

MANHATTAN ASSOCIATES INC  
Form 8-K  
May 24, 2010

**United States  
Securities And Exchange Commission  
Washington, DC 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): May 20, 2010**

**Manhattan Associates, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

**Georgia**

(State or Other Jurisdiction of  
Incorporation or organization)

**0-23999**

(Commission File Number)

**58-2373424**

(I.R.S. Employer Identification No.)

**2300 Windy Ridge Parkway, Suite 1000, Atlanta, Georgia  
30339**

(Address of Principal Executive Offices)

(Zip Code)

**(770) 955-7070**

(Registrant's telephone number, including area code)

**NONE**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

**Item 5.07 Submission of Matters to a Vote of Security Holders**

On Thursday, May 20, 2010, Manhattan Associates, Inc. (the Company) held its Annual Meeting of Shareholders (the Annual Meeting) in Atlanta, Georgia. As of the record date, March 31, 2010, there were 22,357,384 shares of common stock entitled to vote at the Annual Meeting. There were present at the Annual Meeting, in person or by proxy, holders of 20,600,501 shares representing 92.14% of the common stock entitled to vote at the Annual Meeting.

The following directors were elected to hold office for a term at the Annual Meeting disclosed below or until their successors are elected and qualified, with the vote for the directors being reflected below:

	<b>Term</b>	<b>Number of Votes</b>		
	<b>Expires</b>	<b>For</b>	<b>Withheld</b>	<b>Non-Votes</b>
John J. Huntz, Jr,	2013	18,544,660	1,302,658	753,183
Dan J. Lautenbach	2013	19,495,992	351,326	753,183
Thomas E. Noonan	2013	19,311,862	535,456	753,183

The affirmative vote of the holders of a plurality of the outstanding shares of common stock represented at the Annual Meeting was required to elect the directors.

Continuing Class I Directors serving until the 2011 Annual Meeting of Shareholders are Brian J. Cassidy and Paul R. Goodwin.

Continuing Class II Directors serving until the 2012 Annual Meeting of Shareholders are Peter J. Kight, Deepak Raghavan and Peter F. Sinisgalli.

The appointment of Ernst & Young LLP as the independent registered public accounting firm to audit the Company's consolidated financial statements and the Company's internal controls over financial reporting for the year ending December 31, 2010, was ratified with 20,320,254 affirmative votes cast, 256,772 negative votes cast, 23,475 abstentions and 0 non-votes. The affirmative vote of the holders of a majority of the outstanding shares of common stock represented at the Annual Meeting was required to ratify the appointment of Ernst & Young LLP.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

**Manhattan Associates, Inc.**

By: /s/ Dennis B. Story  
*Dennis B. Story*  
Senior Vice President and Chief  
Financial Officer

Dated: May 24, 2010