, we repurchased a total of 3,147,466 shares at an average price per share of \$45.52 under our publicly-announced share repurchase program. In January 2019, our Board of Directors authorized us to repurchase up to an aggregate of \$50 million of our common stock.

PART IV

Item 15. Exhibits and Financial Statement Schedules

(a) 1. Financial Statements.

The response to this item is submitted as a separate section of the Original Form 10-K. See Item 8 of the Original Form 10-K.

2. Financial Statement Schedule.

The financial statement schedule is filed as a part of the Original Form 10-K.

3. Exhibits.

See (b) below.

(b) The exhibits listed below under “Exhibit Index” are filed with or incorporated by reference herein. Where such filing is made by incorporation by reference to a previously filed registration statement or report, such registration statement or report is identified in parentheses.

(c) See Item 15(a)(2).

EXHIBIT INDEX

The following exhibits are filed or incorporated by reference herein.

Exhibit Number	Description
3.1	<u>Articles of Incorporation of the Registrant dated February 24, 1998 (Incorporated by reference to Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q for the period ended June 30, 2014 (File No. 00023999), filed on July 29, 2014).</u>
3.2	<u>Amended Bylaws of the Registrant (As Amended Effective October 25, 2018) (Incorporated by reference to Exhibit 3.2 to the Company's Form 10-Q for the period ended September 30, 2018 (File No. 000-23999), filed on October 25, 2018).</u>
4.1	<u>Provisions of the Articles of</u>

Incorporation and Bylaws of the Registrant defining rights of the holders of common stock of the Registrant (Incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form S-1 (File No. 333-47095), filed on February 27, 1998).

4.2 Specimen Stock Certificate (Incorporated by reference to Exhibit 4.2 to the Company's Pre-Effective Amendment No. 1 to its Registration Statement on Form S-1 (File No. 333-47095), filed on April 2, 1998).

10.1(a) Lease Agreement by and between Wildwood Associates, a Georgia general partnership, and the Registrant dated September 24, 1997 (Incorporated by reference to Exhibit 10.1 to the Company's Registration

Statement on
Form S-1 (File
No. 333-47095),
filed on
February 27,
1998).

(b) First
Amendment to
Lease between
Wildwood
Associates, a
Georgia general
partnership, and
the Registrant
dated
October 31, 1997
(Incorporated by
reference to
Exhibit 10.2 to
the Company's
Registration
Statement on
Form S-1 (File
No. 333-47095),
filed on
February 27,
1998).

(c) Second
Amendment to
Lease
Agreement
between
Wildwood
Associates, a
Georgia general
partnership, and
the Registrant,
dated
February 27,
1998
(Incorporated by
reference to
Exhibit 10.8 to
the Company's
Pre-Effective
Amendment
No. 1 to its
Registration
Statement on

Form S-1 (File
No. 333-47095),
filed on April 2,
1998).

(d) Third
Amendment to
Lease
Agreement
between
Wildwood
Associates and
the Registrant,
dated
October 24, 2000
(Incorporated by
reference to
Exhibit 10.9 to
the Company's
Annual Report
for the period
ended
December 31,
2000 (File
No. 000-23999),
filed on April 2,
2001).

10.2(a) Lease
Agreement by
and between
Wildwood
Associates, a
Georgia general
partnership, and
the Registrant,
dated June 25,
2001
(Incorporated by
reference to
Exhibit 10.1 to
the Company's
Quarterly Report
for the period
ended June 30,
2001 (File
No. 000-23999),
filed August 14,
2001).

(b)

First
Amendment to
Lease
Agreement
between
Wildwood
Associates, and
the Registrant,
dated June 10,
2002
(Incorporated by
reference to
Exhibit 10.6 to
the Company's
Annual Report
for the period
ended
December 31,
2006 (File
No. 000-23999),
filed on
March 14, 2007).

- (c) Second
Amendment to
Lease
Agreement
between 2300
Windy Ridge
Parkway
Investors LLC,
and the
Registrant, dated
February 27,
2007
(Incorporated by
reference to
Exhibit 10.7 to
the Company's
Annual Report
for the period
ended
December 31,
2006 (File
No. 000-23999),
filed on
March 14, 2007).

- (d) Third
Amendment to
Lease

Agreement
between 2300
Windy Ridge
Parkway
Investors LLC,
and the
Registrant, dated
June 14, 2007
(Incorporated by
reference to
Exhibit 10.2(d)
to the Company's
Annual Report
for the period
ended
December 31,
2014 (File
No. 000-23999),
filed on
February 5,
2015).

(e) Fourth
Amendment to
Lease
Agreement
between SP4
2300 Windy
Ridge LP, and
the Registrant,
dated August 14,
2012
(Incorporated by
reference to
Exhibit 10.2(e)
to the Company's
Annual Report
for the period
ended
December 31,
2014 (File
No. 000-23999),
filed on
February 5,
2015).

(f) Fifth
Amendment to
Lease
Agreement
between 2300

Windy Ridge
LLC. and the
Registrant, dated
May 19, 2014
(Incorporated by
reference to
Exhibit 10.2(f) to
the Company's
Annual Report
for the period
ended
December 31,
2014 (File
No. 000-23999),
filed on
February 5,
2015).

- (g) Sixth
Amendment to
Lease
Agreement
between 2300
Windy Ridge
LLC. and the
Registrant, dated
August 13, 2014
(Incorporated by
reference to
Exhibit 10.2(g)
to the Company's
Annual Report
for the period
ended
December 31,
2014 (File
No. 000-23999),
filed on
February 5,
2015).
-

Exhibit

Number Description

- (h) Seventh Amendment to Lease Agreement between 2300 Windy Ridge LLC and the Registrant, dated April 29, 2015 (Incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the period ended June 30, 2015 (File No. 000-23999), filed on July 28, 2015).
- 10.3 Agreement to Build and Lease between Orchid Apartments Private Limited and Manhattan Associates India Development Centre Private Limited, executed on November 19, 2004 (Incorporated by reference to Exhibit 10.8 to the Company's Annual Report for the period ended December 31, 2004 (File No. 000-23999), filed on March 16, 2005).
- 10.4 Lease Agreement between IGE Energy Services (UK) Limited, Manhattan Associates Limited and Manhattan Associates, Inc., dated February 1, 2005 (Incorporated by reference to Exhibit 10.9 to the Company's Annual Report for the period ended December 31, 2004 (File No. 000-23999), filed on March 16, 2005).
- 10.5 Form of Director and Officer Indemnification Agreement (Incorporated by reference to Exhibit 10.2 to the Company's Form 8-K (File No. 000-23999) filed on April 4, 2013).
- 10.6* Summary Plan Description of the Registrant's 401(k) Plan and Trust, effective January 1, 1995 (Incorporated by reference to Exhibit 10.4 to the Company's Registration Statement on Form S-1 (File No. 333-47095), filed on February 27, 1998).
- 10.7(a)* Manhattan Associates, Inc. 1998 Stock Incentive Plan (Incorporated by reference to Exhibit 10.10 to the Company's Registration Statement on Form S-1 (File No. 333-47095), filed on February 27, 1998).
- (b)* First Amendment to the Manhattan Associates, Inc. 1998 Stock Incentive Plan (Incorporated by reference to Exhibit 10.22 to the Company's Annual Report for the period ended December 31, 1998 (File No. 000-23999), filed on March 31, 1999).
- (c)* Second Amendment to the Manhattan Associates, Inc. 1998 Stock Incentive Plan (Incorporated by reference to Exhibit 10.23 to the Company's Annual Report for the period ended December 31, 1998 (File No. 000-23999), filed on March 31, 1999).
- (d)* Third Amendment to the Manhattan Associates, Inc. 1998 Stock Incentive Plan (Incorporated by reference to Exhibit 10.24 to the Company's Annual Report for the period ended December 31, 1998 (File No. 000-23999), filed on March 31, 1999).
- (e)* Fourth Amendment to the Manhattan Associates, Inc. 1998 Stock Incentive Plan (Incorporated by reference to Exhibit 10.25 to the Company's Annual Report for the period ended December 31, 1999 (File No. 000-23999), filed on March 30, 2000).
- (f)* Fifth Amendment to the Manhattan Associates, Inc. 1998 Stock Incentive Plan (Incorporated by reference to Exhibit 4.8 to the Company's Form S-8 (File No. 333-68968), filed on September 5, 2001).
- (g)* Sixth Amendment to the Manhattan Associates, Inc. 1998 Stock Incentive Plan (Incorporated by reference to Annex A to the Company's Proxy Statement for its Annual Meeting held May 17, 2002 (File No. 000-23999), filed on April 24, 2002).

- (h)* Amendment No. 7 to the Manhattan Associates, Inc. 1998 Stock Incentive Plan (Incorporated by reference to Exhibit 4.10 to the Company's Form S-8 (File No. 333-105913), filed on June 6, 2003).
- 10.8* Form of Composite Stock Option Agreement (Incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report for the period ended March 31, 2006 (File No. 000-23999), filed on May 4, 2006).
- 10.9(a)* Executive Employment Agreement by and between the Registrant and Peter F. Sinisgalli, effective as of February 25, 2004 (Incorporated by reference to Exhibit 10.28 to the Company's Annual Report for the period ended December 31, 2003 (File No. 000-23999), filed on March 15, 2004).
- (b)* Modification dated July 19, 2007 by and between the Company and Peter F. Sinisgalli to the Executive Employment Agreement dated February 25, 2004 (Incorporated by reference to Exhibit 10.1 to the Company's Form 8-K (File No. 000-23999), filed on July 24, 2007).
- 10.10* Executive Employment Agreement by and between the Registrant and Peter F. Sinisgalli, effective as of April 13, 2012 (Incorporated by reference to Exhibit 10.1 to the Company's Form 8-K (File No. 000-23999), filed on December 23, 2011).
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Exhibit Number	Description
10.11*	<u>Separation and Non-Competition Agreement by and between the Registrant and Peter F. Sinisgalli, effective as of February 25, 2004 (Incorporated by reference to Exhibit 10.29 to the Company's Annual Report for the period ended December 31, 2003 (File No. 000-23999), filed on March 15, 2004).</u>
10.12(a)*	<u>Form of Executive Employment Agreement (Incorporated by reference to Exhibit 10.1 to the Company's Form 8-K (File No. 000-23999) filed on April 4, 2013).</u>
(b)*	<u>Updated Schedule to Form of Executive Employment Agreement of Initial Salaries and Target Bonus Opportunities for Named Executive Officers (Incorporated by reference to</u>

Exhibit 10.1(b) to the Company's Quarterly Report on Form 10-Q for the period ended June 30, 2013 (File No. 000-23999) filed on July 31, 2013).

10.13* Executive Employment Agreement with Steven P. Smith (Incorporated by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the period ended June 30, 2013 (File No. 000-23999) filed on July 31, 2013).

10.14 * Form of Modification Agreement for Terms and Conditions for Stock Options. (Incorporated by reference to Exhibit 10.3 to the Company's Form 8-K (File No. 000-23999), filed on January 2, 2009).

10.15 Form of License Agreement, Software Maintenance Agreement and Consulting Agreement (Incorporated by reference to Exhibit 10.18 to

the Company's
Pre-Effective
Amendment
No. 1 to its
Registration
Statement on
Form S-1 (File
No. 333-47095),
filed on April 2,
1998).

10.16 Form of Software
License, Services
and Maintenance
Agreement
(Incorporated by
reference to
Exhibit 10.21 to
the Company's
Annual Report for
the period ended
December 31,
1998 (File
No. 000-23999),
filed on
March 31, 1999).

10.17(a)* 2007 Stock
Incentive Plan, as
amended by the
First Amendment
thereto
(Incorporated by
reference to
Annex A to the
Company's
Definitive Proxy
Statement related
to its 2009
Annual Meeting
of Shareholders
(File
No. 000-23999)
filed on April 20,
2009).

(b)* Second
amendment to
2007 Stock
Incentive Plan
(Incorporated by

reference to
Annex A to the
Company's
Definitive Proxy
Statement related
to its 2011
Annual Meeting
of Shareholders
(File
No. 000-23999)
filed on April 15,
2011).

(c)* Third amendment
to 2007 Stock
Incentive Plan
(Incorporated by
reference to
Annex A to
Exhibit 10.1 to
the Company's
Quarterly Report
on Form 10-Q for
the period ended
September 30,
2017 (File No.
000-23999) filed
on October 30,
2017).

10.18* Written Summary
of Manhattan
Associates, Inc.
Annual Cash
Incentive Plan
(Incorporated by
reference to
Exhibit 10.47 to
the Company's
Annual Report for
the period ended
December 31,
2009 (File
No. 000-23999),
filed on February
19, 2010).

10.19* Form of
Manhattan
Associates, Inc.
Restricted Stock
Award

Agreement for
Employees
(Incorporated by
reference to
Exhibit 10.48 to
the Company's
Annual Report for
the period ended
December 31,
2009 (File
No. 000-23999),
filed on February
19, 2010).

10.20* Form of
Manhattan
Associates, Inc.
Restricted Stock
Award
Agreement for
Non-Employee
Directors
(Incorporated by
reference to
Exhibit 10.49 to
the Company's
Annual Report for
the period ended
December 31,
2009 (File
No. 000-23999),
filed on February
19, 2010).

10.21* Form of
Manhattan
Associates, Inc.
Restricted Stock
Unit Award
Agreement for
Employees
(Incorporated by
reference to
Exhibit 10.50 to
the Company's
Annual Report for
the period ended
December 31,
2012 (File
No. 000-23999),
filed on February

23, 2012).

10.22* Form of
Manhattan
Associates, Inc.
Restricted Stock
Unit Award
Agreement for
Non-Employee
Directors
(Incorporated by
reference to
Exhibit 10.51 to
the Company's
Annual Report for
the period ended
December 31,
2012 (File
No. 000-23999),
filed on February
23, 2012).

10.23* Executive
Employment
Agreement by and
between the
Registrant and
Bruce Richards,
effective as of
August 1, 2011
(Incorporated by
reference to
Exhibit 10.52 to
the Company's
Annual Report for
the period ended
December 31,
2012 (File
No. 000-23999),
filed on February
23, 2012).

10.24* Severance and
Non-Competition
Agreement by and
between the
Registrant and
Bruce Richards,
effective as of
August 1, 2011
(Incorporated by

reference to
Exhibit 10.53 to
the Company's
Annual Report for
the period ended
December 31,
2012 (File
No. 000-23999),
filed on February
23, 2012).

Exhibit Number	Description
10.25*	<u>Modification Agreement for Terms and Conditions for Stock Options by and between the Registrant and Eddie Capel, effective as of June 4, 2007 (Incorporated by reference to Exhibit 10.54 to the Company's Annual Report for the period ended December 31, 2012 (File No. 000-23999), filed on February 23, 2012).</u>
10.26*	<u>Severance and Non-Competition Agreement by and between the Registrant and Eddie Capel, effective as of March 18, 2010 (Incorporated by reference to Exhibit 10.55 to the Company's Annual Report for the period ended December 31, 2012 (File No. 000-23999), filed on February 23, 2012).</u>
10.27*	<u>Settlement Agreement by and between the Registrant and Steven P. Smith, effective as of June 8, 2015 (Incorporated by reference to</u>

- Exhibit 10.1 to the Company's Form 8-K (File No. 000-23999), filed on June 12, 2015).
- 10.28 2016 Annual Cash Bonus Plan (Incorporated by reference from Annex B to the Company's Definitive Proxy Statement for its 2016 Annual Meeting of Shareholders filed with the SEC on April 8, 2016 (SEC File No. 000-23999)).
- 10.29* Executive Employment Agreement with Linda C. Pinne (Incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the period ended March 31, 2016 (File No. 000-23999), filed on April 22, 2016).
- 10.30* Indemnification Agreement with Linda C. Pinne (Incorporated by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the period ended March 31, 2016 (File No. 000-23999), filed on April 22, 2016).
- 10.31*

- Consulting Agreement, dated May 12, 2016, by and between the Registrant and Dan Lautenbach (Incorporated by reference to Exhibit 10.1 to the Company's Form 8-K (File No. 000-23999), filed on May 13, 2016).
- 10.32* Executive Employment Letter Agreement, dated July 27, 2016, by and between the Registrant and Dennis Story (Incorporated by reference to Exhibit 10.1 to the Company's Form 8-K (File No. 000-23999), filed on August 1, 2016).
- 10.33* Form of Executive Employment Agreement (Incorporated by reference to Exhibit 10.1 to the Company's Form 10-Q for the period ended September 30, 2018 (File No. 000-23999), filed on October 25, 2018).
- 21.1 List of Subsidiaries (Incorporated by reference to Exhibit 21.1 to the Company's Annual Report for the period ended December 31, 2018 (File

- No. 000-23999),
filed on February 8,
2019).
- 23.1 Consent of Ernst &
Young LLP,
Independent
Registered Public
Accounting Firm
(Incorporated by
reference to
Exhibit 23.1 to the
Company's Annual
Report for the period
ended December 31,
2018 (File
No. 000-23999),
filed on February 8,
2019).
- 31.1 + Certification of
Principal Executive
Officer pursuant to
Rule
13a-14(a)/15d-14(a),
as adopted pursuant
to Section 302 of the
Sarbanes-Oxley Act
of 2002
- 31.2 + Certification of
Principal Financial
Officer pursuant to
Rule
13a-14(a)/15d-14(a),
as adopted pursuant
to Section 302 of the
Sarbanes-Oxley Act
of 2002
- 32** Certification of
Principal Executive
Officer and Principal
Financial Officer
pursuant to 18 U.S.C.
Section 1350, as
adopted pursuant to
Section 906 of the
Sarbanes-Oxley Act
of 2002

101.INS XBRL Instance Document – the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document (Incorporated by reference to the Company’s Annual Report for the period ended December 31, 2018 (File No. 000-23999), filed on February 8, 2019).

101.SCH XBRL Taxonomy Extension Schema Document (Incorporated by reference to Exhibit 101.SCH to the Company’s Annual Report for the period ended December 31, 2018 (File No. 000-23999), filed on February 8, 2019)

101.CAL XBRL Taxonomy Extension Calculation Linkbase Document (Incorporated by reference to Exhibit 101.CAL to the Company’s Annual Report for the period ended December 31, 2018 (File No. 000-23999), filed on February 8, 2019)

101.DEF XBRL Taxonomy
Extension Definition
Linkbase Document
(Incorporated by
reference to
Exhibit 101.DEF to
the Company's
Annual Report for
the period ended
December 31, 2018
(File
No. 000-23999),
filed on February 8,
2019)

101.LAB XBRL Taxonomy
Extension Label
Linkbase Document
(Incorporated by
reference to
Exhibit 101.LAB to
the Company's
Annual Report for
the period ended
December 31, 2018
(File
No. 000-23999),
filed on February 8,
2019)

Exhibit Number	Description
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document (Incorporated by reference to Exhibit 101.PRE to the Company's Annual Report for the period ended December 31, 2018 (File No. 000-23999), filed on February 8, 2019)

*Management contract or compensatory plan or agreement.

**Previously furnished pursuant to the Original Form 10-K.

+Filed herewith.

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.

MANHATTAN ASSOCIATES, INC.

By: /s/ Eddie Capel
Eddie Capel
President, Chief Executive Officer, and Director

Date: March 15, 2019