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 September 30, 2024

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: 0-23999

MANHATTAN ASSOCIATES, INC.
(Exact Name of Registrant as Specified in Its Charter)

Georgia	**58-2373424**
(State or Other Jurisdiction of Incorporation or Organization)	**(I.R.S. Employer Identification No.)**
2300 Windy Ridge Parkway, Tenth Floor	
Atlanta, Georgia	**30339**
(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	Trading Symbol(s)	Name of each exchange on which registered
Common stock	MANH	Nasdaq Global Select Market

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 Regulations 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 whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a 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 Exchange Act). Yes ☐ No ☒

The number of shares of the Registrant's class of capital stock outstanding as of October 22, 2024, the latest practicable date, is as follows: 61,075,279 shares of common stock, $0.01 par value per share.

MANHATTAN ASSOCIATES, INC.
FORM 10-Q
Quarter Ended September 30, 2024

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PART I
FINANCIAL INFORMATION

Item 1. Financial Statements

MANHATTAN ASSOCIATES, INC. AND SUBSIDIARIES
Condensed Consolidated Balance Sheets
(in thousands, except share and per share data)

	September 30, 2024 (unaudited)	December 31, 2023
ASSETS		
Current assets:		
Cash and cash equivalents	**$ 214,952**	$ 270,741
Accounts receivable, net	**199,756**	181,173
Prepaid expenses and other current assets	**37,605**	27,276
Total current assets	**452,313**	479,190
Property and equipment, net	**12,809**	11,795
Operating lease right-of-use assets	**50,094**	21,645
Goodwill, net	**62,236**	62,235
Deferred income taxes	**86,551**	66,043
Other assets	**34,137**	32,445
Total assets	**$ 698,140**	$ 673,353
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	**$ 23,183**	$ 24,508
Accrued compensation and benefits	**63,010**	73,210
Accrued and other liabilities	**23,227**	27,374
Deferred revenue	**252,537**	237,793
Income taxes payable	**286**	3,030
Total current liabilities	**362,243**	365,915
Operating lease liabilities, long-term	**50,028**	17,694
Other non-current liabilities	**7,918**	11,466
Shareholders' equity:		
Preferred stock, no par value; 20,000,000 shares authorized, no shares issued or outstanding in 2024 and 2023	**-**	-
Common stock, $0.01 par value; 200,000,000 shares authorized; 61,072,619 and 61,566,037 shares issued and outstanding at September 30, 2024 and December 31, 2023, respectively	**610**	615
Retained earnings	**303,361**	304,701
Accumulated other comprehensive loss	**(26,020)**	(27,038)
Total shareholders' equity	**277,951**	278,278
Total liabilities and shareholders' equity	**$ 698,140**	$ 673,353

See accompanying Notes to Condensed Consolidated Financial Statements.

MANHATTAN ASSOCIATES, INC. AND SUBSIDIARIES
Condensed Consolidated Statements of Income
(in thousands, except per share amounts)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Revenue:				
Cloud subscriptions	**$ 86,485**	$ 65,033	**$ 246,873**	$ 183,196
Software license	**3,762**	3,870	**9,633**	12,967
Maintenance	**34,491**	35,296	**104,736**	106,772
Services	**137,009**	127,965	**406,035**	368,744
Hardware	**4,934**	6,277	**19,274**	18,791
Total revenue	**266,681**	238,441	**786,551**	690,470
Costs and expenses:				
Cost of cloud subscriptions, maintenance and services	**118,269**	111,142	**356,920**	322,914
Cost of software license	**391**	297	**1,068**	967
Research and development	**34,349**	33,093	**104,693**	95,487
Sales and marketing	**16,586**	17,650	**55,669**	54,278
General and administrative	**20,308**	21,371	**62,623**	61,561
Depreciation and amortization	**1,688**	1,440	**4,670**	4,247
Total costs and expenses	**191,591**	184,993	**585,643**	539,454
Operating income	**75,090**	53,448	**200,908**	151,016
Other income, net	**1,312**	1,739	**3,222**	2,923
Income before income taxes	**76,402**	55,187	**204,130**	153,939
Income tax provision	**12,621**	5,766	**33,782**	26,107
Net income	**$ 63,781**	$ 49,421	**$ 170,348**	$ 127,832
Basic earnings per share	**$ 1.04**	$ 0.80	**$ 2.77**	$ 2.07
Diluted earnings per share	**$ 1.03**	$ 0.79	**$ 2.74**	$ 2.05
Weighted average number of shares:				
Basic	**61,169**	61,639	**61,404**	61,902
Diluted	**61,948**	62,310	**62,186**	62,501

See accompanying Notes to Condensed Consolidated Financial Statements.

MANHATTAN ASSOCIATES, INC. AND SUBSIDIARIES
Consolidated Statements of Comprehensive Income
(in thousands)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Net income	**$ 63,781**	$ 49,421	**$ 170,348**	$ 127,832
Foreign currency translation adjustment, net of tax	**1,734**	(2,086)	**1,018**	(1,294)
Comprehensive income	**$ 65,515**	$ 47,335	**$ 171,366**	$ 126,538

See accompanying Notes to Condensed Consolidated Financial Statements.

MANHATTAN ASSOCIATES, INC. AND SUBSIDIARIES
Condensed Consolidated Statements of Cash Flows
(in thousands)

	Nine Months Ended September 30, 2024 (unaudited)	Nine Months Ended September 30, 2023 (unaudited)
Operating activities:		
Net income	**$ 170,348**	$ 127,832
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	**4,670**	4,247
Equity-based compensation	**70,614**	53,598
(Gain) loss on disposal of equipment	**(131)**	42
Deferred income taxes	**(20,544)**	(18,359)
Unrealized foreign currency loss	**906**	922
Changes in operating assets and liabilities:		
Accounts receivable, net	**(17,515)**	(17,168)
Other assets	**(9,688)**	(7,747)
Accounts payable, accrued and other liabilities	**(13,367)**	13,477
Income taxes	**(7,956)**	(4,347)
Deferred revenue	**12,962**	5,362
Net cash provided by operating activities	**190,299**	157,859
Investing activities:		
Purchase of property and equipment	**(5,547)**	(2,761)
Net cash used in investing activities	**(5,547)**	(2,761)
Financing activities:		
Repurchase of common stock	**(241,150)**	(195,716)
Net cash used in financing activities	**(241,150)**	(195,716)
Foreign currency impact on cash	**609**	(2,533)
Net change in cash and cash equivalents	**(55,789)**	(43,151)
Cash and cash equivalents at beginning of period	**270,741**	225,463
Cash and cash equivalents at end of period	**$ 214,952**	$ 182,312

See accompanying Notes to Condensed Consolidated Financial Statements.

Item 1. Financial Statements (continued)

MANHATTAN ASSOCIATES, INC. AND SUBSIDIARIES
Condensed Consolidated Statements of Shareholders' Equity
(in thousands, except share data)

	Common Stock		Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Total Shareholders' Equity
	Shares	Amount				
For the Three Months Ended September 30, 2024						
Balance, June 30, 2024 (unaudited)	**61,245,638**	**$ 612**	**$ -**	**$ 267,771**	**$ (27,754)**	**$ 240,629**
Repurchase of common stock	**(202,209)**	**(2)**	**(23,411)**	**(28,191)**	**-**	**(51,604)**
Restricted stock units issuance	**29,190**	**-**	**-**	**-**	**-**	**-**
Excise tax on net stock repurchases	**-**	**-**	**(442)**	**-**	**-**	**(442)**
Equity-based compensation	**-**	**-**	**23,853**	**-**	**-**	**23,853**
Foreign currency translation adjustment	**-**	**-**	**-**	**-**	**1,734**	**1,734**
Net income	**-**	**-**	**-**	**63,781**	**-**	**63,781**
Balance, September 30, 2024 (unaudited)	**61,072,619**	**$ 610**	**$ -**	**$ 303,361**	**$ (26,020)**	**$ 277,951**
For the Nine Months Ended September 30, 2024						
Balance, December 31, 2023 (audited)	**61,566,037**	**$ 615**	**$ -**	**$ 304,701**	**$ (27,038)**	**$ 278,278**
Repurchase of common stock	**(1,007,013)**	**(10)**	**(69,452)**	**(171,688)**	**-**	**(241,150)**
Restricted stock units issuance	**513,595**	**5**	**(5)**	**-**	**-**	**-**
Excise tax accrued	**-**	**-**	**(1,157)**	**-**	**-**	**(1,157)**
Equity-based compensation	**-**	**-**	**70,614**	**-**	**-**	**70,614**
Foreign currency translation adjustment	**-**	**-**	**-**	**-**	**1,018**	**1,018**
Net income	**-**	**-**	**-**	**170,348**	**-**	**170,348**
Balance, September 30, 2024 (unaudited)	**61,072,619**	**$ 610**	**$ -**	**$ 303,361**	**$ (26,020)**	**$ 277,951**
For the Three Months Ended September 30, 2023						
Balance, June 30, 2023 (unaudited)	61,668,512	$ 617	$ -	$ 196,673	$ (26,740)	$ 170,550
Repurchase of common stock	(136,165)	(1)	(18,821)	(7,779)	-	(26,601)
Restricted stock units issuance	30,133	-	-	-	-	-
Excise tax on net stock repurchases	-	-	(209)	-	-	(209)
Equity-based compensation	-	-	19,030	-	-	19,030
Foreign currency translation adjustment	-	-	-	-	(2,086)	(2,086)
Net income	-	-	-	49,421	-	49,421
Balance, September 30, 2023 (unaudited)	61,562,480	$ 616	$ -	$ 238,315	$ (28,826)	$ 210,105
For the Nine Months Ended September 30, 2023						
Balance, December 31, 2022 (audited)	62,191,570	$ 621	$ -	$ 253,711	$ (27,532)	$ 226,800
Repurchase of common stock	(1,244,580)	(11)	(52,477)	(143,228)	-	(195,716)
Restricted stock units issuance	615,490	6	(6)	-	-	-
Excise tax on net stock repurchases	-	-	(1,115)	-	-	(1,115)
Equity-based compensation	-	-	53,598	-	-	53,598
Foreign currency translation adjustment	-	-	-	-	(1,294)	(1,294)
Net income	-	-	-	127,832	-	127,832
Balance, September 30, 2023 (unaudited)	61,562,480	$ 616	$ -	$ 238,315	$ (28,826)	$ 210,105

See accompanying Notes to Condensed Consolidated Financial Statements.

Notes to Condensed Consolidated Financial Statements
(Unaudited)

1. Basis of Presentation and Principles of Consolidation

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements of Manhattan Associates, Inc. and its subsidiaries (the "Company," "we," "us," "our," or "Manhattan") have been prepared in accordance with accounting principles generally accepted in the United States (GAAP) for interim financial information, with the instructions to Form 10-Q and with Rule 10-01 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required for complete financial statements. In the opinion of management, these condensed consolidated financial statements contain all normal recurring adjustments considered necessary for a fair presentation of our financial position at September 30, 2024, the results of operations for the three and nine months ended September 30, 2024 and 2023, and cash flows for the nine months ended September 30, 2024 and 2023. The results for the three and nine months ended September 30, 2024 are not necessarily indicative of the results to be expected for the full year or any other interim period. These statements should be read in conjunction with our audited consolidated financial statements and management's discussion and analysis included in our annual report on Form 10-K for the year ended December 31, 2023.

Principles of Consolidation

The accompanying condensed consolidated financial statements include our accounts and the accounts of our wholly owned subsidiaries. All intercompany balances and transactions have been eliminated in consolidation.

Recent Accounting Pronouncements

In November 2023, the FASB issued Accounting Standards Update (ASU) 2023-07 Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures which expands annual and interim disclosure requirements for reportable segments, primarily through enhanced disclosures about significant segment expenses. We expect to adopt the updated accounting guidance in our Annual Report on Form 10-K for the year ended December 31, 2024. We are currently evaluating the impact the adoption of the new accounting guidance will have on our segment disclosures.

In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures. The updated accounting guidance, among other things, requires additional disclosure primarily related to the income tax rate reconciliation and income taxes paid. We expect to adopt the updated accounting guidance in our Annual Report on Form 10-K for the year ended December 31, 2025. We are currently evaluating the impact the adoption of the new accounting guidance will have on our income tax disclosures.

2. Revenue Recognition

We recognize revenue when we transfer control of the promised products or services to our customers, in an amount that reflects the consideration we expect to be entitled to in exchange for those products or services. We derive our revenue from cloud subscriptions, software licenses, customer support services and software enhancements ("maintenance"), implementation and training services, and sales of hardware. We report sales and usage-based taxes net within revenue.

Nature of Products and Services

Cloud subscriptions includes software as a service (SaaS) and arrangements which provide customers with the right to use our software within a cloud environment that we provide and manage, where the customer does not have the right to take possession of the software without significant penalty. SaaS and hosting revenues are recognized ratably over the contract period.

Our perpetual software licenses provide the customer with a right to use the software as it exists at the time of purchase. We recognize revenue for distinct software licenses once the license period has begun, and we have made the software available to the customer. Our perpetual software licenses are typically sold with maintenance, under which we provide a comprehensive 24 hours per day, 365 days per year program that provides customers with software upgrades, when and if available, which include additional or improved functionality and technological advances incorporating emerging supply chain and industry initiatives. Revenue related to maintenance is generally paid in advance and recognized ratably over the term of the agreement, typically twelve months. Maintenance renewal revenue is recognized over the renewal period once we have a contract upon payment from the customer. Perpetual software license revenue accounts for approximately 1% of total revenue.

Our services revenue consists of fees generated from implementation, training, and application managed services, including reimbursements of out-of-pocket expenses in connection with our implementation services. Implementation services include system planning, design, configuration, testing, and other software implementation support, and are typically optional and distinct from our software. Following implementation, customers who have purchased perpetual licenses may purchase application managed services to support and maintain our software. Fees for our services are separately priced and are generally billed on an hourly basis, and revenue is recognized over time as the services are performed. In certain situations, we render professional services under agreements based upon a fixed fee for portions of or all of the engagement. Revenue related to fixed-fee-based services contracts is recognized over time based on the proportion performed.

As part of a complete solution, our customers periodically purchase hardware products developed and manufactured by third parties from us for use with the software licenses purchased from us. These products include computer hardware, radio frequency terminal networks, radio frequency identification (RFID) chip readers, bar code printers and scanners, and other peripherals. As we do not physically control the hardware that we sell, we are acting as an agent in the transaction and recognize our hardware revenue net of related cost. We recognize hardware revenue when control is transferred to the customer upon shipment.

Significant Judgments

Our contracts with customers typically contain promises to transfer multiple products and services to a customer. Judgment is required to determine whether each product and service is considered to be a distinct performance obligation that should be accounted for separately under the contract. We allocate the transaction price to the distinct performance obligations based on relative standalone selling price (“SSP”). We estimate SSP based on the prices charged to customers, or by using information such as market conditions and other observable inputs. However, the selling price of our cloud subscriptions and software licenses are highly variable. Thus, we estimate SSP for our cloud subscriptions and software licenses using the residual approach, determined based on total transaction price less the SSP of other goods and services promised in the contract.

Contract Balances

Cloud subscriptions and maintenance for perpetual software licenses are typically billed annually in advance. Timing of invoicing to customers may differ from timing of revenue recognition. Payment terms for our software licenses vary. We have an established history of collecting under the terms of our software license contracts without providing refunds or concessions to our customers. We typically bill our professional services monthly as performed. In instances where the timing of revenue recognition differs from the timing of invoicing, we have determined that our contracts generally do not include a significant financing component. The primary purpose of our invoicing terms is to provide customers with predictable ways to purchase our software and services, not to provide or receive financing. Additionally, we are applying the practical expedient to exclude from consideration any contracts with payment terms of one year or less, as we rarely offer terms extending beyond one year or invoice more than a year in advance.

Deferred revenue represents amounts collected prior to having completed performance of cloud subscriptions, maintenance, and professional services. In the three and nine months ended September 30, 2024, we recognized $43.8 million and $213.5 million of revenue that was included in the deferred revenue balance as of December 31, 2023. In the three months ended September 30, 2024, we recognized $117.7 million of revenue that was included in the deferred revenue balance as of June 30, 2024.

Remaining Performance Obligations

As of September 30, 2024, approximately $1.7 billion of revenue - over 98% of which is cloud-native subscriptions - is expected to be recognized from remaining performance obligations (RPO) with a non-cancelable term greater than 1 year (including deferred revenue as well as amounts that are expected to be invoiced and recognized as revenue in future periods). We expect to recognize revenue on approximately 40% of these remaining performance obligations over the next 24 months with the majority of the remaining balance recognized over the following 36 months. We have elected not to provide disclosures regarding remaining performance obligations for contracts with a term of 1 year or less.

Returns and Allowances

We have not experienced significant returns or warranty claims to date and, as a result, have not recorded a provision for the cost of returns and product warranty claims.

We record an allowance for credit losses utilizing a model of internal historical losses data. In estimating the allowance for credit losses, we considered our historical write-offs, the historical creditworthiness of the customer, and other factors. We also analyzed expected credit losses given future risks in projected economic conditions and future risks of customer collection. Should any of these factors change, our estimates will also change accordingly, which could affect the level of our future allowances. Additions to the allowance for credit losses are recorded in general and administrative expense and were immaterial in all periods presented. Our credit loss reserve was $0.9 million as of September 30, 2024 and December 31, 2023.

We also reduce accounts receivable with a corresponding reduction in services revenue for the most likely amount of potential service revenue adjustments based on a detailed assessment of accounts receivable. The total amount recorded to services revenue was $0.1 million and $2.8 million for the three months ended September 30, 2024 and 2023, respectively, and $1.0 million and $4.0

million for the nine months ended September 30, 2024 and 2023, respectively. As of September 30, 2024 and December 31, 2023, we have reduced our accounts receivable balance by $3.2 million and $4.4 million, respectively, for these potential adjustments.

Deferred Commissions

We consider sales commissions to be incremental costs of obtaining a contract with a customer. We defer and recognize an asset for sales commissions related to performance obligations with an expected period of benefit of more than one year. We amortize these amounts over the expected benefit period, which we estimate by considering several factors, including the rate of technological change and duration of our customer contracts. Sales commission for renewal contracts are amortized over the related contractual renewal period. We apply the practical expedient to expense sales commissions when the amortization period would have been one year or less. Deferred commissions were $40.4 million as of September 30, 2024, of which $30.2 million is included in other assets and $10.2 million is included in prepaid expenses. Sales commission expense is included in Sales and Marketing expense in the accompanying Consolidated Statements of Income. Amortization of sales commissions was $2.6 million and $2.4 million for the three months ended September 30, 2024 and 2023, respectively, and $7.9 million and $7.0 million for the nine months ended September 30, 2024 and 2023, respectively. No impairment losses were recognized during the periods.

3. Fair Value Measurement

We measure our investments based on a fair value hierarchy disclosure framework that prioritizes and ranks the level of market price observability used in measuring assets and liabilities at fair value. Market price observability is affected by a number of factors, including the type of asset or liability and its characteristics. This hierarchy prioritizes the inputs into three broad levels as follows:

- Level 1–Quoted prices in active markets for identical instruments.
- 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 significant inputs and significant value drivers are observable in active markets.
- Level 3–Valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable.

Investments with maturities of 90 days or less from the date of purchase are classified as cash equivalents; investments with maturities of greater than 90 days from the date of purchase but less than one year are generally classified as short-term investments; and investments with maturities of one year or greater from the date of purchase are generally classified as long-term investments. Unrealized holding gains and losses are reflected as a net amount in a separate component of shareholders' equity until realized. For the purposes of computing realized gains and losses, cost is determined on a specific identification basis.

At September 30, 2024, our cash and cash equivalents were $102.4 million and $112.6 million, respectively. We had neither short-term investments nor long-term investments at September 30, 2024. Cash equivalents consist of highly liquid money market funds. For money market funds, we use quoted prices from active markets that are classified at Level 1, the highest level of observable input in the disclosure hierarchy framework. We had no investments classified at Level 2 or Level 3 at September 30, 2024.

4. Equity-Based Compensation

We granted 1,273 and 876 restricted stock units (RSUs) during the three months ended September 30, 2024 and 2023, respectively, and granted 549,122 and 582,209 RSUs during the nine months ended September 30, 2024 and 2023, respectively. Equity-based compensation expense related to RSUs was $23.9 million and $19.0 million during the three months ended September 30, 2024 and 2023, respectively, and $70.6 million and $53.6 million during the nine months ended September 30, 2024 and 2023, respectively.

We present below a summary of changes during the nine months ended September 30, 2024 in our unvested units of restricted stock:

	Number of shares/units
Outstanding at December 31, 2023	1,376,063
Granted	549,122
Vested	(513,595)
Forfeited	(14,500)
Outstanding at September 30, 2024	**1,397,090**

5. Income Taxes

Our effective tax rate was 16.5% and 10.4% for the three months ended September 30, 2024 and 2023, respectively, and 16.5% and 17.0% for the nine months ended September 30, 2024 and 2023, respectively. The increase in the effective tax rate for three months ended September 30, 2024 is primarily due to a decrease of benefit in recording return to provision estimates in the quarter, offset by a reduction in expense related to statute of limitations expiration on uncertain tax positions. The decrease in the effective tax rate for the nine months ended September 30, 2024 is due to an increase of excess tax benefits on restricted stock vesting and a reduction in expense related to statute of limitations expiration on uncertain tax positions, partially offset by a decrease of benefit in recording return to provision estimates.

We apply the provisions for income taxes related to, among other things, accounting for uncertain tax positions and disclosure requirements in accordance with Accounting Standards Classification (ASC) 740, Income Taxes. For the three months ended September 30, 2024, our uncertain tax positions decreased by $3.0 million primarily due to statute of limitations expiration.

We conduct business globally and, as a result, file income tax returns in the U.S. federal jurisdiction and various state and foreign jurisdictions. In the normal course of business, Manhattan is subject to examination by taxing authorities throughout the world. We are no longer subject to U.S. federal, substantially all state and local income tax examinations and substantially all non-U.S. income tax examinations for years before 2010.

Under the Inflation Reduction Act of 2022, we are subject to a 1% excise tax on stock repurchases, net of stock issuances, beginning in 2023. We have included the tax in the cost of our stock repurchases as a reduction of shareholders' equity.

6. Basic and Diluted Net Income Per Share

Basic net income per share is computed using net income divided by the weighted average number of shares of common stock outstanding ("Weighted Shares") for the period presented.

Diluted net income per share is computed using net income divided by Weighted Shares and the treasury stock method effect of common equivalent shares (CESs) outstanding for each period presented.

In the following table, we present a reconciliation of earnings per share and the shares used in the computation of earnings per share for the three and nine months ended September 30, 2024 and 2023 (in thousands, except per share data):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	**2023**	**2024**	**2023**
	(in thousands, except per share data)		(in thousands, except per share data)	
Net income	**$ 63,781**	$ 49,421	**$ 170,348**	$ 127,832
Earnings per share:				
Basic	**$ 1.04**	$ 0.80	**$ 2.77**	$ 2.07
Effect of CESs	**(0.01)**	(0.01)	**(0.03)**	(0.02)
Diluted	**$ 1.03**	$ 0.79	**$ 2.74**	$ 2.05
Weighted average number of shares:				
Basic	**61,169**	61,639	**61,404**	61,902
Effect of CESs	**779**	671	**782**	599
Diluted	**61,948**	62,310	**62,186**	62,501

The number of anti-dilutive CESs during the three and nine months ended September 30, 2024 and 2023 was immaterial.

7. Contingencies

From time to time, we may be involved in litigation relating to claims arising out of the ordinary course of business, and occasionally legal proceedings not in the ordinary course. Many of our installations involve products that are critical to the operations of our clients' businesses. Any failure in one of our products could result in a claim for substantial damages against us, regardless of our responsibility for such failure. Although we attempt to limit contractually our liability for damages arising from product failures or negligent acts or omissions, there can be no assurance that the limitations of liability set forth in our contracts will be enforceable in all instances. We are not currently a party to any legal proceedings the result of which we believe is likely to have a material adverse impact on our business, financial position, results of operations, or cash flows. We expense legal costs associated with loss contingencies as such legal costs are incurred.

8. Reportable Segments

We manage our business by geographic region and have three geographic reportable segments: North and Latin America (the "Americas"); Europe, the Middle East and Africa (EMEA); and Asia Pacific (APAC). All segments derive revenue from the sale and implementation of our supply chain commerce solutions. The individual products sold by the segments are similar in nature and are all designed to help companies manage the effectiveness and efficiency of their supply chain commerce. We use the same accounting policies for each reportable segment. The chief operating decision maker (Chief Executive Officer and Chief Financial Officer) evaluate performance based on revenue and operating results for each reportable segment.

The Americas segment charges royalty fees to the other segments based on software licenses and cloud subscriptions sold by those reportable segments. The royalties, which totaled approximately $4.8 million and $3.1 million for the three months ended September 30, 2024 and 2023, respectively, and $13.9 million and $9.7 million for the nine months ended September 30, 2024 and 2023, respectively, are included in costs of revenue for each segment with a corresponding reduction in the Americas segment's cost of revenue. The revenues represented below are from external customers only. The geography-based costs consist of costs for professional services personnel, direct sales and marketing expenses, infrastructure costs to support the employee and customer base, billing and financial systems, management and general and administrative support. Certain corporate expenses included in the Americas segment are not charged to the other segments. Such expenses include research and development, certain marketing and general and administrative costs that support the global organization, and the amortization of acquired developed technology. Costs in the Americas segment include all research and development costs, including the costs associated with our operations in India.

In accordance with ASC 280, Segment Reporting, we present below certain financial information by reportable segment for the three and nine months ended September 30, 2024 and 2023 (in thousands):

	Three Months Ended September 30,							
	2024				2023			
	Americas	EMEA	APAC	Consolidated	Americas	EMEA	APAC	Consolidated
Revenue:								
Cloud subscriptions	**$ 67,708**	**$ 16,158**	**$ 2,619**	**$ 86,485**	$ 52,846	$ 10,343	$ 1,844	$ 65,033
Software license	**3,112**	**278**	**372**	**3,762**	3,502	51	317	3,870
Maintenance	**27,541**	**4,725**	**2,225**	**34,491**	27,951	5,159	2,186	35,296
Services	**102,616**	**26,862**	**7,531**	**137,009**	96,045	25,594	6,326	127,965
Hardware	**4,875**	**59**	**-**	**4,934**	6,220	57	-	6,277
Total revenue	**205,852**	**48,082**	**12,747**	**266,681**	186,564	41,204	10,673	238,441
Costs and Expenses:								
Cost of revenue	**88,997**	**23,934**	**5,729**	**118,660**	84,275	22,134	5,030	111,439
Operating expenses	**66,422**	**3,380**	**1,441**	**71,243**	66,356	4,514	1,244	72,114
Depreciation and amortization	**1,400**	**247**	**41**	**1,688**	1,278	141	21	1,440
Total costs and expenses	**156,819**	**27,561**	**7,211**	**191,591**	151,909	26,789	6,295	184,993
Operating income	**$ 49,033**	**$ 20,521**	**$ 5,536**	**$ 75,090**	$ 34,655	$ 14,415	$ 4,378	$ 53,448

	Nine Months Ended September 30,							
	2024				2023			
	Americas	EMEA	APAC	Consolidated	Americas	EMEA	APAC	Consolidated
Revenue:								
Cloud subscriptions	**$ 193,505**	**$ 46,030**	**$ 7,338**	**$ 246,873**	$ 148,812	$ 29,454	$ 4,930	$ 183,196
Software license	**7,371**	**1,126**	**1,136**	**9,633**	8,556	1,902	2,509	12,967
Maintenance	**84,038**	**13,930**	**6,768**	**104,736**	84,938	14,919	6,915	106,772
Services	**304,200**	**80,265**	**21,570**	**406,035**	275,602	75,321	17,821	368,744
Hardware	**19,005**	**269**	**-**	**19,274**	18,623	168	-	18,791
Total revenue	**608,119**	**141,620**	**36,812**	**786,551**	536,531	121,764	32,175	690,470
Costs and Expenses:								
Cost of revenue	**267,797**	**73,830**	**16,361**	**357,988**	242,998	66,401	14,482	323,881
Operating expenses	**205,455**	**13,486**	**4,044**	**222,985**	193,080	14,238	4,008	211,326
Depreciation and amortization	**3,847**	**704**	**119**	**4,670**	3,825	361	61	4,247
Total costs and expenses	**477,099**	**88,020**	**20,524**	**585,643**	439,903	81,000	18,551	539,454
Operating income	**$ 131,020**	**$ 53,600**	**$ 16,288**	**$ 200,908**	$ 96,628	$ 40,764	$ 13,624	$ 151,016

Cloud subscriptions revenue primarily relates to our Manhattan Active omnichannel, warehouse management solutions, and transportation management solutions for the three and nine months ended September 30, 2024. The majority of our software license revenue (over 80%) relates to our warehouse management product group for the three and nine months ended September 30, 2024.

At September 30, 2024, total assets for the Americas, EMEA and APAC segments were $570.0 million, $99.8 million, and $28.3 million, respectively.

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

The following discussion should be read in conjunction with the condensed consolidated financial statements for the three and nine months ended September 30, 2024 and 2023, including the notes to those statements, included elsewhere in this quarterly report. We also recommend the following discussion be read in conjunction with management's discussion and analysis and consolidated financial statements included in our annual report on Form 10-K for the year ended December 31, 2023. Statements in the following discussion that are not statements of historical fact are "forward-looking statements." Actual results may differ materially from the results predicted in such forward-looking statements, for a variety of factors. See "Forward-Looking Statements" below.

References in this filing to the "Company," "Manhattan," "Manhattan Associates," "we," "our," and "us" refer to Manhattan Associates, Inc., our predecessors, and our wholly owned and consolidated subsidiaries.

Business Overview

We develop, sell, deploy, service and maintain software solutions designed to manage Unified Omnichannel Commerce and Digital Supply Chain, inventory and omnichannel operations for retailers, wholesalers, manufacturers, logistics providers and other organizations. Our customers include many of the world's most premier and profitable brands.

Our business model is singularly focused on the development and implementation of complex commerce enablement software solutions that are designed to optimize supply chains, and retail store operations including point-of-sale effectiveness and efficiency for our customers.

We have five principal sources of revenue:

- cloud subscriptions, including software as a service (SaaS);
- licenses of our software;
- customer support services and software enhancements (collectively, "maintenance");
- professional services, including solutions planning and implementation, related consulting, customer training, and reimbursements from customers for out-of-pocket expenses (collectively, "services"); and
- hardware sales.

In the three and nine months ended September 30, 2024, we generated $266.7 million and $786.6 million in total revenue, respectively. The revenue mix for the three months ended September 30, 2024 was: cloud subscriptions 33%; software license 1%; maintenance 13%; services 51%; and hardware 2%. The revenue mix for the nine months ended September 30, 2024 was: cloud subscriptions 31%; software license 1%; maintenance 13%; services 52%; and hardware 3%.

We have three geographic reportable segments: North and Latin America (the "Americas"), Europe, the Middle East and Africa (EMEA), and Asia-Pacific (APAC). Geographic revenue is based on the location of the sale. Our international revenue was approximately $88.0 million and $260.6 million for the three and nine months ended September 30, 2024, respectively, which represents approximately 33% of our total revenue for both three and nine months ended September 30, 2024. International revenue includes all revenue derived from sales to customers outside the United States. At September 30, 2024, we employed approximately 4,700 employees worldwide. We have offices in Australia, Chile, China, France, Germany, India, Italy, Japan, the Netherlands, Singapore, Spain, the United Kingdom, and the United States, as well as representatives in Mexico and reseller partnerships in Latin America, Eastern Europe, the Middle East, South Africa, and Asia.

Future Expectations

While we remain cautious about the global economy, our results for the first nine months of 2024 exceeded our expectations due to solid demand for our cloud solutions. Our solutions are mission critical, supporting complex global supply chains. We believe that favorable secular tailwinds, such as the digital transformation of businesses in manufacturing, wholesale and retail, coupled with our commitment to investing in organic innovation to deliver leading cloud supply chain, inventory and omnichannel commerce solutions is in synergistic alignment with current market demand. We believe that this alignment is contributing to our strong financial results, higher demand and strong win rates for our solutions for the period. We remain committed to investing in our business to drive customer success and expand our total addressable market, which we believe will position us well to achieve long-term sustainable growth and earnings.

Going forward, we are investing in our cloud business, including enterprise investments in innovation, and strategic operating expenses to support growth objectives.

For the remainder of 2024, our five strategic goals remain to:

- Focus on employees, customer success and drive sustainable long-term growth;
- Invest in innovation to expand our products and total addressable market;

- Expand our Manhattan Active Suite of Cloud Solutions;
- Develop and grow our cloud business and cloud subscription revenue; and
- Expand our global sales and marketing teams.

Cloud Subscription

Under our Manhattan Active® Solutions cloud subscription offering, customers pay a periodic fee for the right to use our software within a cloud environment that we provide and manage over a specified period of time. Adoption of our Manhattan Active® cloud solutions continues to increase, with cloud revenue up 33% over the same quarter in the prior year. Cloud revenue now represents about 96% of our total software revenue. Customers on our legacy perpetual license program can convert their maintenance contracts to cloud subscription contracts.

Global Economic Trends and Industry Factors

Global macro-economic trends, technology spending, and supply chain management market growth are important barometers for our business. In both the three and nine months ended September 30, 2024, approximately 67% of our total revenue was generated in the United States, 18% in EMEA, and the remaining balance in APAC, Canada, and Latin America. In addition, Gartner Inc. ("Gartner"), an information technology research and advisory company, estimates that approximately 79% of every supply chain software solutions dollar invested is spent in North America and Western Europe; consequently, the health of the U.S. and the Western European economies have a meaningful impact on our financial results.

We sell technology-based solutions with total pricing, including software and services, in many cases exceeding $1.0 million. Our software is often a part of our customers' and prospects' much larger capital commitment associated with facilities expansion and business improvement. We believe that, given the mission critical nature of our software, combined with a challenging global macro environment, our current sales cycles for large cloud subscriptions in our target markets could be extended. While demand for our solutions is solid, the current business climate within the United States and geographic regions in which we operate may affect customers' and prospects' decisions regarding timing of strategic capital expenditures.

While we are encouraged by our results, we remain cautious regarding the pace of global economic growth. We believe global geopolitical and economic volatility likely will continue to shape customers' and prospects' enterprise software buying decisions.

Key Performance Metrics

We regularly review metrics to evaluate our business, measure our performance, identify trends affecting our business, formulate financial projections and make strategic decisions. We believe cloud subscriptions revenue growth and remaining performance obligation (RPO) growth are the leading indicators of our business performance, primarily derived from cloud subscription fees that customers pay for our Unified Omnichannel Commerce and Digital Supply Chain solutions.

Cloud Subscriptions Revenue Growth

Our cloud revenue growth provides insight into our ability to maintain and grow our cloud customer base. Total cloud revenue increased to $246.9 million during the nine months ended September 30, 2024 from $183.2 million for the same period in the prior year, representing a 35% year-over-year increase. Cloud revenue growth is being driven by strong demand for our cloud offerings.

Remaining Performance Obligations

Transaction price allocated to RPO represents contracted revenue that has not yet been recognized, which includes deferred revenue and non-cancelable amounts that we expect to invoice and recognize as revenue in future periods. Over 98% of our RPO represent cloud native subscriptions with a non-cancelable term greater than one year. Maintenance contracts typically are for one year and not included in RPO. RPO provides insight into our contracted backlog of future business. As of September 30, 2024, our RPO was approximately $1.7 billion, an increase of 27% over September 30, 2023 on strong demand.

Revenue

Cloud Subscriptions and Software License Revenue. In the three months ended September 30, 2024, cloud subscriptions revenue totaled $86.5 million or 33% of total revenues. The Americas, EMEA, and APAC segments recognized $67.7 million, $16.2 million, and $2.6 million in cloud subscriptions revenue, respectively, in the three months ended September 30, 2024. In the nine months ended September 30, 2024, cloud subscriptions revenue was 96% of total cloud and software license revenue. In the nine months ended September 30, 2024, cloud subscriptions revenue totaled $246.9 million or 31% of total revenues. The Americas, EMEA, and APAC segments recognized $193.5 million, $46.0 million, and $7.4 million in cloud subscriptions revenue, respectively, in the nine months ended September 30, 2024. Cloud subscriptions revenue is recognized over the term of the agreement, typically five years or more. Cloud subscription revenue growth is influenced by the strength of general economic and business conditions and the competitive position of our software products. These revenues generally have long sales cycles.

In the three months ended September 30, 2024, license revenue totaled $3.8 million, or 1% of total revenue. The Americas, EMEA, and APAC segments totaled $3.1 million, $0.3 million, and $0.4 million in license revenue, respectively, in the three months ended September 30, 2024. In the nine months ended September 30, 2024, license revenue totaled $9.6 million, or 1% of total revenue. The Americas, EMEA, and APAC segments totaled $7.4 million, $1.1 million, and $1.1 million in license revenue, respectively, in the nine months ended September 30, 2024.

During the three and nine months ended September 30, 2024, approximately 14% and 22%, respectively, of the total value of new non-cancelable cloud subscriptions (excluding renewals) signed was with new customers, and 86% and 78%, respectively, was with existing customers. We define new customers as entities from which we either have never earned revenue or have not recognized revenue in the last five years.

Our Unified Omnichannel Commerce and Digital Supply Chain solutions are focused on core omnichannel operation (e-commerce, retail store operations and POS), supply chain commerce operations (Warehouse Management, Transportation Management and Labor Management), and Inventory Optimization, which are intensely competitive markets characterized by rapid technological change. We are a market leader in the supply chain management and omnichannel software solutions market as defined by industry analysts such as ARC Advisory Group and Gartner. Our goal is to extend our position as a leading global supply chain solutions provider by growing our cloud subscriptions revenue faster than our competitors through investment in innovation.

Maintenance Revenue. Our maintenance revenue for the three months ended September 30, 2024 totaled $34.5 million, or 13% of total revenue. The Americas, EMEA and APAC segments recognized $27.6 million, $4.7 million, and $2.2 million, respectively, in maintenance revenue in the three months ended September 30, 2024. In the nine months ended September 30, 2024, maintenance revenue totaled $104.7 million, or 13% of total revenue. The Americas, EMEA, and APAC segments totaled $84.0 million, $13.9 million, and $6.8 million in maintenance revenue, respectively, in the nine months ended September 30, 2024. For maintenance, we offer a comprehensive 24 hours per day, 365 days per year program that provides our customers with software upgrades, when and if available, which include additional or improved functionality and technological advances incorporating emerging supply chain and industry initiatives.

Maintenance relates to our traditional perpetual license sales. We expect maintenance revenues to decline as we continue to develop our cloud offerings, and be offset by additional cloud revenue, including from customers converting their maintenance contracts to cloud subscriptions. The growth of maintenance revenues is influenced by: (1) new software license revenue growth; (2) annual renewal of support contracts; and (3) fluctuations in currency rates. Substantially all of our customers renew their annual support contracts or convert their maintenance contracts to cloud subscriptions. Maintenance revenue is generally paid in advance and recognized over the term of the agreement, typically twelve months. Maintenance renewal revenue is recognized over the renewal period once we have a contract upon payment from the customer.

Services Revenue. In the three months ended September 30, 2024, our services revenue totaled $137.0 million, or 51% of total revenue. The Americas, EMEA, and APAC segments recognized $102.6 million, $26.9 million, and $7.5 million, respectively, in services revenue in the three months ended September 30, 2024. In the nine months ended September 30, 2024, services revenue totaled $406.0 million, or 52% of total revenue. The Americas, EMEA, and APAC segments totaled $304.2 million, $80.2 million, and $21.6 million in services revenue, respectively, in the nine months ended September 30, 2024.

Our professional services organization provides our customers with expertise and assistance in planning and implementing our solutions. To ensure a successful product implementation, consultants assist customers with the initial implementation of a system or service, the conversion and transfer of the customer’s historical data to the new system or service, and ongoing training, education, and system/service upgrades. We believe our professional services enable customers to implement our software rapidly, ensure the customer’s success with our solutions, strengthen our customer relationships, and add to our industry-specific knowledge base for use in future implementations and product innovations.

Although our professional services are optional, the majority of our customers use at least some portion of these services for their planning, implementation, or related needs. Professional services are typically rendered under time and materials-based contracts with services typically billed on an hourly basis. Professional services are sometimes rendered under fixed-fee based contracts with payments due on specific dates or milestones.

Services revenue growth is contingent upon cloud sales and customer upgrade cycles, which are influenced by the strength of general economic and business conditions and the competitive position of our software products. In addition, our professional services business has competitive exposure to offshore providers and other consulting companies.

Hardware Revenue. Our hardware revenue, which we recognize net of related costs, totaled $4.9 million in the three months ended September 30, 2024 representing 2% of total revenue. For the nine months ended September 30, 2024, hardware revenue totaled $19.3 million, or 3% of total revenue. As a convenience for our cloud and software customers, we resell a variety of hardware products developed and manufactured by third parties. These products include computer hardware, radio frequency terminal networks, RFID chip readers, bar code printers and scanners, and other peripherals. We resell all third-party hardware products and related maintenance pursuant to agreements with manufacturers or through distributor-authorized reseller agreements, pursuant to which we are entitled to purchase hardware products and services at discount prices. We generally purchase hardware from our vendors only after receiving an order from a customer. As a result, we do not maintain hardware inventory.

Product Development

We continue to invest significantly in research and development (R&D) to provide leading Unified Omnichannel Commerce and Digital Supply Chain solutions to enable global retailers, manufacturers, wholesalers, distributors, and logistics providers to successfully manage accelerating and fluctuating demands as well as the increasing complexity and volatility of their local and global supply chains, retail store operations and points of sale. Our R&D expenses were $34.3 million and $104.7 million for the three and nine months ended September 30, 2024.

We expect to continue to focus our R&D resources on the development and enhancement of our core supply chain, inventory optimization, omnichannel and point-of-sale software solutions. We offer what we believe to be the broadest solutions portfolio in the supply chain solutions marketplace, addressing all aspects of inventory optimization, transportation management, distribution management, planning, and omnichannel operations including order management, store inventory & fulfillment, call center and point-of-sale.

We also plan to continue to enhance our existing solutions and to introduce new solutions to address evolving industry standards and market needs. We identify opportunities to further enhance our solutions and to develop and provide new solutions through our customer support organization, as well as through ongoing customer consulting engagements and implementations, interactions with our user groups, association with leading industry analysts and market research firms, and participation in industry standards and research committees. Our solutions address the needs of customers in various vertical markets, including retail, consumer goods, food and grocery, logistics service providers, industrial and wholesale, high technology and electronics, life sciences, and government.

Cash Flow and Financial Condition

For the three and nine months ended September 30, 2024, we generated cash flow from operating activities of $62.3 million and $190.3 million, respectively. Our cash and cash equivalents at September 30, 2024 totaled $215.0 million, with no outstanding debt. We currently have no credit facilities. Our primary uses of cash have been for funding investments in R&D in our Unified Omnichannel Commerce and Digital Supply Chain solutions to drive revenue and earnings growth. In addition, during the nine months ended September 30, 2024, we repurchased approximately $198.1 million of Manhattan Associates' outstanding common stock under the share repurchase program approved by our Board of Directors. In October 2024, our Board of Directors approved replenishing the Company's remaining share repurchase authority to an aggregate of $75.0 million of our common stock.

For the remainder of 2024, we expect our first priority for use of cash will continue to be investments in our Unified Omnichannel Commerce and Digital Supply Chain solutions. We also expect to prioritize capital allocation in our global teams to fund growth and share repurchases. We do not anticipate any borrowing requirements in 2024 for general corporate purposes.

Results of Operations

In the following table, we present a summary of our consolidated results for the three and nine months ended September 30, 2024 and 2023.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	**2023**	**2024**	**2023**
	(in thousands, except per share data)			
Revenue	**$ 266,681**	$ 238,441	**$ 786,551**	$ 690,470
Costs and expenses	**191,591**	184,993	**585,643**	539,454
Operating income	**75,090**	53,448	**200,908**	151,016
Other income, net	**1,312**	1,739	**3,222**	2,923
Income before income taxes	**76,402**	55,187	**204,130**	153,939
Net income	**$ 63,781**	$ 49,421	**$ 170,348**	$ 127,832
Diluted earnings per share	**$ 1.03**	$ 0.79	**$ 2.74**	$ 2.05
Diluted weighted average number of shares	**61,948**	62,310	**62,186**	62,501

We have three geographic reportable segments: the Americas, EMEA, and APAC. Geographic revenue information is based on the location of sale. The revenues represented below are from external customers only. The geography-based expenses include costs of personnel, direct sales, marketing expenses, and general and administrative costs to support the business. There are certain corporate expenses included in the Americas segment that we do not charge to the other segments, including R&D, certain marketing and general and administrative costs that support the global organization, and the amortization of acquired developed technology. Included in the Americas costs are all R&D costs, including the costs associated with our operations in India. During the three and nine months ended September 30, 2024 and 2023, we derived the majority of our revenues from sales to customers within our Americas segment. In the following table, we present a summary of revenue and operating income by segment:

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2024	**2023**	**% Change vs. Prior Year**	**2024**	**2023**	**% Change vs. Prior Year**
Revenue:	(in thousands)			(in thousands)		
Cloud subscriptions						
Americas	**67,708**	52,846	28%	**193,505**	148,812	30%
EMEA	**16,158**	10,343	56%	**46,030**	29,454	56%
APAC	**2,619**	1,844	42%	**7,338**	4,930	49%
Total cloud subscriptions	**86,485**	65,033	33%	**246,873**	183,196	35%
Software license						
Americas	**3,112**	3,502	-11%	**7,371**	8,556	-14%
EMEA	**278**	51	445%	**1,126**	1,902	-41%
APAC	**372**	317	17%	**1,136**	2,509	-55%
Total software license	**3,762**	3,870	-3%	**9,633**	12,967	-26%
Maintenance						
Americas	**27,541**	27,951	-1%	**84,038**	84,938	-1%
EMEA	**4,725**	5,159	-8%	**13,930**	14,919	-7%
APAC	**2,225**	2,186	2%	**6,768**	6,915	-2%
Total maintenance	**34,491**	35,296	-2%	**104,736**	106,772	-2%
Services						
Americas	**102,616**	96,045	7%	**304,200**	275,602	10%
EMEA	**26,862**	25,594	5%	**80,265**	75,321	7%
APAC	**7,531**	6,326	19%	**21,570**	17,821	21%
Total services	**137,009**	127,965	7%	**406,035**	368,744	10%
Hardware						
Americas	**4,875**	6,220	-22%	**19,005**	18,623	2%
EMEA	**59**	57	4%	**269**	168	60%
APAC	**-**	-	-	**-**	-	-
Total hardware and other	**4,934**	6,277	-21%	**19,274**	18,791	3%
Total Revenue						
Americas	**205,852**	186,564	10%	**608,119**	536,531	13%
EMEA	**48,082**	41,204	17%	**141,620**	121,764	16%
APAC	**12,747**	10,673	19%	**36,812**	32,175	14%
Total revenue	**$ 266,681**	$ 238,441	12%	**$ 786,551**	$ 690,470	14%
Operating income:						
Americas	**49,033**	34,655	41%	**131,020**	96,628	36%
EMEA	**20,521**	14,415	42%	**53,600**	40,764	31%
APAC	**5,536**	4,378	26%	**16,288**	13,624	20%
Total operating income	**$ 75,090**	$ 53,448	40%	**$ 200,908**	$ 151,016	33%

Condensed Consolidated Financial Summary - Third Quarter 2024

- Consolidated total revenue: $266.7 million for the third quarter of 2024, compared to $238.4 million for the third quarter of 2023;
- Cloud subscription revenue: $86.5 million for the third quarter of 2024, compared to $65.0 million for the third quarter of 2023;
- Software license revenue: $3.8 million for the third quarter of 2024, compared to $3.9 million for the third quarter of 2023;
- Services revenue: $137.0 million for the third quarter of 2024, compared to $128.0 million for the third quarter of 2023;
- Operating income: $75.1 million for the third quarter of 2024, compared to $53.4 million for the third quarter of 2023;
- Operating margins: 28.2% for the third quarter of 2024, compared to 22.4% for the third quarter of 2023;
- Diluted earnings per share: $1.03 for the third quarter of 2024 compared to $0.79 for the third quarter of 2023;
- Cash flow from operations: $62.3 million in the third quarter of 2024, compared to $58.6 million in the third quarter of 2023;
- Days sales outstanding: 69 days at September 30, 2024, compared to 66 days at June 30, 2024;
- Cash: $215.0 million at September 30, 2024, compared to $202.7 million at June 30, 2024;
- Share repurchases: In the three months ended September 30, 2024, we reduced our shares of common stock outstanding through the repurchase of approximately 0.2 million shares of our common stock, under the share repurchase program authorized by our Board of Directors for a total investment of $49.7 million. In October 2024, our Board of Directors approved replenishing the Company's remaining share repurchase authority to an aggregate of $75.0 million of our common stock.

Below we discuss our consolidated results of operations for the third quarters of 2024 and 2023.

Revenue

	Three Months Ended September 30,				
			% Change vs.	% of Total Revenue	
	2024	2023	Prior Year	2024	2023
	(in thousands)				
Cloud subscriptions	**$ 86,485**	$ 65,033	**33 %**	**33 %**	27 %
Software license	**3,762**	3,870	**-3 %**	**1 %**	2 %
Maintenance	**34,491**	35,296	**-2 %**	**13 %**	15 %
Services	**137,009**	127,965	**7 %**	**51 %**	53 %
Hardware	**4,934**	6,277	**-21 %**	**2 %**	3 %
Total revenue	**$ 266,681**	$ 238,441	**12 %**	**100 %**	100 %

Cloud Subscriptions Revenue. In the third quarter of 2024, cloud subscriptions revenue increased $21.5 million compared to the same quarter in the prior year. Our customers have demonstrated a clear preference for cloud-based solutions, including existing customers that are migrating from on-premise to cloud-based offerings. Cloud subscriptions revenue for the Americas, EMEA and APAC segments increased $14.9 million, $5.8 million and $0.8 million in the third quarter of 2024, respectively.

Software License Revenue. Software license revenue decreased $0.1 million in the third quarter of 2024 compared to the same quarter in the prior year on strong market preference for our cloud-native solutions. The perpetual license sales percentage mix across our product suite in the third quarter ended September 30, 2024 was over 80% warehouse management solutions.

Maintenance Revenue. Maintenance revenue decreased $0.8 million in the third quarter of 2024 compared to the same quarter in the prior year. Across the Americas, EMEA, and APAC segments, maintenance revenue remained relatively flat.

Services Revenue. Services revenue increased $9.0 million in the third quarter of 2024 compared to the same quarter in the prior year. Services revenue for the Americas, EMEA and APAC segments increased $6.6 million, $1.2 million, and $1.2 million, respectively, compared to the same quarter in the prior year, primarily driven by the increase in cloud subscriptions. The percentage of professional services revenue that relates to cloud subscriptions in the third quarter of 2024 and 2023 was approximately 74% and 70%, respectively. The remainder of our professional services revenue relates to implementations, ongoing support, and upgrades of licensed software.

Hardware Revenue. Hardware sales decreased $1.3 million in the third quarter of 2024 compared to the same quarter in the prior year. The majority of our hardware revenue is derived from our Americas segment. Sales of hardware is largely dependent upon customer-specific desires, which fluctuate.

Cost of Revenue

	Three Months Ended September 30,		
	2024	**2023**	**% Change vs. Prior Year**
Cost of cloud subscriptions, maintenance and services	**118,269**	111,142	6%
Cost of software license	**$ 391**	$ 297	32%
Total cost of revenue	**$ 118,660**	$ 111,439	6%

Cost of Cloud Subscriptions, Maintenance and Services. Costs of cloud subscriptions, maintenance and services consist primarily of salaries and other personnel-related expenses of employees dedicated to cloud subscriptions; maintenance services; and professional and technical services as well as hosting fees. The $7.1 million increase in the quarter ended September 30, 2024 compared to the same quarter in the prior year was principally due to a $7.2 million increase in compensation and other personnel-related expenses, a $1.2 million increase in computer infrastructure cost, and offset by a $1.3 million decrease in performance-based compensation expense.

Cost of Software License. Cost of software license consists of the costs associated with software reproduction; media, packaging and delivery; documentation, and other related costs; and royalties on third-party software sold with or as part of our products. Cost of software license remained relatively flat in the third quarter of 2024 compared with the same quarter in the prior year.

Operating Expenses

	Three Months Ended September 30,		
	2024	**2023**	**% Change vs. Prior Year**
	(in thousands)		
Research and development	**$ 34,349**	$ 33,093	**4%**
Sales and marketing	**16,586**	17,650	**-6%**
General and administrative	**20,308**	21,371	**-5%**
Depreciation and amortization	**1,688**	1,440	**17%**
Operating expenses	**$ 72,931**	$ 73,554	**-1%**

Research and Development. Our principal R&D activities have focused on the expansion and integration of new products and releases, including cloud-based solutions, while expanding the product footprint of our software solution suites in Supply Chain, Inventory Optimization, Omnichannel and Point-of-sale.

R&D expenses primarily consist of salaries and other personnel-related costs for personnel involved in our R&D activities. R&D expenses for the quarter ended September 30, 2024 increased by $1.3 million, compared to the same quarter of 2023 principally due to a $1.5 million increase in compensation and other personnel-related expenses.

Sales and Marketing. Sales and marketing expenses include salaries, commissions, travel and other personnel-related costs and the costs of our marketing and alliance programs and related activities. Sales and marketing expenses decreased $1.0 million in the quarter ended September 30, 2024 compared to the same quarter in the prior year primarily due to a $1.0 million decrease in bonus and commission expenses.

General and Administrative (G&A). G&A expenses consist primarily of salaries and other personnel-related costs of executive, financial, human resources, information technology, and administrative personnel, as well as facilities, legal, insurance, accounting, and other administrative expenses. G&A expenses decreased slightly by $1.1 million**,** in the current year quarter compared to the same quarter in the prior year, primarily due to a $0.9 million decrease in other taxes.

Depreciation and Amortization. Depreciation and amortization of intangibles and software expense for the third quarter of 2024 and 2023 was $1.7 million and $1.4 million, respectively.

Operating Income

Operating income in the third quarter of 2024 was $75.1 million compared to $53.4 million in the same quarter in the prior year. Operating margin was 28.2% for the third quarter of 2024 versus 22.4% for the same quarter in the prior year. Operating income and margin increased primarily due to increased cloud and services revenue growth combined with operating leverage as our cloud business continues to scale.

Other Income and Income Taxes

	Three Months Ended September 30,		
	2024	**2023**	**% Change vs. Prior Year**
	(in thousands)		
Other income, net	**$ 1,312**	$ 1,739	-25%
Income tax provision	**12,621**	5,766	119%

Other income, net. Other income, net primarily includes interest income, foreign currency gains and losses, and other non-operating expenses. Other income, net decreased slightly in the third quarter of 2024 compared to the same quarter in the prior year, due to an increase in foreign currency losses. We recorded net foreign currency losses of $0.3 million in the third quarter of 2024, and $0.4 million of net foreign currency gains in the third quarter of 2023.

Income tax provision. Our effective income tax rate was 16.5% and 10.4% for the quarters ended September 30, 2024 and 2023, respectively. The increase in the effective tax rate for the three months ended September 30, 2024 is primarily due a decrease of benefit in recording return to provision estimates in the quarter, offset by a reduction in expense related to statute of limitations expiration on uncertain tax positions.

Condensed Consolidated Financial Summary – First Nine Months of 2024

- Consolidated revenue: $786.6 million for the nine months ended September 30, 2024 compared to $690.5 million for the nine months ended September 30, 2023.
- Cloud subscription revenue: $246.9 million for the nine months ended September 30, 2024 compared to $183.2 million for the nine months ended September 30, 2023.
- Software license revenue: $9.6 million for the nine months ended September 30, 2024, compared to $13.0 million for the nine months ended September 30, 2023.
- Services revenue: $406.0 million for the nine months ended September 30, 2024, compared to $368.7 million for the nine months ended September 30, 2023.
- Operating income: $200.9 million for the nine months ended September 30, 2024, compared to $151.0 million for the nine months ended September 30, 2023.
- Operating margins: 25.5% for the nine months ended September 30, 2024, compared to 21.9% for the nine months ended September 30, 2023.
- Diluted earnings per share: $2.74 for the nine months ended September 30, 2024 compared to $2.05 for the nine months ended September 30, 2023.
- Cash flow from operations: $190.3 million for the nine months ended September 30, 2024, compared to $157.9 million for the nine months ended September 30, 2023.
- Cash: $215.0 million at September 30, 2024, compared to $270.7 million at December 31, 2023.
- Share repurchases: During the nine months ended September 30, 2024, we reduced our shares of common stock outstanding by approximately 1.4% primarily through the repurchase of approximately 0.8 million shares of our common stock, under the share repurchase program authorized by our Board of Directors, for a total investment of $198.1 million.

Below we discuss our consolidated results of operations for the nine months ended September 30, 2024 and 2023.

	Nine Months Ended September 30,				
	2024	2023	% Change vs. Prior Year	% of Total Revenue 2024	% of Total Revenue 2023
	(in thousands)				
Cloud subscriptions	**$ 246,873**	$ 183,196	**35 %**	**31 %**	27 %
Software license	**9,633**	12,967	**-26 %**	**1 %**	2 %
Maintenance	**104,736**	106,772	**-2 %**	**13 %**	15 %
Services	**406,035**	368,744	**10 %**	**52 %**	53 %
Hardware	**19,274**	18,791	**3 %**	**3 %**	3 %
Total revenue	**$ 786,551**	$ 690,470	**14 %**	**100 %**	100 %

Cloud Subscription Revenue. Cloud subscriptions revenue increased $63.7 million in the nine months ended September 30, 2024 compared to the same period in the prior year. Customers have demonstrated a clear preference for cloud-based solutions, including existing customers that are migrating from on-premise to cloud-based offerings. Cloud subscriptions revenue for the Americas, EMEA and APAC segments increased $44.7 million, $16.6 million and $2.4 million, respectively, in the nine months ended September 30, 2024.

Software License Revenue. Software license revenue decreased $3.3 million in the nine months ended September 30, 2024 compared to the same period in the prior year. We believe the decrease reflects a strong market preference for our cloud-native solutions.

The license sales percentage mix across our product suite in the nine months ended September 30, 2024 was over 80% warehouse management solutions.

Maintenance Revenue. Maintenance revenue decreased $2.0 million in the nine months ended September 30, 2024 compared to the same period in the prior year. Maintenance revenue for the Americas, EMEA and APAC segments decreased by $0.9 million, $1.0 million and $0.1 million respectively, in the nine months ended September 30, 2024.

Services Revenue. Services revenue increased $37.3 million in the nine months ended September 30, 2024 compared to the same period in the prior year. Services revenue for the Americas, EMEA and APAC segments increased $28.6 million, $5.0 million and $3.7 million in the nine months ended September 30, 2024, respectively, compared with the same period in the prior year, primarily driven by the increase in cloud subscriptions. The percentage of professional services revenue that relates to cloud subscriptions in nine months ended September 30, 2024 and 2023 was approximately 74% and 67%, respectively. The remainder of our professional services revenue relates to implementations, ongoing support, and upgrades of licensed software.

Hardware Revenue. Hardware revenue increased $0.5 million in the nine months ended September 30, 2024 compared to the same period in the prior year. The majority of our hardware revenue is derived from our Americas segment. Sales of hardware is largely dependent upon customer-specific desires, which fluctuate.

Cost of Revenue

	Nine Months Ended September 30,		
	2024	2023	% Change vs. Prior Year
Cost of cloud subscriptions, maintenance and services	**356,920**	322,914	11 %
Cost of software license	**$ 1,068**	$ 967	10 %
Total cost of revenue	**$ 357,988**	$ 323,881	11 %

Cost of Cloud Subscriptions, Maintenance and Services. Costs of cloud subscriptions, maintenance and services consist primarily of salaries and other personnel-related expenses of employees dedicated to cloud operations; maintenance services; and professional and technical services as well as hosting fees. The $34.0 million increase in the nine months ended September 30, 2024 compared to the same period in the prior year was principally due to a $32.2 million increase in compensation and other personnel-related expenses, a $3.3 million increase in computer infrastructure cost, a $1.0 million increase in facilities expense, and offset by a $2.6 million decrease in performance-based compensation expense.

Cost of Software License. Cost of software license consists of the costs associated with software reproduction; media, packaging and delivery; documentation, and other related costs; and royalties on third-party software sold with or as part of our products. Cost of software license remained relatively flat in the nine months ended September 30, 2024 compared with the same period in the prior year.

Operating Expenses

	Nine Months Ended September 30,		
	2024	2023	% Change vs. Prior Year
	(in thousands)		
Research and development	**$ 104,693**	$ 95,487	**10 %**
Sales and marketing	**55,669**	54,278	**3 %**
General and administrative	**62,623**	61,561	**2 %**
Depreciation and amortization	**4,670**	4,247	**10 %**
Operating expenses	**$ 227,655**	$ 215,573	**6 %**

Research and Development. R&D expenses increased $9.2 million for the nine months ended September 30, 2024 compared to the same period in the prior year principally due to a $10.5 million increase in compensation and other personnel-related expenses and offset by a $1.2 million decrease in performance-based compensation expense.

Sales and Marketing. Sales and marketing expenses increased $1.4 million in the nine months ended September 30, 2024 compared to the same period in the prior year primarily due to a $2.2 million increase in compensation and other personnel related expenses, a $0.3 million increase in marketing and campaign programs, and offset by a $1.1 million decrease in performance-based compensation expense.

General and Administrative. General and administrative expenses increased $1.1 million in the nine months ended September 30, 2024 compared to the same period in the prior year, primarily due to a $3.2 million increase in compensation and other personnel related expenses, and offset by a $1.0 million decrease in other taxes, a $0.5 million decrease in performance-based compensation expense and $0.4 million decrease in computer costs.

Depreciation and Amortization. Depreciation and amortization of intangibles and software expense for the nine months ended September 30, 2024 and 2023 was $4.7 million and $4.2 million, respectively.

Operating Income

Operating income for the nine months ended September 30, 2024 was $200.9 million compared to $151.0 million for the same period in the prior year. Operating margin was 25.5% the first nine months of 2024 versus 21.9% for the same period in the prior year. Operating income and margin increased primarily due to increased cloud and services revenue growth combined with operating leverage as our cloud business continues to scale.

Other Income and Income Taxes

	Nine Months Ended September 30,		
	2024	2023	% Change vs. Prior Year
	(in thousands)		
Other income, net	**$ 3,222**	$ 2,923	10 %
Income tax provision	**33,782**	26,107	29 %

Other income, net. Other income, net increased $0.3 million in the nine months ended September 30, 2024 compared to the same period in the prior year primarily due to a $0.7 million increase in interest income and a $0.5 million decrease due to foreign currency losses. The decrease driven by foreign currency losses is primarily due to gains or losses on intercompany transactions denominated in foreign currencies with subsidiaries due to the fluctuation of the U.S. dollar relative to other foreign currencies, primarily the Indian Rupee. We recorded net foreign currency losses of $1.5 million in the first nine months of 2024, and $0.9 million in the first nine months of 2023.

Income tax provision. Our effective income tax rate was 16.5% and 17.0% for the nine months ended September 30, 2024 and 2023, respectively. The decrease in the effective tax rate for the nine months ended September 30, 2024 is due to an increase of excess tax benefits on restricted stock vesting and a reduction in expense related to statute of limitations expiration on uncertain tax positions, partially offset by a decrease of benefit in recording return to provision estimates.

Liquidity and Capital Resources

During the first nine months of 2024, we funded our business exclusively through cash generated from operations. Our cash and cash equivalents as of September 30, 2024 included $115.2 million held in the U.S. and $99.8 million held by our foreign subsidiaries. We believe that our cash balances in the U.S. are sufficient to fund our U.S. operations. In the future, if we elect to repatriate the unremitted earnings of our foreign subsidiaries, we would not be subject to additional U.S. income taxes on such earnings, but we could be subject to additional local withholding taxes.

Cash flow from operating activities totaled $190.3 million and $157.9 million in the nine months ended September 30, 2024 and 2023, respectively. Typical factors affecting our cash provided by operating activities include our level of revenue and earnings for the period, the timing and amount of employee bonus and income tax payments, and the timing of cash collections from our customers which is our primary source of operating cash flow. Cash flow from operating activities for the nine months ended September 30, 2024 increased $32.4 million compared to the same period in the prior year, which is primarily due to an increase in earnings and the timing of cash collections from our customers.

Cash flow used in investing activities totaled $5.5 million and $2.8 million in the nine months ended September 30, 2024 and 2023, respectively. Our investing activities for both the nine months ended September 30, 2024 and 2023 consisted of capital spending to support company growth.

Cash flow used in financing activities totaled $241.2 million and $195.7 million for the nine months ended September 30, 2024 and 2023, respectively. The principal use of cash for financing activities in both periods was to purchase our common stock, including shares withheld for taxes due upon vesting of restricted stock. Repurchases of our common stock for the nine months ended September 30, 2024 and 2023 totaled $241.2 million and $195.7 million, respectively, including shares withheld for taxes of $43.0 million and $29.7 million, respectively.

Periodically, opportunities may arise to grow our business through the acquisition of complementary products, and technologies. Any material acquisition could result in a decrease to our working capital depending on the amount, timing, and nature of the consideration to be paid. We believe that our existing cash will be sufficient to meet our working capital and capital expenditure needs at least for the next twelve months, although there can be no assurance that this will be the case. We continue to focus on managing liquidity, while investing in and growing our headcount capacity to support our customers and grow our business. For the remainder of 2024, we anticipate that our priorities for use of cash will be similar to prior years, with our first priority being continued investment in product development and profitably investing in our business to extend our market leadership. We will continue to weigh our share repurchase options against cash for acquisitions and investing in the business. We will also continue to evaluate acquisition opportunities that are complementary to our product footprint and technology direction. At this time, we do not anticipate any borrowing requirements for the remainder of 2024 for general corporate purposes.

Aggregate Contractual Obligations

Our principal commitments consist of multiple non-cancellable contracts for cloud infrastructure services and obligations under operating leases. As of September 30, 2024, our cloud infrastructure obligations are approximately $248.8 million over the next 6 years. We also enter into non-cancellable subscriptions in the ordinary course of business for internal software to support our operations. Our obligations, as of September 30, 2024, are approximately $25.3 million over the next 6 years. We expect to fulfill all these commitments from our working capital.

Critical Accounting Policies and Estimates

In the first nine months of 2024, there were no significant changes to our critical accounting policies and estimates from those disclosed in the section "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our annual report on Form 10-K for the year ended December 31, 2023.

Forward-Looking Statements

Certain statements contained in this filing are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, including but not limited to statements related to expectations about global macroeconomic trends and industry developments, plans for future business development activities, anticipated costs of revenues, product mix and service revenues, research and development, selling, general and administrative activities, and liquidity and capital needs and resources. When used in this quarterly report, the words "may," "expect," "forecast," "anticipate," "intend," "plan," "believe," "could," "seek," "project," "estimate," and similar expressions are generally intended to identify forward-looking statements. Undue reliance should not be placed on these forward-looking statements, which reflect opinions only as of the date of this quarterly report. Such forward-looking statements are subject to risks, uncertainties, and other factors that could cause actual results to differ materially from future results expressed or implied by such forward-looking statements. Investors are cautioned that forward-looking statements are not guarantees of future performance and involve risks and uncertainties, and that actual results may differ materially from those contemplated by such forward-looking statements.

Some of the factors that could cause actual results to differ materially from the results discussed in forward-looking statements include:

- ongoing disruption and transformation in our vertical markets;
- general economic, political and market conditions, including inflation;
- our ability to attract and retain highly skilled employees;
- competition;
- our dependence on a single line of business;
- our dependence on generating revenue from cloud subscriptions and software licenses to drive business;
- undetected errors or “bugs” in our software;
- the risk of defects, delays or interruptions in our cloud subscription services;
- possible compromises of our data protection and IT security measures;
- risks associated with large system implementations; possible liability to customers if our products fail;
- the requirement to maintain high quality professional service capabilities;
- the risks of international operations, including foreign currency exchange risk;
- the possibility that research and developments investments may not yield sufficient returns;
- the long sales cycle associated with our products;
- the difficulty of predicting operating results;
- the need to continually improve our technology;
- risks associated with managing growth;
- reliance on third party and open source software;
- the need for our products to interoperate with other systems;
- the need to protect our intellectual property, and our exposure to intellectual property claims of others;
- the effects of wars, such as the wars in Ukraine and the Middle East, natural disasters and pandemics, such as the Covid-19 pandemic;
- the possible effects on international commerce of new or increased tariffs, or a “trade war;”
- and other risks described under the heading “Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2023, as these may be updated from time to time in subsequent quarterly reports.

We undertake no obligation to update or revise forward-looking statements to reflect changed assumptions, the occurrence of unanticipated events or changes in future operating results.

Item 3. Quantitative and Qualitative Disclosures about Market Risk.

There were no material changes to the Quantitative and Qualitative Disclosures about Market Risk previously disclosed in our annual report on Form 10-K for the year ended December 31, 2023.

Item 4. Controls and Procedures.

Disclosure Controls and Procedures

We maintain disclosure controls and procedures designed to provide reasonable assurance that information required to be disclosed in reports filed under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized, and reported within the time periods specified in the SEC’s rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and our Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

No system of controls, no matter how well designed and operated, can provide absolute assurance that the objectives of the system of controls are met, and no evaluation of controls can provide absolute assurance that the system of controls has operated effectively in all cases. Our disclosure controls and procedures however are designed to provide reasonable assurance that the objectives of disclosure controls and procedures are met.

As of the end of the period covered by this report, our management evaluated, with the participation of our Chief Executive Officer and Chief Financial Officer, the effectiveness of our disclosure controls and procedures. Based on the evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of the end of the period covered by this report, our disclosure controls and procedures were effective to provide reasonable assurance that the objectives of disclosure controls and procedures are met.

Changes in Internal Control over Financial Reporting

During the three months ended September 30, 2024, there were no changes in our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting, including any corrective actions with regard to material weaknesses.

PART II
OTHER INFORMATION

Item 1. Legal Proceedings.

From time to time, we may be a party to legal proceedings arising in the ordinary course of business, and we could be a party to legal proceedings not in the ordinary course of business. We are not currently a party to any legal proceeding the result of which we believe could have a material adverse impact upon our business, financial position, results of operations, or cash flows.

Many of our product installations involve software products that are critical to the operations of our customers' businesses. Any downtime or failure of our services or products could result in a claim for substantial damages against us, regardless of our responsibility for such failure. Although we attempt to contractually limit our liability for damages arising from services or product downtime or failures or negligent acts or omissions, there can be no assurance that the limitations of liability set forth in our contracts will be enforceable.

Item 1A. Risk Factors.

In addition to the other information set forth in this report, you should carefully consider the risk factors disclosed in Item 1A, "Risk Factors," of our annual report on Form 10-K for the year ended December 31, 2023.

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

The following table provides information regarding common stock purchases under our publicly announced repurchase program for the quarter ended September 30, 2024.

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
July 1 - July 31, 2024	16,621	$ 256.29	16,621	$ 70,740,248
August 1 - August 31, 2024	117,837	252.97	117,837	40,931,370
September 1 - September 30, 2024	60,254	259.21	60,254	25,312,924
Total	194,712		194,712	

Item 3. Defaults Upon Senior Securities.

No events occurred during the quarter covered by this report that would require a response to this item.

Item 4. Mine Safety Disclosures.

Not applicable.

Item 5. Other Information.

Rule 10b5-1 Trading Plans

During the quarter ended September 30, 2024, no director or officer of the Company adopted or terminated a "Rule 10b5-1 trading agreement" or "non-Rule 10b5-1 trading arrangement," as each term is defined in item 408(a) of Regulation S-K.

Item 6. Exhibits.

Exhibit 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
Exhibit 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
Exhibit 32*	Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
Exhibit 101.INS	Inline 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.
Exhibit 101.SCH	Inline XBRL Taxonomy Extension Schema Document
Exhibit 101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
Exhibit 101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
Exhibit 101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document
Exhibit 101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
Exhibit 104	The cover page from the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2024, has been formatted in Inline XBRL.

* In accordance with Item 601(b)(32)(ii) of the SEC's Regulation S-K, this Exhibit is hereby furnished to the SEC as an accompanying document and is not deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that Section, nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933.

SIGNATURES

Pursuant to the requirements 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.

Date: October 25, 2024	/s/ Eddie Capel
	Eddie Capel President and Chief Executive Officer (Principal Executive Officer)
Date: October 25, 2024	/s/ Dennis B. Story
	Dennis B. Story Executive Vice President, Chief Financial Officer and Treasurer (Principal Financial Officer)

Exhibit 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

I, Eddie Capel, certify that:

1. I have reviewed this quarterly report on Form 10-Q of the registrant;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's Board of Directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated this 25th day of October, 2024

/s/ Eddie Capel
Eddie Capel
President and Chief Executive Officer

Exhibit 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

I, Dennis B. Story, certify that:

1. I have reviewed this quarterly report on Form 10-Q of the registrant;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's Board of Directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated this 25th day of October, 2024

/s/ Dennis B. Story
Dennis B. Story
Executive Vice President, Chief Financial Officer and Treasurer

Exhibit 32

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

This Certificate is being delivered pursuant to the requirements of Section 1350 of Chapter 63 (Mail Fraud) of Title 18 (Crimes and Criminal Procedures) of the United States Code and shall not be relied on by any person for any other purpose.

The undersigned, who are the Chief Executive Officer and Chief Financial Officer, respectively, of Manhattan Associates, Inc. (the “Company”), hereby each certify that, to the undersigned’s knowledge:

The Quarterly Report on Form 10-Q of the Company for the quarterly period ended September 30, 2024 (the “Report”), which accompanies this Certification, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, and all information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated this 25th day of October, 2024

/s/ Eddie Capel
Eddie Capel
President and Chief Executive Officer

/s/ Dennis B. Story
Dennis B. Story
Executive Vice President, Chief Financial Officer and Treasurer

In accordance with SEC Release No. 34-47986, this Exhibit is furnished to the SEC as an accompanying document and is not deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that Section, nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933. A signed original of this written statement required by Section 906 of the Sarbanes-Oxley Act of 2002 has been provided to the registrant and will be retained by the registrant and furnished to the Securities and Exchange Commission or its staff upon request.