

As filed with the Securities and Exchange Commission on October 27, 2005

Registration No. 333-_____

**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 Number)

**2300 Windy Ridge Parkway
Suite 700
Atlanta, GA 30339**
(Address of Principal Executive Offices, Including Zip Code)

Manhattan Associates, Inc. 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 700
Atlanta, Georgia 30339
(770) 955-7070
(Name, Address and Telephone Number,
Including Area Code, of Agent for Service.)

Copy to:
Larry W. Shackelford, Esq.
Morris, Manning & Martin, LLP
1600 Atlanta Financial Center
3343 Peachtree Road, N.E.
Atlanta, Georgia 30326
(404) 233-7000

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share (1)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$.01 par value per share	2,516,737 shares	\$21.68	\$54,562,858.16	\$6,422.05

(1) Computed in accordance with Rule 457(c) and (h) of the Securities Act of 1933, based on the high and low prices of the common stock offered hereby on the Nasdaq National Market on October 20, 2005.

TABLE OF CONTENTS

PART I

PART II

Item 3. Incorporation of Documents by Reference.

Item 8. Exhibits.

SIGNATURES

POWER OF ATTORNEY

EXHIBIT INDEX

EX-5.1 OPINION OF MORRIS MANNING & MARTIN, LLP

EX-23.1 CONSENT OF ERNST & YOUNG LLP

**STATEMENT REGARDING INCORPORATION BY REFERENCE FROM EFFECTIVE
REGISTRATION STATEMENT**

Pursuant to General Instruction E to Form S-8, the contents of the Registrant's Registration Statements on Form S-8, filed with the Securities and Exchange Commission on August 4, 1998 (File No. 333-60635), September 14, 2000 (File No. 333-45802), September 5, 2001 (File No. 333-68968) and June 6, 2003 (File No. 333-105913) relating in part to the registration of an aggregate of 12,445,520 shares of the Registrant's common stock authorized for issuance under the Manhattan Associates, Inc. Stock Incentive Plan, are incorporated by reference in their entirety in this Registration Statement. This Registration Statement provides for the registration of an additional 2,516,737 shares of the Registrant's common stock to be issued under that Plan.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The documents containing the information specified in Part I will be sent or given to employees and/or directors of Manhattan Associates, Inc. as specified by Rule 428(b)(1) of the Securities Act of 1933, as amended. In accordance with the instructions of Part I of Form S-8, these documents will not be filed with the Securities and Exchange Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 of the Securities Act. These documents and the documents incorporated by reference pursuant to Item 3 of Part II of this Registration Statement, taken together, constitute the prospectus as required by Section 10(a) of the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents are incorporated herein by reference:

- (a) the Registrant's Annual Report on Form 10-K for the year ended December 31, 2004, filed with the Commission on March 16, 2005 (File No. 000-23999);
- (b) the Registrant's Quarterly Reports on Form 10-Q for the quarters ended March 31, 2005 and June 30, 2005 filed with the Commission on May 10, 2005 and August 9, 2005, respectively (File No. 000-23999);
- (c) the description of the Registrant's common stock, \$.01 par value per share, contained in the Registrant's Registration Statement on Form 8-A, filed with the Commission on April 6, 1998 (File No. 000-23999); and
- (d) the Registrant's Registration Statements on Form S-8, filed with the Commission on August 4, 1998 (File No. 333-60635), September 14, 2000 (File No. 333-45802), September 5, 2001 (File No. 333-68968) and June 6, 2003 (File No. 333-105913).

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14, or 15(d) of the Exchange Act of 1934, as amended, subsequent to the date of this Registration Statement and prior to the termination of the offering of the securities offered hereby shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof.

The Registrant hereby undertakes to provide without charge to each person to whom a prospectus relating to this Registration Statement is delivered, upon the written or oral request of any such person, a copy of any and all of the foregoing documents incorporated herein by reference (other than exhibits to such documents that are not specifically incorporated by reference into the information that this Registration Statement incorporates). Written or telephone requests should be directed to Investor Relations Department, Manhattan Associates, Inc., 2300 Windy Ridge Parkway, Suite 700, Atlanta, Georgia 30339; telephone: (770) 955-7070.

[Table of Contents](#)

Item 8. Exhibits.

The following exhibits are filed with or incorporated by reference into this Registration Statement pursuant to Item 601 of Regulation S-K:

<u>Exhibit No.</u>	<u>Description</u>
4.1	Articles of Incorporation of the Registrant (Incorporated by reference to Exhibit 3.1 to the Registrant's Registration Statement on Form S-1 (File No. 333-47095), filed on February 27, 1998).
4.2	Bylaws of the Registrant (Incorporated by reference to Exhibit 3.2 to the Registrant's Quarterly Report for the period ended September 30, 2003 (File No. 333-23999), filed on November 14, 2003).
4.3	Manhattan Associates, Inc. Stock Incentive Plan (Incorporated by reference to Exhibit 10.10 to the Registrant's Registration Statement on Form S-1 (File No. 333-47095), filed on February 27, 1998).
4.4	First Amendment to the Manhattan Associates, Inc. Stock Incentive Plan (Incorporated by reference to Exhibit 10.22 to the Registrant's Annual Report on Form 10-K for the period ended December 31, 1998 (File No. 000-23999), filed on March 31, 1999).
4.5	Second Amendment to the Manhattan Associates, Inc. Stock Incentive Plan (Incorporated by reference to Exhibit 10.23 to the Registrant's Annual Report on Form 10-K for the period ended December 31, 1998 (File No. 000-23999), filed on March 31, 1999).
4.6	Third Amendment to the Manhattan Associates, Inc. Stock Incentive Plan (Incorporated by reference to Exhibit 10.24 to the Registrant's Annual Report on Form 10-K for the period ended December 31, 1998 (File No. 000-23999), filed on March 31, 1999).
4.7	Fourth Amendment to the Manhattan Associates, Inc. Stock Incentive Plan (Incorporated by reference to Exhibit 10.25 to the Registrant's Annual Report on Form 10-K for the period ended December 31, 1999 (File No. 000-23999), filed on March 30, 2000).
4.8	Fifth Amendment to the Manhattan Associates, Inc. Stock Incentive Plan (Incorporated by reference to Exhibit 4.8 to the Registrant's Registration Statement on Form S-8 (File No. 333-68968), filed on September 5, 2001).
4.9	Sixth Amendment to the Manhattan Associates, Inc. Stock Incentive Plan (Incorporated by reference to Annex A to the Company's Proxy Statement (File No. 000-23999) filed on April 24, 2002).
4.10	Seventh Amendment to the Manhattan Associates, Inc. Stock Incentive Plan (Incorporated by reference to Exhibit 4.10 to the Registrant's Registration Statement on Form S-8 (File No. 333-105913), filed on June 6, 2003).
5.1	Opinion of Morris, Manning & Martin, LLP as to the legality of the securities being registered.
23.1	Consent of Ernst & Young LLP.
23.2	Consent of Morris, Manning & Martin, LLP (included in Exhibit 5.1).
24.1	Power of Attorney (following signature page).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of 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 the 27th day of October, 2005.

MANHATTAN ASSOCIATES, INC.

By: /s/ Steven R. Norton
Steven R. Norton
Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Peter F. Sinisgalli and John J. Huntz, Jr. as his true and lawful attorneys-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign a Registration Statement relating to the registration of shares of common stock on Form S-8 and to sign any and all amendments (including post effective amendments) to the Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing required or necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitute, could lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below by the following persons in the capacities and on the date indicated.

<u>/s/ Peter F. Sinisgalli</u> Peter F. Sinisgalli	Chief Executive Officer, President and Director (Principal Executive Officer)	October 27, 2005
<u>/s/ Steven R. Norton</u> Steven R. Norton	Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	October 27, 2005
<u>/s/ John J. Huntz, Jr.</u> John J. Huntz, Jr.	Chairman of the Board	October 27, 2005
<u>/s/ Richard M. Hadrill</u> Richard M. Hadrill	Vice Chairman of the Board	October 27, 2005
<u>/s/ Brian J. Cassidy</u> Brian J. Cassidy	Director	October 27, 2005
<u>/s/ Paul R. Goodwin</u> Paul R. Goodwin	Director	October 27, 2005
<u>/s/ Thomas E. Noonan</u> Thomas E. Noonan	Director	October 27, 2005
<u>/s/ Deepak Raghavan</u> Deepak Raghavan	Director	October 27, 2005

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
4.1	Articles of Incorporation of the Registrant (Incorporated by reference to Exhibit 3.1 to the Registrant's Registration Statement on Form S-1 (File No. 333-47095), filed on February 27, 1998).
4.2	Bylaws of the Registrant (Incorporated by reference to Exhibit 3.2 to the Registrant's Quarterly Report for the period ended September 30, 2003 (File No. 333-23999), filed on November 14, 2003).
4.3	Manhattan Associates, Inc. Stock Incentive Plan (Incorporated by reference to Exhibit 10.10 to the Registrant's Registration Statement on Form S-1 (File No. 333-47095), filed on February 27, 1998).
4.4	First Amendment to the Manhattan Associates, Inc. Stock Incentive Plan (Incorporated by reference to Exhibit 10.22 to the Registrant's Annual Report on Form 10-K for the period ended December 31, 1998 (File No. 000-23999), filed on March 31, 1999).
4.5	Second Amendment to the Manhattan Associates, Inc. Stock Incentive Plan (Incorporated by reference to Exhibit 10.23 to the Registrant's Annual Report on Form 10-K for the period ended December 31, 1998 (File No. 000-23999), filed on March 31, 1999).
4.6	Third Amendment to the Manhattan Associates, Inc. Stock Incentive Plan (Incorporated by reference to Exhibit 10.24 to the Registrant's Annual Report on Form 10-K for the period ended December 31, 1998 (File No. 000-23999), filed on March 31, 1999).
4.7	Fourth Amendment to the Manhattan Associates, Inc. Stock Incentive Plan (Incorporated by reference to Exhibit 10.25 to the Registrant's Annual Report on Form 10-K for the period ended December 31, 1999 (File No. 000-23999), filed on March 30, 2000).
4.8	Fifth Amendment to the Manhattan Associates, Inc. Stock Incentive Plan (Incorporated by reference to Exhibit 4.8 to the Registrant's Registration Statement on Form S-8 (File No. 333-68968), filed on September 5, 2001).
4.9	Sixth Amendment to the Manhattan Associates, Inc. Stock Incentive Plan (Incorporated by reference to Annex A to the Company's Proxy Statement (File No. 000-23999) filed on April 24, 2002).
4.10	Seventh Amendment to the Manhattan Associates, Inc. Stock Incentive Plan (Incorporated by reference to Exhibit 4.10 to the Registrant's Registration Statement on Form S-8 (File No. 333-105913), filed on June 6, 2003).
5.1	Opinion of Morris, Manning & Martin, LLP as to the legality of the securities being registered.
23.1	Consent of Ernst & Young LLP.
23.2	Consent of Morris, Manning & Martin, LLP (included in Exhibit 5.1).
24.1	Power of Attorney (following signature page).

[Letterhead of Morris, Manning & Martin, LLP]

October 27, 2005

Manhattan Associates, Inc.
2300 Windy Ridge Parkway
Suite 700
Atlanta, Georgia 30339

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel for Manhattan Associates, Inc., a Georgia corporation (the "Registrant"), in connection with the registration under the Securities Act of 1933, as amended, pursuant to a Registration Statement on Form S-8, of a proposed offering of 2,516,737 shares of the Registrant's common stock, par value \$.01 per share (the "Shares"), issuable pursuant to the Manhattan Associates, Inc. Stock Incentive Plan (the "Plan").

We have examined and are familiar with the originals or copies, certified or otherwise, identified to our satisfaction of such documents, corporate records and other instruments relating to the incorporation of the Registrant and to the authorization and issuance of Shares under the Plan as would be necessary and advisable for purposes of rendering this opinion. Based upon and subject to the foregoing, we are of the opinion that the Shares have been duly authorized and, when issued as contemplated by the Plan, will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this Opinion as Exhibit 5.1 to the Registrant's registration statement on Form S-8.

Very truly yours,

MORRIS, MANNING & MARTIN, LLP

/s/ Morris, Manning & Martin, LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8 No. 333-____) pertaining to the Manhattan Associates, Inc. Stock Incentive Plan of our reports dated March 16, 2005, with respect to the consolidated financial statements and schedule of Manhattan Associates, Inc. and subsidiaries, included in its Annual Report (Form 10-K) for the year ended December 31, 2004, and Manhattan Associates, Inc. management's assessment of the effectiveness of internal control over financial reporting, and the effectiveness of internal control over financial reporting of Manhattan Associates, Inc. and subsidiaries, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Atlanta, Georgia
October 25, 2005