

---

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): **July 27, 2016**

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

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

**2300 Windy Ridge Parkway, Tenth Floor, Atlanta, Georgia**  
**30339**  
(Address of Principal Executive Offices)  
(Zip Code)

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

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

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

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

**Item 5.02                   Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

Effective July 31, 2016, the Board of Directors of Manhattan Associates, Inc. (the “Company”) appointed Mr. Dennis B. Story to resume service as the Company’s Executive Vice President, Chief Financial Officer and Treasurer. Mr. Story previously served as Chief Financial Officer of the Company, but served more recently as Chief Financial Officer of Benefitfocus, Inc. Biographical information for Mr. Story is included in the Company’s Proxy Statement for the 2016 Annual Meeting of Shareholders and is incorporated herein by reference.

On July 27, 2016, the Company entered into a Letter Agreement with Mr. Story (the “Letter Agreement”), which re-instated, effective as of July 31, 2016, his prior Executive Employment Agreement and Director and Officer Indemnification Agreement, both dated March 29, 2013. The terms of these agreements are summarized in the Company’s Current Report on Form 8-K filed on April 4, 2013, which disclosure is incorporated herein by reference.

Also pursuant to the Letter Agreement, Mr. Story was awarded a grant of 70,000 restricted stock units, vesting in four installments of 25% on January 31 of each of the years 2017 – 2020.

A copy of the Letter Agreement is filed herewith as Exhibit 10.1. The forms of his prior Executive Employment Agreement and Director and Officer Indemnification Agreement are filed as Exhibits 10.2 and 10.3, respectively, and are incorporated herein by reference. The summaries of the terms and conditions of the Letter Agreement, Executive Employment Agreement and Director and Officer Indemnification Agreement are qualified in their entirety by reference to the full text of such agreements.

**Item 7.01                   Regulation FD Disclosure.**

A copy of the Company’s press release announcing the appointment of Mr. Story as Executive Vice President, Chief Financial Officer and Treasurer is furnished herewith as Exhibit 99.1.

**Item 9.01                   Financial Statements and Exhibits.**

(d) Exhibits.

- 10.1 Letter Agreement, dated July 27, 2016, between Dennis Story and the Company
- 10.2 Form of Executive Employment Agreement (incorporated by reference from Exhibit 10.1 to the Company’s Current Report on Form 8-K dated as of April 4, 2013)
- 10.3 Form of Director and Officer Indemnification Agreement (incorporated by reference from Exhibit 10.2 to the Company’s Current Report on Form 8-K filed on April 4, 2013)
- 99.1 Press Release regarding appointment of officer, dated August 1, 2016

## SIGNATURES

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

**Manhattan Associates, Inc.**

By: /s/ Bruce S. Richards

Bruce S. Richards

Senior Vice President, Chief Legal Officer and Secretary

Dated: August 1, 2016

---

## **EXHIBIT INDEX**

**Exhibit Number**

**Description**

10.1	Letter Agreement, dated July 27, 2016, between Mr. Dennis Story and the Company
10.2	Form of Executive Employment Agreement (incorporated by reference from Exhibit 10.1 to the Company's Current Report on Form 8-K dated as of April 4, 2013)
10.3	Form of Director and Officer Indemnification Agreement (incorporated by reference from Exhibit 10.2 to the Company's Current Report on Form 8-K filed on April 4, 2013)
99.1	Press Release regarding appointment of officer, dated August 1, 2016



July 27, 2016

Dennis B. Story  
3838 Allenhurst Drive  
Norcross, GA 30092

Dear Dennis,

This letter is to outline the terms under which I am pleased to welcome you back as our EVP, Chief Financial Officer and Treasurer.

**Start Date:** July 31, 2016 (“Start Date”)

**Compensation:** Same as in effect prior to July 1, 2016, subject to the following terms regarding equity.

**Equity:** Given that all your unvested RSUs outstanding as of June 30, 2016, were terminated, we will grant you 70,000 service (*i.e.*, time-based) RSUs under the terms of our standard Restricted Stock Unit Award Agreement for Employees, to vest in four installments of 25% on January 31 of each of the years 2017 – 2020.

**Remaining Terms:** The remaining terms of your employment will be in accordance with the terms of your Executive Employment Agreement with the Company, dated March 29, 2013, which, effective on the Start Date, will be reinstated. Also, effective on the Start Date, your Director and Officer Indemnification Agreement, dated March 29, 2013, will be reinstated. Further, to the extent you took advantage or intended to take advantage of the offer the Company made to you on or about July 2015 in connection with the purchase of term life insurance on your life, that benefit will continue.

Dennis, please confirm your acceptance of the terms of this letter by signing below and returning a copy to me.

Sincerely,

/s/ Eddie Capel  
Eddie Capel  
President and CEO

Confirmed:

/s/ Dennis B. Story  
Dennis B. Story

Date: July 27, 2016

” ””



FOR IMMEDIATE RELEASE

## Manhattan Associates Announces Return of Dennis Story as CFO

ATLANTA, (August 1, 2016) – Manhattan Associates, Inc. (NASDAQ: MANH) today announced the reappointment of Dennis Story as executive vice president, chief financial officer and treasurer, effective July 31, 2016. “We are very pleased to have Dennis rejoin the Manhattan team,” said Eddie Capel, president and chief executive officer, Manhattan Associates. “Dennis is an experienced, talented executive and his deep knowledge of our business, industry and investors is invaluable as we strive to continue our exceptional financial performance.”

“I’m fortunate the window to return to Manhattan Associates had not closed,” said Story. “I am excited to rejoin the industry leader in supply chain commerce solutions and look forward to playing an integral role in the company’s long-term growth and success.”

Receive up-to-date product, customer and partner news directly from Manhattan Associates on [Twitter](#) and [Facebook](#).

### About Manhattan Associates

Manhattan Associates makes commerce-ready supply chains that bring all points of commerce together so you’re ready to sell and ready to execute. Across the store, through your network or from your fulfillment center, we design, build and deliver market-leading solutions that support both top-line growth and bottom-line profitability. By converging front-end sales with back-end supply chain execution, our software, platform technology and unmatched experience help our customers get commerce ready—and ready to reap the rewards of the omnichannel marketplace. For more information, please visit [www.manh.com](http://www.manh.com).

**Press Contact:** Amber Freeman  
Manhattan Associates  
678-597-6820  
[afreeman@manh.com](mailto:afreeman@manh.com)

###

Global Headquarters  
2300 Windy Ridge Parkway  
Tenth Floor  
Atlanta, Georgia 30339 USA  
tel + 1 770 955 7070  
fax + 1 770 955 0302  
email [info@manh.com](mailto:info@manh.com)  
[www.manh.com](http://www.manh.com)

supply chain commerce delivered™