UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K

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

Date of Report (Date of earliest event reported): April 3, 2006

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

Georgia	**0-23999**	**58-2373424**
(State or Other Jurisdiction of Incorporation or organization)	(Commission File Number)	(I.R.S. Employer Identification No.)

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

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

NONE
(Former name or former address, if changed since last report)

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

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.02 Results of Operations and Financial Condition.

On April 3, 2006, Manhattan Associates, Inc. (the "Company") issued a press release providing the preliminary results for its financial performance for the first quarter ended March 31, 2006. A copy of this press release is attached as Exhibit 99.1. Pursuant to General Instruction B.2 of Form 8-K, this exhibit is "furnished" and not "filed" for purposes of Section 18 of the Securities Exchange Act of 1934.

The press release includes, as additional information regarding our operating results, our adjusted net income per share, which excludes the impact of acquisition-related costs and the amortization thereof, the recapture of previously recognized transaction tax expense, and stock option expense under FAS 123R, all net of income tax effects. Adjusted net income per share is not in accordance with, or an alternative for, net income per share under generally accepted accounting principles in the United States ("GAAP") and may be different from non-GAAP net income per share measures used by other companies. Non-GAAP financial measures should not be used as a substitute for, or considered superior to, measures of financial performance prepared in accordance with the GAAP.

We believe that these adjusted (non-GAAP) results provide more meaningful information regarding those aspects of our current operating performance that can be effectively managed and consequently have developed our internal reporting, compensation and planning systems using these measures.

- Because we sporadically engage in strategic acquisitions, we incur acquisition-related costs that consist of primarily expenses from accounting and legal due diligence incurred whether or not we ultimately proceed with the transaction. Additionally, we might assume and incur certain unusual costs, such as employee retention benefits, that result from arrangements made prior to the acquisition. These acquisition costs are practically difficult to predict and do not correlate to the expenses of our core operations. The amortization of acquisition-related intangible assets is commonly excluded from the GAAP net income per share by companies in our industry and we therefore exclude these amortization costs to provide more relevant and meaningful comparisons of our operating results with that of our competitors.

- Because we have recognized the full potential amount of the transaction (sales) tax expense in prior periods, any recovery of that expense resulting from the expiration of the state sales tax statutes or the collection of the taxes from our customers would overstate the current period net income derived from our core operations as the recovery is not a result of anything occurring within our control during the current period.

- Because stock option expense under FAS 123R is determined in significant part by the trading price of our common stock and the volatility thereof, over which we have no direct control, the impact of such expense is not subject to effective management by us. The excluding the impact of FAS 123R in adjusted net income and adjusted net income per share is consistent with our competitors and other companies within our industry.

For these reasons, we have developed our internal reporting, compensation and planning systems using non-GAAP measures which adjust for these amounts.

We believe the reporting of adjusted net income per share facilitates investors' understanding of our historical operating trends, because it provide important supplemental measurement information in evaluating the operating results of our business as distinct from results that include items that are not indicative of ongoing operating results and thus provide the investors with useful insight into our profitability exclusive of unusual adjustments. While these adjusted items may not be considered as non-recurring in nature in a strictly accounting sense, the management regards those items as infrequent and not arising out of the ordinary course of business and finds it useful to utilize a non-GAAP measure in evaluating the performance of our underlying core business.

We also believe that adjusted net income per share provides a basis for more relevant comparisons to other companies in the industry and enables investors to evaluate our operating performance in a manner consistent with our internal basis of measurement and also presents our investors our operating results on the same basis as that used by our management. Management refers to adjusted net income per share in making operating decisions because it provides meaningful supplemental information regarding our operational performance and our ability to invest in research and development and fund acquisitions and capital expenditures. In addition, adjusted net income per share facilitates management's internal comparisons to our historical operating results and comparisons to competitors' operating results. Further, we rely on adjusted net income per share information as a primary measure to review and assess the operating performance of our company and our management team in connection with our executive compensation and bonus plans. Since most of our employees are not directly involved with decisions surrounding acquisitions or severance related activities and other items irrelevant to our core operations, we do not believe it is appropriate and fair to have their incentive compensation affected by these items. By adjusting those items not indicative of ongoing operating results, the non-GAAP financial measure could serve as an alternative useful measure to evaluate our prospect for future performance because our investors are able to more conveniently predict the results of our operating activities on an on-going basis when excluding these less common items.

Investors should be aware that this non-GAAP measure has inherent limitations, including its variance from certain of the financial measurement principals underlying GAAP, should not be considered as a replacement for net income per share, and should be read only in conjunction with our consolidated financial statements prepared in accordance with GAAP. For instance, we exclude the charges of the acquisition-related costs and the related amortization while we still retain the acquisition-related benefits and revenue in calculation of the non-GAAP adjusted net income per share. In addition, we exclude the employee compensation, which is commonly considered integral to a company's operation performance. This supplemental non-GAAP information should not be construed as an inference that the Company's future results will be unaffected by similar adjustments to net earnings determined in accordance with GAAP.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press Release, dated April 3, 2006.

SIGNATURES

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

Manhattan Associates, Inc.

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

Dated: April 3, 2006

EXHIBIT INDEX

Exhibit Number	Description
99.1	Press Release, dated April 3, 2006.

EXHIBIT 99.1

FOR IMMEDIATE RELEASE

Manhattan Associates Announces Preliminary First Quarter Results

ATLANTA— April 3, 2006 —Leading supply chain solutions provider, Manhattan Associates (Nasdaq: MANH), today announced preliminary earnings per share for the quarter ended March 31, 2006. GAAP earnings per share are expected to be in the range of $0.05 to $0.07 per share and adjusted earnings per share are expected to be in the range of $0.14 to $0.16 per share. Adjusted earnings per share exclude the impact of acquisition-related costs and the amortization thereof, the recapture of previously recognized transaction tax expense, stock option expense under FAS 123R, and the amortization of prepaid retention bonuses associated with the acquisition of Evant, all net of income taxes.

"Our results in the quarter were impacted by delays in closing software sales," said Pete Sinisgalli, Manhattan Associates' president and CEO. "While disappointed with the EPS result for the quarter, our services business continues to perform well and overall our business is healthy. Our full-year EPS expectations are not changed as a result of the delays in closing software sales."

First quarter results are preliminary, subject to the company's management and independent auditors completing their customary quarterly closing and review procedures.

Manhattan Associates is scheduled to release its first quarter results on April 25, 2006.

Adjustments to GAAP Earnings per share:

Diluted EPS			**Q1**
(1)	Purchase amortization	$	0.03
(2)	Evant retention bonuses	$	0.02
(3)	FAS 123R	$	0.05
(4)	Sales tax	$	(0.01)
	TOTAL	$	0.09

These adjustments are preliminary estimates. A full reconciliation will be provided with the April 25, 2006 earnings release.

(1) Tax adjusted purchase amortization from prior acquisitions; effective rate 38.5%.

(2) In conjunction with the Evant acquisition, Manhattan Associates paid $2.8 million into escrow for employee retention purposes. These funds are being distributed to employees upon completion of up to 12 months of service with Manhattan Associates. The amount is being expensed over the required employee retention period.

(3) The Company adopted FAS 123 (revised 2004) on January 1, 2006 using the modified prospective method. FAS 123R requires the Company to expense stock options issued to employees. Previously the Company did not record compensation expense for employee stock options. The Company expects the accounting required by FAS 123R to reduce 2006 diluted earnings per share by approximately $0.22 and will result in an effective tax rate of 42.1% for 2006 GAAP earnings.

(4) Sales tax represents recoveries of previously expensed sales tax resulting from the expiration of the sales tax audit statutes in certain states.

About Manhattan Associates, Inc.

Manhattan Associates® is a leading supply chain solutions provider. The company's supply chain planning, supply chain execution, business intelligence and business process platform capabilities enable its more than 1200 customers worldwide to enhance profitability, performance and competitive advantage. For more information, please visit www.manh.com.

This press release may contain "forward-looking statements" relating to Manhattan Associates, Inc. Prospective investors are cautioned that any such 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. Among the important factors that could cause actual results to differ materially from those indicated by such forward-looking statements are delays in product development, undetected software errors, competitive pressures, technical difficulties, market acceptance, availability of technical personnel, changes in customer requirements, risks of international operations and general economic conditions. Additional factors are set forth in "Safe Harbor Compliance Statement for Forward-Looking Statements" included as Exhibit 99.1 to the Company's Annual Report on Form 10-K for the year ended December 31, 2005. Manhattan Associates undertakes no obligation to update or revise forward-looking statements to reflect changed assumptions, the occurrence of unanticipated events or changes in future operating results.