

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

MANHATTAN ASSOCIATES, INC.

(Exact Name of Registrant as Specified in its Charter)

Georgia
*(State or Other Jurisdiction of
Incorporation or Organization)*

58-2373424
*(I.R.S. Employer
Identification No.)*

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

(Address, Including Zip Code, of Registrant's Principal Executive Offices)

MANHATTAN ASSOCIATES, INC. 2007 STOCK INCENTIVE PLAN
(Full Title of the Plan)

David K. Dabbieri, Esq.
**Senior Vice President,
Chief Legal Officer and Secretary
Manhattan Associates, Inc.**
**2300 Windy Ridge Parkway, Suite 1000
Atlanta, Georgia 30339
(770) 955-7070**
*(Name, Address, and Telephone Number,
Including Area Code, of Agent for Service)*

Copies to:
David M. Eaton
Kilpatrick Townsend & Stockton LLP
1100 Peachtree Street, N.E., Suite 2800
Atlanta, Georgia 30309
(404) 815-6500

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 the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

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

(Do not check if a smaller reporting company)

Calculation of Registration Fee

Title of Securities to be Registered	Amount to be Registered⁽¹⁾	Proposed Maximum Offering Price Per Share⁽²⁾	Proposed Maximum Aggregate Offering Price⁽²⁾	Amount of Registration Fee
Common Stock, \$0.01 Par Value	2,800,000	\$ 35.11	98,308,000	\$ 11,413.56

(1) In addition, pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also relates to such indeterminate number of additional shares of the Common Stock, Par Value \$0.01 Per Share (the "Common Stock") of Manhattan Associates, Inc. (the "Company") as may be issuable to prevent dilution in the event of a stock dividend, stock split, recapitalization, or other similar changes in the Company's capital structure, merger, consolidation, spin-off, split-off, spin-out, split-up, reorganization, partial or complete liquidation, or other distribution of assets, issuance of rights or warrants to purchase securities, or any other corporate transaction or event having an effect similar to any of the foregoing.

(2) Determined in accordance with Rules 457(h) and (c) under the Securities Act, based on \$35.11, the average of the high and low prices of the Common Stock on the Nasdaq Global Select Market on May 23, 2011.

The Company files this Registration Statement on Form S-8 in connection with an amendment to the Manhattan Associates, Inc. 2007 Stock Incentive Plan, as amended (the "Plan") that increases the number of shares of Common Stock that may be issued under the Plan. The number of shares that may be issued under the Plan has increased by 2,800,000 (which increase was approved by the shareholders of the Company on May 19, 2011).

The shares of Common Stock previously available for issuance or transfer under the Plan are covered by Registration Statements on Form S-8 (Registration Nos. 333-143611 and 333-159852), the contents of which are incorporated by reference herein. As amended, the aggregate number of shares of Common Stock that may be issued under the Plan is 7,500,000.

ITEM 8. EXHIBITS

The following exhibits are filed with this Registration Statement:

<u>Exhibit Number</u>	<u>Description</u>
5	Opinion of Kilpatrick Townsend & Stockton LLP as to the legality of the securities to be issued.
23.1	Consent of Kilpatrick Townsend & Stockton LLP (included in the opinion filed as Exhibit 5 hereto).
23.2	Consent of Ernst & Young LLP.
24	Power of Attorney is included on signature page.
99.1	Manhattan Associates, Inc. 2007 Stock Incentive Plan as amended by the First Amendment (Incorporated by reference to Annex A to the Registrant's Proxy Statement on Schedule 14A (File No. 000-23999), filed on April 20, 2009).
99.2	Second Amendment to the Manhattan Associates, Inc. 2007 Stock Incentive Plan (Incorporated by reference to Annex A to the Registrant's Proxy Statement on Schedule 14A (File No. 000-23999), filed on April 15, 2011).

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-8, and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Atlanta, State of Georgia, on this 25th day of May, 2011.

MANHATTAN ASSOCIATES, INC.

By: /s/ Peter F. Sinisgalli
Peter F. Sinisgalli
President, Chief Executive Officer and Director

Each person whose signature appears below hereby constitutes and appoints Peter F. Sinisgalli, Dennis B. Story and David K. Dabbieri, and each of them, any of whom may act without the joinder of the others, as his or her lawful attorneys-in-fact and agents, with full power of substitution and resubstitution for him or her and in any and all capacities, to sign any or all amendments or post-effective amendments to this registration statement, and to file the same with all exhibits hereto and other documents in connection therewith or in connection with registration of the securities under the Securities Act, to sign any and all applications, registration statements, notices or other document necessary or advisable to comply with the applicable state securities laws, and to file the same, together with all other documents in connection therewith, with the appropriate state securities authorities, granting unto such attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary in connection with such matters and hereby, ratifying and confirming all that such attorneys-in-fact and agents, or his or her substitute may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ John J. Huntz, Jr.</u> John J. Huntz, Jr.	Chairman of the Board	May 25, 2011
<u>/s/ Peter F. Sinisgalli</u> Peter F. Sinisgalli	President, Chief Executive Officer and Director (Principal Executive Officer)	May 25, 2011
<u>/s/ Dennis B. Story</u> Dennis B. Story	Executive Vice President, Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)	May 25, 2011
<u>/s/ Brian J. Cassidy</u> Brian J. Cassidy	Director	May 25, 2011

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Thomas E. Noonan</u> Thomas E. Noonan	Director	May 25, 2011
<u>/s/ Deepak Raghavan</u> Deepak Raghavan	Director	May 25, 2011
<u>/s/ Peter J. Kight</u> Peter J. Kight	Director	May 25, 2011
<u>/s/ Dan J. Lautenbach</u> Dan J. Lautenbach	Director	May 25, 2011

EXHIBIT INDEX

Exhibit Number	Description
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23.1	Consent of Kilpatrick Townsend & Stockton LLP (included in the opinion filed as Exhibit 5 hereto).
23.2	Consent of Ernst & Young LLP.
24	Power of Attorney is included on signature page.



KILPATRICK TOWNSEND & STOCKTON LLP
www.kilpatricktownsend.com

Suite 2800 1100 Peachtree St.
Atlanta GA 30309-4528
t 404 815 6500 f 404 815 6555

May 25, 2011

Manhattan Associates, Inc.
2300 Windy Ridge Parkway, Suite 1000
Atlanta, GA 30339

Re: Registration Statement on Form S-8 of Manhattan Associates, Inc.

Ladies and Gentlemen:

We have acted as counsel to Manhattan Associates, Inc., a Georgia corporation (the "Company"), in connection with the preparation of a Registration Statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission (the "Commission") relating to an additional 2,800,000 shares (the "Shares") of the Company's Common Stock, par value \$0.01 per share, issuable by the Company in accordance with the Manhattan Associates, Inc. 2007 Stock Incentive Plan, as amended by the First and Second Amendments (the "Plan"). This opinion letter is rendered pursuant to Item 8 of Form S-8 and Item 601(b)(5) of the Commission's Regulation S-K.

As such counsel, we have examined and relied upon such records, documents, certificates and other instruments as in our judgment are necessary or appropriate to form the basis for the opinions hereinafter set forth. In all such examinations, we have assumed the genuineness of signatures on original documents and the conformity to such original documents of all copies submitted to us as certified, conformed or photographic copies, and as to certificates of public officials, we have assumed the same to have been properly given and to be accurate.

The opinions expressed herein are limited in all respects to the laws of the State of Georgia, and no opinion is expressed with respect to the laws of any other jurisdiction or any effect which such laws may have on the opinions expressed herein. This opinion is limited to the matters stated herein, and no opinion is implied or may be inferred beyond the matters expressly stated herein.

Based upon and subject to the foregoing, we are of the opinion that the Shares to be issued upon grant or exercise of awards, or to be purchased, under the Plan are duly authorized and, when issued by the Company in accordance with the terms of the Plan, will be validly issued, fully paid and nonassessable.

May 25, 2011

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This opinion is given as of the date hereof, and we assume no obligation to advise you after the date hereof of facts or circumstances that come to our attention or changes in law that occur which could affect the opinions contained herein. This letter is being rendered solely for the benefit of the Company in connection with the matters addressed herein. This opinion may not be furnished to or relied upon by any person or entity for any purpose without our prior written consent.

We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Commission thereunder.

Yours truly,

KILPATRICK TOWNSEND & STOCKTON LLP

By: /s/ David M. Eaton

David M. Eaton, a Partner

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Manhattan Associates, Inc. 2007 Stock Incentive Plan, as amended by the First and Second Amendments, of our reports dated February 23, 2011, with respect to the consolidated financial statements and schedule of Manhattan Associates, Inc. and subsidiaries and the effectiveness of internal control over financial reporting of Manhattan Associates, Inc. and subsidiaries included in its Annual Report (Form 10-K) for the year ended December 31, 2010, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Atlanta, Georgia
May 25, 2011